



## **SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED**

(Formerly Mother'son Sumi Systems Limited)

(CIN-L34300MH1986PLC284510)

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

Bandra East, Mumbai – 400051

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

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

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

Notice is hereby given that the 36<sup>th</sup> (Thirty Sixth) Annual General Meeting ('AGM') of the members of Samvardhana Mother'son International Limited (Formerly Mother'son Sumi Systems Limited) ('the Company') is scheduled to be held on **Monday, August 28, 2023 at 1500 Hours (IST)** through **Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')** to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt:
  - a) the Audited Financial Statements of the Company for financial year ended March 31, 2023 together with reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for financial year ended March 31, 2023 together with the report of Auditors thereon.
2. To declare final dividend of Re. 0.65 (Sixty Five Paise only) on equity shares for financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Pankaj Mital (DIN: 00194931), who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

4. 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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants (Firm Registration No. 101394 with the Institute of Cost Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records of the Company for financial year 2023-24, amounting Rs. 4,10,000 (Rupees Four Lacs Ten Thousand Only) plus applicable taxes thereon and reimbursement of out of pocket expenses on actuals incurred in connection with aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (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) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

5. 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 Section 188 of the Companies Act, 2013 ("**the Act**") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other provisions, as applicable, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of SEBI Listing Regulations, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/agreements(s)/arrangement(s)/transaction(s), between the Company and Motherson Sumi Wiring India Limited ("**MSWIL**") for the transactions as below:

- (a) Sale of capital goods and components, such as wires, rubber parts, tools, jig, fixtures, connectors, certain capital items and other components, required to manufacture / assemble wiring harness and services;
- (b) purchase of wiring harness and other parts and/or components thereof and services;
- (c) to lease, sub-lease, license or sub-license properties/land in addition to premises given on lease earlier for manufacturing units and other office premises;
- (d) to provide various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, etc.;
- (e) to provide various management services, including management support and advice, local relationships and ground level assistance.

up to such extent and on such terms and conditions as *inter-alia*, specified in the Explanatory Statement annexed to this Notice, subject to such transactions being undertaken on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (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) be and are hereby authorised, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by the Company and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable by the Board, in order to give effect to this Resolution.”

6. 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 Section 188 of the Companies Act, 2013 ("**the Act**") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other provisions, as applicable, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of SEBI Listing Regulations, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / agreements(s) / arrangement(s) / transaction(s), between the Company with SEI Thai Electric Conductor Co., Ltd., Thailand for purchase of copper up to such extent and on such terms and conditions as *inter-alia*, specified in the Explanatory Statement annexed to this Notice, subject to such transactions being undertaken on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (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) be and are hereby authorised, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts,

deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by the Company and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable by the Board, in order to give effect to this Resolution.”

By order of Board

Place: Noida, Uttar Pradesh  
Date: July 18, 2023

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. A statement under Section 102 of the Companies Act, 2013 (“**the Act**”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) concerning the business under Item Nos. 4 - 6 of the Notice is annexed hereto.
2. Pursuant to the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), physical attendance of the Members to the Annual General Meeting (“**AGM**”) is not required and that general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in ensuing AGM through VC/OAVM and thus attendance slip is not attached to this notice.
3. Details required under provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 36 of SEBI Listing Regulations including brief profile of Director seeking appointment / re- appointment, is annexed hereto.
4. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this AGM and hence Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS- 2411; CP-1509) has been appointed as the Scrutinizer for the e-voting process in a fair and transparent manner.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
7. In case of joint holders attending meeting, the Members whose name appears as first holder in order of names as per the Register of Members of the Company will be entitled to vote.
8. Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.
9. The Members can join the AGM through VC/OAVM mode 30 (thirty) minutes before and after scheduled time of commencement of the AGM, by following procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. The limit of 1000 members will not include large Shareholders (Shareholders holding 2% or more of shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first-come first-served basis.
10. The Register of Members and Share Transfer Books of the Company will be closed from Monday August 14, 2023 to Monday, August 21, 2023 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2023.
11. In terms of provisions of the Income Tax, 1961 (as amended by the Finance Act, 2020) dividend paid or distributed by a company on or after April 1, 2020 is taxable in the hands of the shareholders.

The Company is therefore required to deduct tax at source (“TDS”) at the time of payment of dividend. The Company vide an e-mail dated July 27, 2023 communicated to shareholders regarding deduction of TDS on dividend and procedure for submission of documents for tax rate determination/ deduction. In case of any query, the shareholders may reach out to M/s. KFin Technologies Limited (formerly KFin Technologies Private Limited) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [investorrelations@motherson.com](mailto:investorrelations@motherson.com)

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, change of e-mail address, contact numbers etc., to their depository participant (DP). Changes intimated to DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Share Transfer Agent, M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited) to provide efficient services. Members holding shares in physical form are requested to intimate such changes to M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited), (Unit – Samvardhana Motherson International Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel.No.: +91- 40 – 67162222, +91- 40 -67161606; Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) quoting correct Folio Number.
13. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent of the Company as mentioned above, or to the Company Secretary at the Company’s corporate office. Members are requested to note that dividends that are not claimed within seven (7) years from the date of transfer to the Company’s unpaid dividend account, as per Section 124 of the Act, will be transferred to the Investor Education and Protection Fund (“IEPF”). Also, shares on which dividend remains unclaimed for 7 (seven) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
14. In compliance with requirements of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, the Company has during year 2022-23, transferred to the IEPF Authority, dividend for the year 2014-15 (which was unpaid or unclaimed for seven consecutive years) and the underlying shares therein. Further, the dividend for the year 2015-16 (which was unpaid or unclaimed for seven consecutive years) and the underlying shares therein were also transferred to IEPF Authority during the financial year 2015-16. Details of unclaimed or unpaid dividend and shares transferred to IEPF Authority are available on website of the Company and can be accessed through link: <https://www.motherson.com/performance/samil-investors/investor-education-and-protection-fund>.
15. Due dates of declaration of dividend and for transfer of unclaimed / unpaid dividends thereafter to IEPF from the financial year 2023-24 are as below:

Sl.No.	Financial Year	Date of declaration of dividend	Due date for transfer of unpaid dividend to IEPF
1.	2016-17	21.08.2017	20.09.2024
2.	2017-18	13.08.2018	12.09.2025
3.	2018-19	14.08.2019	13.09.2026
4.	2019-20	28.02.2020	30.03.2027
5.	2020-21	17.09.2021	16.10.2028
6.	2021-22	29.08.2023	28.09.2029

16. Shareholders may note that unpaid or unclaimed dividend and shares transferred to IEPF Authority can be claimed by following process available on IEPF website and same can be accessed through link: <http://www.iepf.gov.in/IEPF/refund.html>.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- (a) For shares held in electronic mode: to their Depository Participants (DP)
  - (b) For shares held in physical mode: to the Company / Registrar and Share Transfer Agent in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, format(s) of which are available on website of the Company at <https://www.motherson.com/performance/samil-investors/shareholder-information>.
18. SEBI amended relevant provisions of SEBI Listing Regulations to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares of the Company in physical form even after April 1, 2019, cannot lodge fresh request for transfer of shares with the Company / RTA after April 1, 2019 and they need to convert shares to demat form compulsorily in order to effect any transfer.
  19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [https://www.motherson.com/storage/download-forms/Form\\_ISR-4.pdf](https://www.motherson.com/storage/download-forms/Form_ISR-4.pdf) and on the website of Registrar and Share Transfer Agent at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd)
  20. In compliance with the MCA Circulars, Notice of the AGM along with Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report for FY 2022-23 will also be available on the Company’s website [www.motherson.com](http://www.motherson.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of National Securities Depository Limited (agency for providing remote e-voting and e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  21. Members attending the AGM through VC/ OAVM shall be counted for purpose of reckoning quorum under Section 103 of the Act.
  22. Register of contracts or arrangements in which directors are interested will be produced at commencement of AGM and remain open and accessible during continuance of the AGM to any person attending meeting through VC/OAVM.
  23. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to persons attending the AGM through VC/OAVM.
  24. The AGM is being held by VC/ OAVM in compliance with MCA Circulars, since AGM has been held through VC/OAVM route map of venue of AGM is not annexed herewith and venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript shall also be made available on website of the Company.
  25. **Voting by Electronic Means**
    - A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), the Company has provided to members with a facility to exercise their voting right at the Annual General Meeting (“AGM”) by electronic means and business may be transacted through such voting. The facility of casting votes by members using an electronic voting system from a place other than venue of AGM (“remote e-voting”) will be provided by NSDL. The facility of voting through e-voting / insta



poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to again cast their vote again.

- B. **The remote e-voting period begins on Friday, August 25, 2023 at 0900 Hours (IST) and ends on Sunday, August 27, 2023 at 1700 Hours (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., **Monday, August 21, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. **Monday, August 21, 2023**.
- C. The instructions of e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

- A. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will</li> </ol>



	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	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 toll free no. 1800 22 55 33

**B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- |  |
|--|
| <ol style="list-style-type: none"><li>8. Now, you will have to click on “Login” button.</li><li>9. After you click on the “Login” button, Home page of e-Voting will open.</li></ol> |
|--|

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorrelations@motherson.com](mailto:investorrelations@motherson.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated

Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorrelations@motherson.com](mailto:investorrelations@motherson.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the AGM through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). Such shareholders must register their request

three (3) days in advance of the AGM, i.e., on or before, August 24, 2023 with the Company.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800-1020-990 / 1800-22-44-30.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 4 TO 6 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.**

**Item No. 4**

The Company is required, under the provisions of Section 148(3) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, to have audit of its cost records conducted by a cost accountant in practice.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rules 14 of Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company based on the recommendation of the Audit Committee, approved appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394 with the Institute of Cost Accountant of India), as cost auditors of the Company to conduct audit of cost records of the Company relating to products across various segments, for financial year 2023-24.

The scope of Cost Audit includes carrying out audit of plastic components, rubber components and other automotive parts manufactured and cost accounting records maintained by the Company for financial year 2023-24. Further, turnover of the Company for financial year ended March 31, 2023 was Rs. 67,534 Million and turnover which is subject to Cost Audit was Rs. 37,015 Million. Further, the number of production units covered under the Cost Audit scope is 31 (thirty one).

In terms of provisions of section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for remuneration payable to the Cost Auditors for financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends an Ordinary Resolution set forth in Item No. 4 of the Notice for approval of Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the enabling resolution.

**Item No. 5**

The members are aware that pursuant to the composite Scheme of Amalgamation and Arrangement ("Scheme") amongst the Company ("the Amalgamated Company"), Samvardhana Motherson International Limited ("the

Amalgamating Company”) (“erstwhile SAMIL”) and Motherson Sumi Wiring India Limited (“the Resulting Company”) (“MSWIL”) and their respective shareholders and creditors (“the Scheme”), as approved by Hon’ble National Company Law Tribunal, Mumbai Bench (“Hon’ble NCLT”), the Domestic Wiring Harness Undertaking or DWH Undertaking (as defined in the Scheme) was demerged into MSWIL with effect from January 5, 2022.

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) a “material related party transaction” is a transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds Rs. 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such “material related party transactions” require prior approval of shareholders.

In terms of aforesaid provisions, the Company, had sought approval from its shareholders at 35<sup>th</sup> Annual General Meeting (“AGM”) held on Monday, August 29, 2022 for various material related party transactions to be entered with MSWIL during Financial Year 2022-23.

Similarly, approval of the members of the Company is being sought at the ensuing 36<sup>th</sup> AGM for entering into related party transactions during Financial Year 2023-24.

### **Rationale for the related party transactions**

The Company either directly or through its subsidiaries and/or joint ventures has, over years, developed in-house value chain of various products through various backward integration initiatives which give it a distinct cost advantage.

The Company and/or MSWIL continue to have various inter-dependencies. In this respect, the Company supplies to MSWIL various goods or materials, including wires, various tools, jigs, fixtures, rubber parts, connectors and certain other components which are used to manufacture/ assemble wiring harnesses along with providing certain capital items as required for its business. Similarly, the Company leverage MSWIL’s business’ world-class technology and vast experience in cost efficient manufacturing and procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components.

Also, the Company has a central team for some of the key functions in areas of design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, services of which are availed by each of the businesses of the Company. Accordingly, to ensure that post demerger, the benefit of the in-house value chain continues to be available to all businesses, certain related party transactions need to be undertaken, more specifically mentioned in enabling resolution.

The brief particulars of material related party contracts and / or transactions and / or arrangements entered / to be entered into by the Company with MSWIL and corresponding approval sought are as under:

#### **5 (a): Sale / Supply of components and capital goods to MSWIL**

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	Motherson Sumi Wiring India Limited (“MSWIL”) <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transactions are in relation to sale / supply of various goods or materials, including various tools, jig, fixtures, wires, rubber parts, connectors, capital items and other components, which are used to manufacture/ assemble wiring harnesses, as required by MSWIL. <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers’ requirements.</p>



	<p>The transactions will be at an arm's length basis and in the ordinary course of business. Other terms and conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>
<b>Rationale for transaction</b>	<p>The Company over years have developed an in-house capability of manufacturing various products including certain child parts required in manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby giving it a distinct cost advantage.</p> <p>The domestic wiring harness business of the Company ("<b>DWH Business</b>") was demerged into and with MSWIL, which sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components (in-house value chain) which are required to manufacture/assemble wiring harness product as required by original equipment manufacturers ("<b>OEMs</b>") from other divisions of the Company. MSWIL also procures certain capital items as required for its business from other divisions of the Company.</p> <p>While DWH Business has been demerged to MSWIL as a part of the Scheme, it continues to be one of the key businesses forming part of the Motherson Group. The above transactions will benefit for increased revenue for the Company and ensure that benefit of its inhouse value chain continues to be available to MSWIL as well, at arm's length prices.</p> <p>The objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing efficiencies for the Company.</p> <p>These transactions will ensure continuity to existing operations and they are in the best interest of both, your Company as well as MSWIL.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement sought will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, arrangement between the companies will be on a non-exclusive basis and therefore parties would be free to enter into similar contracts with other parties in case there is an associated cost benefit. The agreement to contain termination provisions in line with commercial contracts of this nature.</p>
<b>Pricing and financial arrangements</b>	<p>Pricing for products will be based on an arm's-length transfer price established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and benchmarked margins for different activities based on transfer pricing principles.</p>

**5(b): Purchase of wiring harness and other parts and/or components thereof**

Particulars	Information
<b>Name of the Related Party</b>	<p>Motherson Sumi Wiring India Limited (“MSWIL”)</p> <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transactions are in relation to the purchase by the Company of various goods or materials, including the purchase of components of wiring harness and wiring harness.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers’ requirements.</p> <p>The transactions will be at an arm’s length basis and in the ordinary course of business. Other terms and conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>
<b>Rationale for transaction</b>	<p>The domestic wiring harness business of MSWIL is presently one of the leading wiring harness supplier for the OEMs in India. It is a supplier of choice for several OEMs due to its superior quality and customer centricity.</p> <p>Some of the other businesses of the Company require wiring harness as child parts for the manufacturing / assembly of the final product. Given the MSWIL’s business world-class technology, vast experience and MSWIL’s competitive position, it currently supplies wiring harness in its ordinary course of business (some of which may be sourced by it from outside suppliers) to the Company at arms’ length price.</p> <p>The transactions will be at an arm’s length basis and in the ordinary course of business.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties as well in case there is an associated cost- benefit. The agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.</p>
<b>Pricing and financial arrangements</b>	<p>With respect to the ongoing models/programs for the supply of wiring harness by DWH Business, the pricing and financial arrangements will be as per existing terms (which are on an arm’s’ length basis / comparable terms)</p> <p>In respect to the future business, the prices are to be mutually decided basis negotiations based on comparable terms from third party supplier and/or customer target price decided at the time of award of contract by OEMs.</p>

**5(c): To lease, sub-lease, license or sub-license properties/land in addition to premises given on lease earlier for manufacturing units and other office premises**

Particulars	Information
<b>Name of the Related Party</b>	<p>Motherson Sumi Wiring India Limited (“MSWIL”)</p> <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transaction involves leasing / sub- leasing of various immovable properties owned / leased by the Company on which manufacturing or office premises of MSWIL are / will be situated or will be taken on lease by MSWIL from the Company. The Company has entered into / will be entering into agreements to provide such properties on lease.</p> <p>The shareholders of the Company in their 35<sup>th</sup> AGM held on August 29, 2022, <i>inter-alia</i>, approved that area of manufacturing unit(s) may change in future considering expansion and other business requirements. MSWIL now proposes to expand its operations in Gujarat for which land was purchased by the Company prior to the reorganisation / scheme at Survey No. 265, 266, 267, 270 at Navagam, TA Mandal, Ahmedabad. Construction is currently under way and lease shall be entered into at arm’s length (for a period of 10 years with lock-in of 5 years) at the time of handing over by the Company to MSWIL, to carry on manufacturing operations.</p> <p>Further, area for various properties given on lease may change in future considering expansion and other business requirements of MSWIL. In case of change in leased area, rental will vary and such change in rental will be on an arm’s length justification and supported by an independent third party report.</p> <p>The monthly rents and other terms &amp; conditions, such as, percentage increase, security deposits are determined basis fair rental value estimates by third party independent valuer at the time of entering into transactions and same shall be followed for future arrangements and fair value of new property(ies).</p>
<b>Rationale for transaction</b>	<p>The domestic wiring harness business demerged by the Company into MSWIL, <i>inter- alia</i>, consists of various manufacturing units and offices located in Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand and Tamil Nadu.</p> <p>The land and building of such manufacturing and offices units are originally owned and / or leased in the name of the Company. Further, many of factories pertaining to domestic wiring harness business are on long term leases taken from government authorities / industrial parks.</p> <p>Further, as part of the Scheme, it was decided that the Company will continue to retain such immovable assets and MSWIL will work on an asset light model for domestic wiring harness business.</p> <p>Accordingly, all such manufacturing units and offices have been given on lease / sub- lease by the Company to MSWIL, including</p>

	additional properties and / or areas as may be commercially agreed between the Company and MSWIL.
<b>Duration of the proposed transactions</b>	<p>Considering continuity of business perspective, as approved earlier by shareholders of the Company and as mentioned aforesaid, the agreement for these lease / sub-lease will be on long term lease which will be for a period of 10 (ten) years from effective date with a lock-in of 5 (five) years during which, neither party shall be entitled to terminate the agreement.</p> <p>The agreements contain termination provisions, applicable post expiry of lock-in period, in line with long term commercial contracts of this nature.</p> <p>The leases / sub-leases will remain effective for a period of 10 (ten) years from effective date of lease / sub-lease, as the case may be.</p>
<b>Pricing and financial arrangements</b>	To ensure that fair values of lease rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an independent valuer was appointed to carry out independent studies and basis report from independent valuer lease rentals together with security deposits and annual escalations have been worked out in the respective lease agreements.

#### **5(d): Functional Support Services**

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	<p>Motherson Sumi Wiring India Limited (“MSWIL”)</p> <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	The agreement includes providing of functional support in the areas of accounting, human resource, consulting, procurement services, design and development services for product and process, engineering services, finance, procurement, logistics, information technology support, and other professional and support services by the Company to MSWIL and sharing of manpower and resources. The services will include current and future services. The transactions will be at an arm’s length basis.
<b>Rationale of the Transaction</b>	<p><b>A. Functional Services to be provided by the Company</b></p> <p>The Company has a central team for the wiring harness business operating out of India (domestic and export business) for key functions across all the plants, such as:</p> <ul style="list-style-type: none"> <li>- Finance, procurement, logistics, human resources services and other common services.</li> <li>- Design and development teams.</li> <li>- Supplier qualification, quality assurance and validation of new parts etc.</li> <li>- Process and production engineering teams.</li> </ul> <p>These services are being shared for domestic wiring harness business of MSWIL in India and the export wiring harness business operating of the Company, out of India.</p>

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**B. Others**

Further, there are certain other services which MSWIL avails from the Company such as corporate taxation, legal, internal audit etc.

The key rationale for undertaking these arrangements is to avoid duplication of resources thus making both the businesses, i.e., the business of the Company and MSWIL, cost-efficient.

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**Duration of the proposed transactions**

The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.

However, these arrangements will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost-benefit.

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**Pricing and financial arrangements****A. Functional Services to be provided by the Company**

Costs of common resources shall be allocated between the Company's export wiring harness businesses operating out of India and MSWIL, based on either

- Revenues; or
- Any other applicable metric as may be considered appropriate where revenue-based allocation may not be feasible.

For removal of doubts, it is clarified that in case any of cost, which is to be shared between the Company and MSWIL and is initially incurred by MSWIL, will be recovered on the same basis as above and the shared service costs as disclosed are on net basis.

**B. Others**

Pricing to be governed by following principles:

- In case of any trading activities, there will be a mark-up on arm's length basis; or
  - In-house developed solutions / services to be priced at comparable levels to market prices.
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**5(e): Management services**

Particulars	Information
Name of the Related Party	Motherson Sumi Wiring India Limited ("MSWIL")  The Company holds 33.43% of the equity share capital of MSWIL.
Nature, material terms and particulars of the contract or arrangement	The transaction shall involve provision of various management services by the Company to MSWIL including management support and advice, local relationships and ground level assistance. The transactions will be at an arm's length basis.

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<b>Rationale for transaction</b>	<p>The Company and Sumitomo Wiring Systems, Ltd., Japan (“SWS”) had entered into a Technical Assistance Agreement dated December 20, 1986 for the manufacture of wiring harness and components. The technical assistance and grant of license were, <i>inter-alia</i>, to manufacture and sell wiring harness and its components by using technical information, know-how and technical assistance from SWS including design &amp; development fee, software computer maintenance fee, technician absence fee etc. The said technical assistance has been extended from time to time and new products been included as per the requirements of the customers. Since these agreement(s) were in relation to the domestic wiring harness business, these stands transferred and vested into MSWIL consequent to the demerger.</p> <p>Further, the domestic wiring harness business of MSWIL benefits from the management guidance and support of the management of the Company.</p> <p>The contribution of the Company in terms of management support and advice and other such incidental aspects is crucial to the growth and development of domestic wiring harness business of MSWIL and domestic wiring harness business requires continuous and ongoing management support and advice from the Company, even after the demerger.</p> <p>Accordingly, the Company to continue to provide strategic guidance and management support from operational and local relationships perspective to MSWIL.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>The agreement will also contain termination provisions in line with long term commercial contracts of this nature.</p>
<b>Pricing and financial arrangements</b>	<p>For Management Services to be provided by the Company to MSWIL, the arrangement will have identical commercial terms / parameters as of the technical services agreement with Sumitomo Wiring Systems Ltd., Japan which has been transferred to MSWIL as a part of the Scheme.</p> <p>All agreement(s)/ arrangement(s) will be at an arm’s length basis.</p>



The monetary value for above related party transaction(s) is summarised below:

Sl. No.	Particulars	Proposed monetary limits (Amount in Rs. Millions / % to revenue)	FY 24 quantum as % to FY23 consolidated revenue from operations	FY 23 quantum (Amount in Rs. Million)	Basis
(a)	Sale / Supply of components and capital goods to MSWIL	30,000	3.8%	23,467	Proposed limits based on current market demand forecast, consideration on copper prices and enhanced localization specifically of wires.
(b)	Purchase of wiring harness and other parts and/or components thereof by the Company	2,000	0.3%	1,497	Proposed limits based on current market potential of business and consideration on copper prices.
(c)	To lease, sub-lease, license or sub-license properties, including provision of maintenance services in relation to such properties (on need basis) by the Company to MSWIL	800	0.1%	670	The amount may vary based on change in lease area as well as basis escalation of 5% per annum.  In addition to the lease rental, MSWIL has outstanding Security Deposit amount of Rs. 308 Million, as on March 31, 2023. Amount of Security Deposit may vary in accordance with any changes/new leases entered into by the Company with MSWIL.
(d)	Functional Support Services to MSWIL	1,400	0.2%	1,017	On actual / arms' length basis
(e)	Management Services	570	0.1%	396	As disclosed above in rationale under management services.

The above limits have been calculated on Annualised basis and shall get adjusted pro-rata depending upon gap between two Annual General Meetings.

The related party contracts, transactions and/or arrangements detailed above are effective from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out below exclude any taxes that may be payable under applicable laws.

The members may note that pursuant to Regulation 23 of the SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, the other non-material related party transaction(s) to be entered by the Company with its related parties on arm's length basis and in ordinary course of business shall be continued to be reviewed and / or approved by the Audit Committee and / or the Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company in its meetings held on July 17, 2023 and July 18, 2023 respectively, approved and consented to seek shareholders' approval for the said RPTs. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length and they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the Company have also reviewed these RPTs and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 5 to this notice.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter and Director of MSWIL. Mr. Vivek Chaand Sehgal holds 2.32% equity shares of MSWIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and relative of Mr. Vivek Chaand Sehgal is also Promoter and Director of MSWIL. Accordingly, above promoter directors and/or their nominees / relatives may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. Mr. Norikatsu Ishida is a Director on the Board of MSWIL as Nominee of Sumitomo Wiring Systems Limited and can be deemed to be concerned in the resolution since Sumitomo Wiring Systems Limited ("SWS") may be deemed to be interested due to its shareholding in MSWIL. SWS holds 14.15% shares of the Company and holds 25.10% shares of MSWIL. Except to the extent mentioned hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the SEBI Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution(s) under Item No. 5.

#### **Item No. 6**

The members may note that pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") a "material related party transaction" is a transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds Rs. 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such "material related party transactions" require prior approval of shareholders.

In terms of aforesaid provisions, Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) (hereinafter "**the Company**"), had sought approval from its shareholders at 35<sup>th</sup> Annual General Meeting held on Monday, August 29, 2023 for various material related party transactions to be entered with SEI Thai Electric Conductor Co., Ltd. ("**SEI Thai**") during Financial Year 2023-24.

#### **Rationale for the related party transactions**

The members may note that Motherson Sumi Electric Wires (a division of the Company) ("**MSEW Division**") is engaged in manufacturing of copper wires of various mode and types, including, for manufacturing of wiring harness by the Company and MSWIL and supplies to other key players for industrial and domestic purposes. For the manufacture of copper wires, the MSEW Division purchases copper block from SEI Thai Electric Conductor Co., Ltd., Thailand ("**SEI Thai**").

The brief particulars of the material related party contracts and / or transactions and / or arrangements entered / to be entered into by the Company with SEI, Thai and corresponding approval required is as under:

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party and Nature of Relationship</b>	SEI Thai Electric Conductor Co., Ltd. (" <b>SEI Thai</b> ")  SEI Thai is a subsidiary of Sumitomo Electric Industries Ltd., Japan (" <b>SEI</b> "). Further, SEI is the holding company of M/s. Sumitomo Wiring Systems, Ltd., Japan (" <b>SWS</b> ").

<b>Nature, material terms and particulars of the contract or arrangement</b>	The transactions will be at an arm's length basis and in the ordinary course of business.
<b>Rationale for transaction</b>	SEI Thai supplies copper in drawn from under various sizes from a state of art facility with renowned international technology. The product has excellent quality as required for our applications
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, arrangement between companies will be on a non-exclusive basis and therefore parties would be free to enter into similar contracts with other parties as well.</p>
<b>Pricing and financial arrangements</b>	<p>The purchase price is based on a mixture of fixed, variable and pass-through costs (linked to London Metal Exchange ("LME")) and benchmarked margins based on transfer pricing principles.</p> <p>The pricing of products is on arms-length basis and comparable with other 3<sup>rd</sup> party suppliers.</p>

The related party contracts, transactions and/or arrangements detailed above are effective from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out below exclude any taxes that may be payable under applicable laws.

The monetary value for above related party transaction is summarised below:

Sl. No.	Particulars	Proposed monetary limits (Amount in Rs. Millions / % to consolidated revenue)	FY 24 quantum as % to FY23 consolidated revenue from operations	FY 23 quantum (Amount in Rs. Million)	Basis
1	Purchase of copper	13,500	1.7%	11,517	The thresholds prescribed above factors in the future growth potential of the Company and also factors in the volatility in the prices of copper.

The members may note that pursuant to Regulation 23 of the SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, the other non-material related party transaction(s) to be entered by the Company with its related parties on arm's length basis and in ordinary course of business shall be continued to be reviewed and / or approved by the Audit Committee and / or the Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company in its meetings held on July 17, 2023 and July 18, 2023 respectively, approved and consented to seek shareholders' approval for the said RPTs. The Audit Committee and the Board of Directors also noted that these transactions are at arm's length, they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 6 to this notice.

Mr. Norikatsu Ishida is the Nominee Director of SWS on the Board of Directors of the Company and may be deemed to be concerned in the enabling resolution. Except to the extent mentioned hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the SEBI Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution under Item No. 6.

By order of Board

Place: Noida, Uttar Pradesh

Date: July 18, 2023

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

**Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting**

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

Name of Director	Mr. Pankaj Mital
Director Identification No.	00194931
Date of Birth	15.09.1966
Date of first Appointment on the Board	02.09.2011
Qualification	B.Sc., LL.B, PGDBM
Experience in specific Functional area	He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industries.
Remuneration last drawn from Company (in ₹)	Rs. 3,87,68,371
Remuneration sought to be paid	As approved by the shareholders in their Annual General Meeting held on September 17, 2021
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation
Number of Board Meetings attended during the year	12*
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None
Membership/ Chairmanship of the Committee of the Company	<ol style="list-style-type: none"> <li>1. Risk Management Committee, Member;</li> <li>2. Stakeholders Relationship Committee, Member</li> <li>3. Committee of Directors (Strategic Business Matters), Chairman;</li> <li>4. Committee of Directors (Administrative Matters), Member;</li> <li>5. Share Transfer Committee, Member; and</li> <li>6. Finance Committee, Member</li> </ol>
Directorship held in other companies	<p>Mr. Pankaj Mital holds directorship in following companies**:</p> <p>A. <u>Subsidiaries of the Company</u>:</p> <ol style="list-style-type: none"> <li>1. AEES Inc., USA;</li> <li>2. Alphabet de Mexico, S.A. de C.V., Mexico;</li> <li>3. Alphabet de Mexico de Monclova, S.A. de C.V., Mexico;</li> <li>4. Alphabet de Saltillo, S.A. de C.V., Mexico;</li> <li>5. Fortitude Industries Inc., USA;</li> <li>6. Motherson Innovations Tech Limited, India;</li> <li>7. Motherson Wiring System (FZE), United Arab Emirates;</li> <li>8. Motherson PKC Harness Systems FZ-LLC, United Arab Emirates;</li> <li>9. Motherson Rolling Stocks S. de R.L. de C.V., United Arab Emirates;</li> <li>10. MSSL Consolidated Inc., USA;</li> <li>11. MSSL Estonia WH OÜ, Estonia;</li> <li>12. MSSL Ireland Pvt. Ltd., Ireland;</li> <li>13. MSSL Korea WH Limited, South Korea;</li> </ol>

	14. MSSL Mexico S.A. De C.V, Mexico; 15. MSSL Mideast (FZE), United Arab Emirates; 16. MSSL (GB) Ltd., United Kingdom; 17. MSSL WH System (Thailand) Co., Ltd., Thailand; 18. MSSL (S) Pte. Ltd., Singapore; 19. MSSL Wiring System Inc., USA; 20. MSSL Wirings Juarez, S.A. de C.V., Mexico; 21. OOO AEK, Russia; 22. SMR Automotive Systems India Ltd., India; 23. PK Cables do Brasil Industria e Comércio Ltda, Brazil; 24. PKC Vehicle Technology (Suzhou) Co., Ltd., China; 25. PKC Group APAC Limited, Hong Kong; 26. PKC Group Oy, Finland; 27. PKC Wiring Systems Oy, Finland; 28. PKC Group USA Inc., USA; 29. T.I.C.S. Corporation, USA.  B. <u>Others</u> :  1. Samvardhana Motherson Adsys Tech Limited, India.
Membership/ Chairmanship of the Committee of other Indian Companies	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	Nil
Number of shares held in the Company (as on March 31, 2023)	7,97,629#

\* No. of meetings held during the financial year were 12 (twelve).

\*\* As on March 31, 2023.

# The above includes bonus shares allotted by the Company on October 6, 2022 in the ratio of one (1) equity share for every two (2) shares held.