'All our dreams can come true, if we have the courage to pursue them.'

Annual Report 2022-2023

Year **3**/**5** of our **2025** plan

Edition 36

Samvardhana Motherson International Limited

*Formerly known as Motherson Sumi Systems Limited

Disclaimer.

In this Annual Report, we may have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written as well as oral – that we periodically make, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated for projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Samvardhana Motherson International Limited was formerly known as Motherson Sumi Systems Limited.

Corporate information.

(Late) Smt. S.L. Sehgal
Founder Chairperson

(Late) Sh. K.L. Sehgal
Chairman Emeritus

Board of Directors

Mr. Vivek Chaand Sehgal
Chairman

Mr. Norikatsu Ishida
Director

Mr. Gautam Mukherjee
Independent Director

Mr. Naveen Ganzu
Independent Director

Ms. Rekha Sethi
Independent Director

Mr. Veli Matti Ruotsala
Independent Director

Mr. Robert Joseph Remenar
Independent Director

Mr. Laksh Vaaman Sehgal
Director

Mr. Pankaj Mital
Whole-time Director & Chief Operating Officer

Chief Financial Officer
Mr. Kunal Malani

Company Secretary/ Investor Cell
Mr. Alok Goel
investorrelations@motherson.com

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Registrar
KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), Selenium Building, Tower B, Plot number 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India

Auditors
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Debenture Trustee
Axis Trustee Services Limited, The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai – 400028, Maharashtra, India

Bankers
- Axis Bank
- BNP Paribas
- Citibank
- DBS Bank
- Deutsche Bank
- First Abu Dhabi Bank
- HDFC Bank
- ICICI Bank
- ING Bank
- JPMorgan Chase Bank
- Kotak Mahindra Bank
- Mizuho Bank
- MUFG Bank
- Societe Generale
- Standard Chartered Bank
- State Bank of India
- Hongkong and Shanghai Banking Corporation
- UniCredit Bank

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chapter 2 theme of this year

All our dreams can come true, if we have the courage to pursue them.

Our theme for this year's annual report is, "All our dreams can come true, if we have the courage to pursue them." This quote from Walt Disney, surely one of the most powerful dreamers and innovative storytellers of the past century, reminds us of an important lesson for the current times.

The past year has been challenging. Just as we thought we could go back to some form of normalcy after the COVID pandemic, we felt the impact of chip shortages, rising commodity prices, geopolitical tension, record energy prices, rising labour costs and high inflation. And it is true that in such circumstances, it can be tempting to lower your goals or even to give them up entirely.

We believe, however, that would be to misunderstand the message of the times we are in.

Our interpretation of what happens today and our views of what is happening tell us less about the world outside. Instead, it shows us something about ourselves. It teaches us where we may have to grow, where we may adapt and further evolve.

Indeed, this process can be painful. Whatever the circumstances, whatever the odds, whatever the obstacles in our way — achieving what we set out to do is never about the environment. It is always about our willingness to persevere that determines whether we have a chance to reach our destination.

We do not control the circumstances, but we can definitely work on our courage to continue pursuing our dreams. And that is precisely what we intend to do together, as we move further on Route 36!

chapter 3 chairman's letter

Dear Shareholders,

FY 2022-23 has been a strong and positive year for SAMIL. The consolidated revenue of your company for FY 2022-23 grew by 23% to INR 78,701 crores (USD 9.6 billion). The share of electric vehicles (EVs) in our revenues in FY 2022-23 has increased to more than 6%, up from ~4% last year. Our current product portfolio is largely powertrain agnostic and aligned with new energy vehicles such as EVs and Fuel Cell Electric Vehicles (FCEVs) to support the transition towards clean mobility. The total SAMIL automotive booked business till March 31st 2023, stands at USD 69.1 billion, out of which 20% is for EVs.

We have announced six acquisitions in FY 2022-23, with a proforma gross revenue of USD 4.9 billion and net revenues of ~USD 1.1 billion. Total EBITDA ended at INR 6,394 crores with an EBITDA margin of 8.1%, up from 7.6% in FY 2021-22.

We have remained dedicated to our sustainability goals in our focus areas of Planet, People, and Governance. We have made advancements in these areas for Vision 2025 and beyond, including new actions to lower our environmental impact, promote diversity and inclusivity in our organisation, and maintain strong governance and ethical practices in all our operations. It has brought us closer to our vision: 'to become a globally preferred sustainable solutions provider'. The Sustainability section of this report will give you a deeper insight into this topic.

These results demonstrate that FY 2022-23 has been a remarkable year for Motherson. Despite the uncertain economic environment and challenging global geopolitical situation, our growth has exceeded the industry average. This is an achievement that we are very proud of as it has brought us closer to our Vision 2025 targets. All of it is made possible by the continued trust of our customers and the amazing work of our teams around the world, and I am extremely grateful for this.

The theme of this annual report

Against this background, our theme for this year is, 'All our dreams can come true, if we have the courage to pursue them.' This quote, which you see on the cover of this annual report, is from Walt Disney — surely one of the most powerful imaginators of the past century. We chose it because it reminds us that it is not external circumstances that determine whether we achieve our goals but our own perseverance in going after them. After all, we cannot control the world around us. We always have to work with what we meet on our path. In our case, that path is Route 36, the road to our Vision 2025 targets.

That is also why we do not lower our targets when we face adversity. For us, that would defeat the purpose. We do not set goals that we are guaranteed to achieve. We believe in setting targets that stretch us, that pull us out of our comfort zone. This helps us make the most of any situation and create the most value for all stakeholders: our customers, employees, investors, and the communities in which we work. Ambitious goals ensure that we keep moving forward — not only for Vision 2025 but also for the long term. It may not be up to us whether we actually achieve everything we set out to do in life — it is the universe that decides that. But it is up to us to give everything we have towards achieving our goals and that is what we are doing. As we like to say at Motherson, 'Full effort is full victory'.

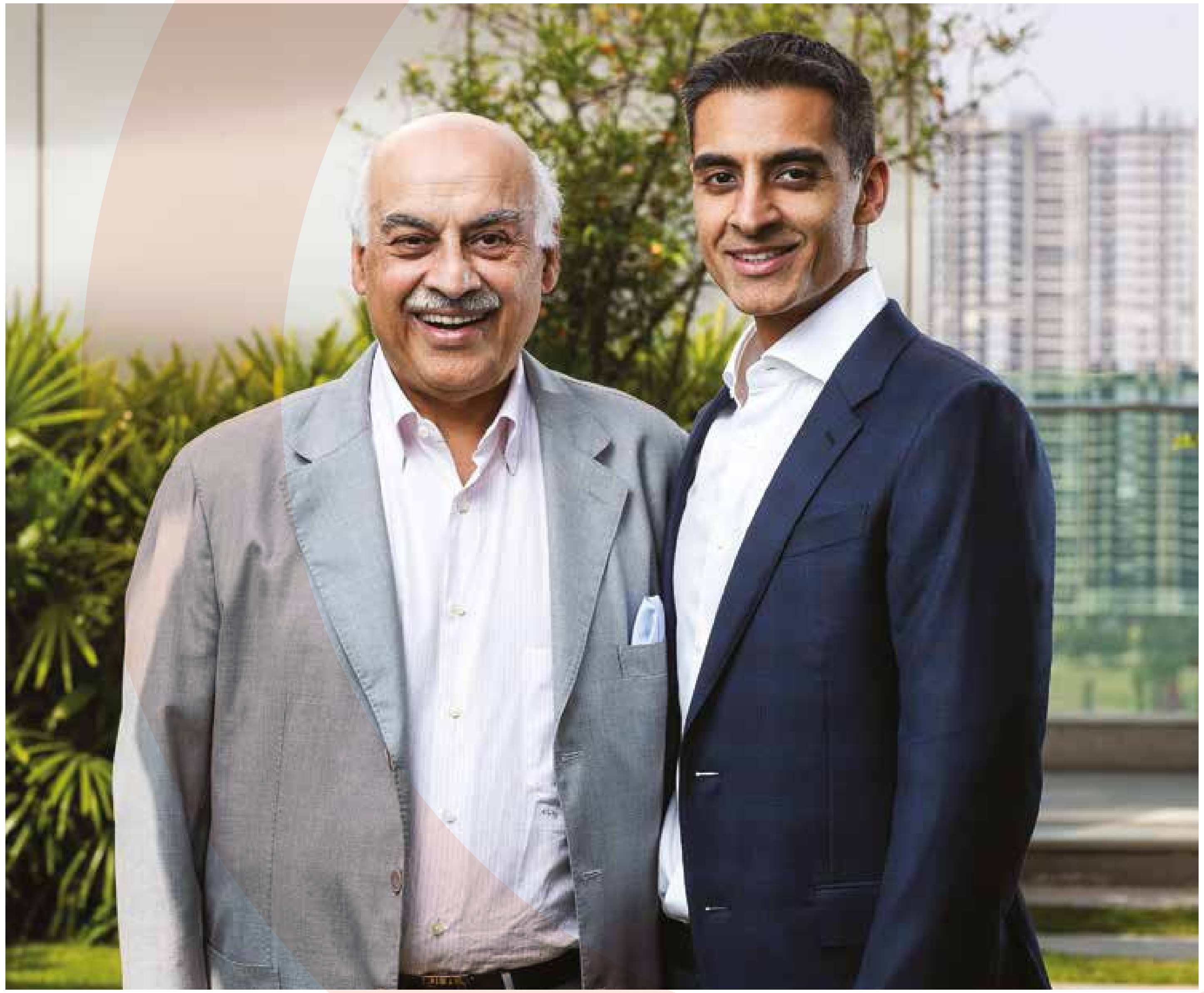
Keeping our eyes on the road

The global economic and geopolitical reality is still difficult for our customers and for Motherson. We are in constant dialogue with our customers about the cost implications of the current environment. There is not one permanent solution for passing on all inflationary pressures, but we believe we are making progress. We are trying to be as responsive as possible, as always.

What is critical for us in navigating today's realities is to remain focussed on serving the evolving needs of our customers and following their guidance on where they want our support. We believe that delivering outstanding performance on all the dimensions that our customers measure us in will help us earn their trust, which in turn allows them to give us more opportunities.

One tangible result of this is that we have six new Greenfields coming up in India. Some of these are to support the growing demands from our automotive customers, others are to support non-automotive customers in our new divisions. We are very excited about these new plants and the teams are working very hard to get them up and running as quickly as we can.

Similarly, we have announced six acquisitions in FY 2022-23 at the behest of our customers. This is a record for Motherson and it was possible because we have been patient and disciplined. Not so long ago, capital was freely available at low rates for acquisitions. However, valuations were so high that we did not see a path to also achieving a ROCE of 40% over time, and hence we held back. In today's inflationary environment with higher interest rates, we are seeing many acquisition opportunities. In fact, thanks to the trust we have earned over the years and our strong balance sheet, customers see us as a preferred partner to take over some of these companies. Indeed, OEMs are asking us to acquire distressed assets or integrate a critical part of the supply chain into Motherson.



Apart from the six acquisitions in FY 2022-23, we have announced five additional acquisitions in FY 2023-24 until mid-July. One of our biggest acquisitions in FY23 is Ichikoh Industries (Japan), a leading manufacturer of rearview mirrors. This is a significant win for the group as it provides us with our own manufacturing facilities in Japan and China, as well as increased access to customers in these regions, creating numerous growth opportunities. Another acquisition announced in the last fiscal year is SAS Autosystemtechnik GmbH (Germany), a leading provider of assembly and logistics services to the automotive industry. SAS has a presence in Europe, Asia, and America. The capabilities of SAS will complement our own, thereby strengthening our Tier 0.5 position with customers. This acquisition will help transform Motherson into a global leader in the assembly of cockpit modules, with a special focus on EV models.

Furthermore, we have recently announced a strategic partnership with Honda Motor. Motherson will acquire an 81% stake in the 4W business of Yachiyo Industry, a Honda Motor subsidiary in Japan. Yachiyo manufactures sunroofs, fuel tanks, and plastic products for the automotive industry, among others.

The company employs approximately 3,200 employees across 13 manufacturing facilities in the USA, Brazil, Mexico, China, Japan, Thailand, Indonesia, and India, and three R&D centres in the USA and Japan. Yachiyo has revenues of JPY ~116 billion/ EUR 824 million for FY23.

We are grateful and excited to have earned the trust of Honda Motor to enter into a global partnership with them. Together, we will take Yachiyo to new heights on the world stage. This is a meaningful step for us as the history of Motherson is closely tied to Japan. Motherson would not be where it is today without the support, guidance, and mentorship of our partners and friends in Japan over the past decades. This partnership strengthens our ability to give back to Japan, and being able to reciprocate our teachers is very touching and heartwarming for us.

Motherson is thrilled about these partnerships and the tremendous capabilities they bring to us. This brings me to my final topic.

Motherson as a platform for growth

My hope and dream has always been for Motherson to be an enduring great company. With that I do not just mean that we would be large in terms of revenues, but a company that is of value for all our stakeholders and that is a force for good in the world. We want Motherson to provide sustainable jobs for our people in a supportive environment in which they are excited to work hard to delight our customers. By earning the trust of our customers, we receive more and more orders from them. This translates into good returns for our investors, who are then inspired to invest in our future, allowing us to create more sustainable jobs for our people, so they can support our customers even better, thus continuing the cycle.

To keep this upward spiral going, we have developed several strengths over the years that reinforce each other and together form a 'platform for growth'. We have done our best to embed the lessons learned from past successes into our organisation. That means to remain clear of what we do and why we do it and to be conscious of changing circumstances so we adapt and respond quickly.

It took us more than four decades to build Motherson from our humble beginnings to the size and scale we have reached today. Thanks to our platform for growth, however, I believe our success in the new industries we are now entering can proceed much faster. That is how I believe we will be successful along Route 36 on our way to Vision 2025 and beyond.

Vaaman will address the topic of 'Motherson as a platform for growth' in his article on Pg. 14-25 in more detail. Based on this, I hope you will see that our targets may be ambitious but not unreasonable.

Closing Thoughts

In these fast-changing times, we are heartened by the strength of the relationships with our customers, partners, investors, and local communities as well as within the entire Motherson family. We have built a strong foundation upon which we can flourish together in the years to come. I want to express my gratefulness to our customers. Your faith in us means everything to us; without you, there would be no Motherson. To our investors, we thank you for your guidance and continued trust. To our collaborators, thank you for your knowledge and expertise and your commitment to putting our customers first under all circumstances.

To our employees and teams, your endurance and love for Motherson is the foundation of our strength. We would like to thank all local, state, and national governments, concerned bodies, and the banks and financial institutions in all countries where we operate for their collaboration. On behalf of SAMIL, thank you all.

May God bless us with wisdom and prosperity.
And let's remember, 'All our dreams can come true if we have the courage to pursue them.'

Sincerely,

Vivek Chaand Sehgal
Chairman, Samvardhana Motherson International Limited

> "Our growth has exceeded the industry average, bringing us closer to our Vision 2025 targets."

chapter 4 vision 2025

Vision 2025

The sixth 5-year plan.

No. 1
USD 36 billion revenues in 2024-25 with 40% ROCE. (consolidated)

No. 2
3CX10
No country, customer or component should contribute more than 10% to our revenues.

No. 3
75% of revenue from automotive industry, 25% from new divisions.

No. 4
Up to 40% of consolidated profit as dividend.

An interview **with Laksh Vaaman Sehgal** on how Motherson will thrive in a dynamic world, along Route 36 and beyond.

Motherson as a platform for growth.

Since its inception in 1975 as a small Indian wire making company, Motherson has always had the dream of becoming a trusted, global organisation. Today, more than 45 years later, the company has seen phenomenal growth and is a USD 12.7 billion group, with a presence in 41 countries across five continents, serving all major automotive OEMs globally.

The world is marked by fast, relentless technological and geopolitical change with little sign of stopping. The business environment is unstable and unexpected events follow each other in rapid succession. So, what is the vision for Motherson that will allow the company to continue its amazing growth journey into the future, in a world of fast-moving change and forces that cannot be controlled or predicted? How will it progress towards Vision 2025? To answer these questions, we sat down for a conversation with Laksh Vaaman Sehgal.

"The world has become more complex, but the string of crises we have seen, have strengthened us," Sehgal says. "We aim to be the fastest to respond well." To do so, the company follows a clear approach to being of value to all stakeholders. "We call it the 'Motherson Chakra' and it is an endless value creation loop," Sehgal adds. (See diagram.) It starts with the vision, which is implemented through a relentless focus on the parameters that customers evaluate the company on — Quality, Costs, Design, Delivery, Management, Safety, Environment and Sustainability. When Motherson performs well, customers trust the company and ask it to do more for them. By implementing these new orders, the group is able to increase its content and value per OEM, which brings it closer to its vision. "Over the years, Motherson has built a set of strengths that reinforce and accelerate the momentum within this loop," Sehgal explains. "That is how we are creating a platform for growth. That is how we move along 'Route 36' towards USD 36 billion and Vision 2025 targets and how I think we will thrive in the future."

So, what are these strengths that reinforce the momentum within the Chakra and turn Motherson into a platform for growth?

A

To be a globally preferred sustainable solutions provider

At the heart of the platform lies 'why' Motherson is doing what it is doing. "Our purpose is quite clear," Sehgal says. "Together we aim to continuously delight all who put trust in us and go after seemingly impossible goals, so that we provide sustainable opportunities for our associates and are part of something larger than ourselves."

This purpose has driven us since the very beginning. It is the motivation behind the group's vision of being a globally preferred sustainable solutions provider, which summarises 'what' Motherson wants to be. "Together, our purpose and vision give us a sense of guidance and meaning," Sehgal points out. "They allow all of us to feel that what we are doing matters and contributes to something beyond individuals selves."

01.

Strong foundations in India

India plays an important role in the growth of Motherson. "Our roots are in India and around 22% of our revenues are generated here," says Sehgal. "We have two listed entities on the Indian stock exchange and in the coming year we will add six new Greenfields across our various business divisions, three of which are non-automotive."

India has served as a test bed and incubator for all of the company's businesses. "Historically, most Motherson divisions started in India, before they expanded globally. This includes our largest divisions — Wiring Harness, Vision Systems, and Modules & Polymer Products." When Motherson bought MSGI in 2017 — an acquisition that was completed in just two weeks — to support Daimler in India, the group gained cold and hot stamping technology as well. Using this technology, Motherson became an exclusive supplier to Daimler for commercial vehicle frames in 2022 and is geared towards being a Tier 0.5 supplier capable of delivering components just-in-sequence. "We are now in a position to support customers globally with this technology, should an opportunity present itself," Sehgal says. The same trend of going global from India is seen in other divisions. "We acquired CIM Tools in India to set up our Aerospace business," Sehgal says. "Driven by the customer's trust and at their behest, the division is expanding globally with the acquisition of

Cirma Enterprise in France, which we announced in June 2023. Growth in India is not just for India alone," says Sehgal.

India is emerging as a strong manufacturing hub. "We have a leading position in many product segments in India. Out of the 300+ global facilities that we have, 138 are located in India, employing more than 90,000 people — including 26 MSWIL plants." In some cases, these opportunities will lead to exports from India, both in the automotive and non-automotive divisions. "Another benefit," Sehgal adds, "is that having a large part of our central, global functions in India provides a cost advantage to being head-quartered in a developed country."

02.

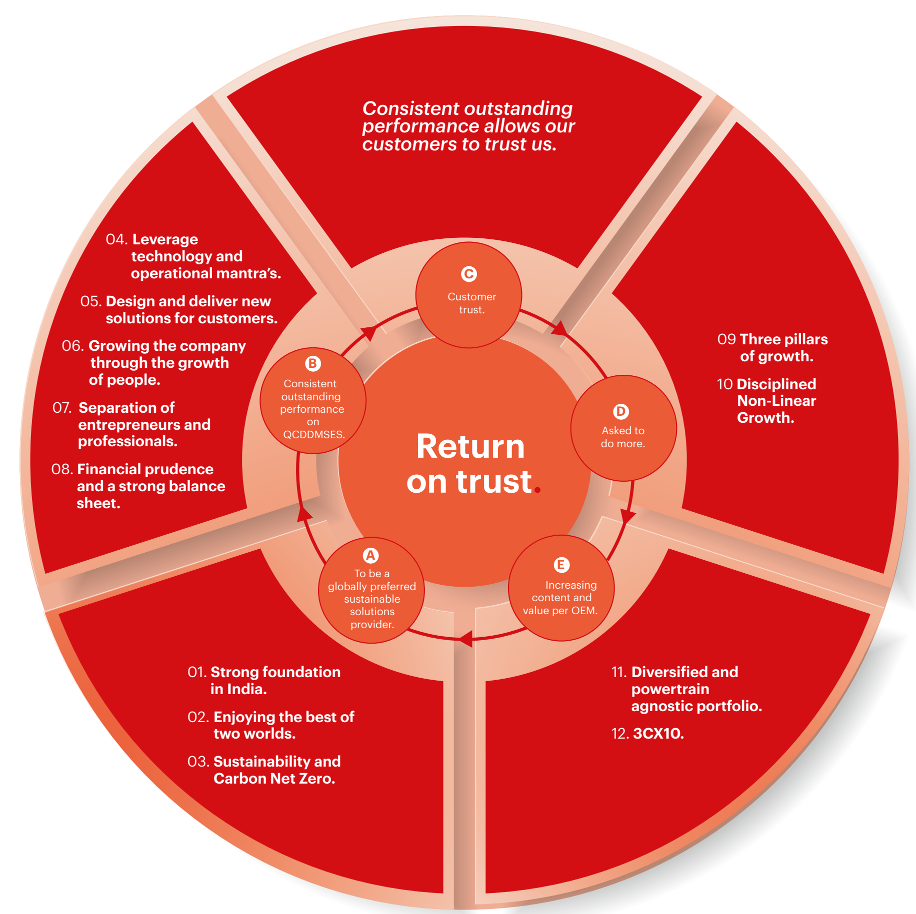
Enjoying the best of two worlds

While its origin is Indian, Motherson has become a global company through organic and inorganic growth. "Over the years, we have been asked to support customers in both emerging and developed markets," says Sehgal. "As a result, we have become a wonderful blend of very different people from all over the world, all of whom embrace and contribute their unique perspectives to the Motherson way."

This is amplified by the fact that Motherson follows a globally-local strategy, local teams set up and run its plants in close proximity to the customers, in tune with local needs and requirements. This enables the company to take the best from both worlds and adopt the best practices. For example, if a more efficient process has been developed in one part of the world, teams across 300+ facilities can adapt it to their local needs. "Our strong position in developed markets allows us to be on top of new developments in technology and innovation," Sehgal points out. "If we have developed a premium product in Europe, we are able to adapt it and offer a localised solution to customers in India and other emerging countries, for instance." This is one of the many ways in which the company aims to be a globally preferred solutions provider. However, this is not enough. Motherson works towards that vision in a way that is sustainable.

> "India has served as a test bed and incubator for all of the company's businesses."

Motherson as a platform for growth.



03.
Sustainability and Carbon Net Zero

Motherson embraced many elements of being a good corporate citizen long before sustainability became a common practice. "Sustainability is a way of thinking that we are trying to bring into everything we do," Sehgal explains. Indeed, the group has moved from 'Participant' to 'Advanced' status in the United Nations Global Compact (UNGC). Its S&P Corporate Sustainability score has increased by 10 percent, from 2021 to 2022. Furthermore, it has maintained its position in the upper quartile of the Dow Jones Sustainability Index (DJSI) for emerging markets ranking 2022. "We are one of the very few Indian automotive company to do that," Sehgal emphasises. In addition, "we are working towards being Carbon Net Zero by 2040 in our current operations." Sustainability means more than preserving the planet. "We our also making progress towards our goals in diversity and inclusion as well as other people-related aspects and in our approach to Governance," Sehgal adds. "We want growth, but we want growth based on strong ethics, transparency and accountability."

"By leveraging digital technology, Motherson can enhance almost every aspect of QCDDMSES, as well as streamline and automate processes across all its plants and offices."

B
Consistent outstanding performance

To realise the vision ('To be a globally preferred sustainable solutions provider'), Motherson focusses on delivering consistent outstanding performance to customers through a relentless focus on Quality, Costs, Design, Delivery, Management, Safety, Environment and Sustainability (QCDDMSES). "At the end of the day, QCDDMSES is what customers measure us on," Sehgal says. "So, as a manufacturing specialist, almost everything we do is related to that."

04.
Leverage technology and operational mantras

Digital technology and software are playing an increasingly vital role in enhancing the efficiency of Motherson's operations. The company has a dedicated in-house IT company that develops proprietary software and analytics tools to support this objective. "Part of our approach," Sehgal points out, "is to use digital technology to accelerate the momentum in the Chakra. By leveraging digital technologies and systems, Motherson can enhance almost every aspect of QCDDMSES, and streamline and automate processes across all its plants and offices. Additionally, it has played a pivotal role in evaluating M&A opportunities and contributing to our success as a growth-driven organisation.

Another striking characteristic of Motherson is the use of what it calls "mantras". As Sehgal explains, "Our mantras are operational principles, formulated based on our experiences and best practices over the years. They help us get better at QCDDMSES and improve our Return on Capital Employed (ROCE) in the process". An example of a recently coined mantra is 'Turn off. Turn down', which resulted from an internal audit in one of its plants. "We saw that by turning off our machines at night and during weekends, rather than keeping them in standby mode, we saved large amounts of CO_2 emissions as well as costs. So that became a new mantra, which is now implemented across the group. That is how sustainability becomes tangible." Other mantras are aimed at realising quantum leaps in efficiency, minimising the use of raw material, energy, water, etc.

05.
Design and deliver new solutions for customers

Another way Motherson aims to deliver outstanding performance is using its engineering skills and its own design centres and tooling capabilities, to respond quickly to customer needs. The company owns multiple patents and designs and delivers new solutions within tight deadlines. It then uses vertical integration and the localisation of the supply chain to control quality and costs of the final product. "These strengths allow us to come up with new solutions for our customers quickly, not only within the automotive industry but also outside of it," Sehgal says. "The EcoMirror is a good example. It originated from a customer question in the UK. We designed and engineered the product and the production process very quickly, aligned the supply chain for it, and the demand for the product is now growing rapidly not only in the UK, but also in other parts of the world."


Laksh Vaaman Sehgal receiving the King's award for innovation.

06.
Growing the company through the growth of people

Motherson sees itself as a people driven company. "Many of our plants around the world," Sehgal says, "are run by people who started on the assembly line. They know how to run the plant because they have worked at every level themselves. And there are many people like them in their plant who can move up as well. That is how we create an organisation and a platform that is ready to absorb the growth we aim for."

Everyone at Motherson is called an 'associate' and everyone has the opportunity to grow, from production floor to management roles. Training and upskilling modules are accessible to everyone. Diversity is a key focal point and the wiring harness division currently has the highest percentage of women working in its teams.

In addition, the company encourages managers to groom their own number 2s, so they themselves are ready to step into bigger roles when growth happens. "We are not looking for 'the right' people, but for people who want to become right," Sehgal says. "People who are sensitive to shifts in the needs of customers and quickly adjust to changing conditions."

07.
Separation of entrepreneurs and professionals

The company leadership consists of seasoned veterans who have grown through the ranks and have often been with the company for more than a decade. "We have clearly separated the roles of entrepreneurs and professionals. My father and I define and guard the philosophy and set the direction, but the professionals run the company and make the operational decisions," Sehgal stresses. "That way, we complement each other and everything is focussed on the divisions. Our ambitions are not so much for ourselves as individuals, but for Motherson as a company". This allows Motherson to maintain a relatively flat organisation and quick decision-making.

08.
Financial prudence and a strong balance sheet

Our focus on consistent outstanding performance extends to the company's financial results as well. Motherson has a long-standing focus on ROCE, disciplined capital allocation, generating free cash flow, and maintaining a sound net debt-to-EBITDA ratio of less than 2.5x on a sustainable basis. "Our aim of achieving all of these goals simultaneously creates a discipline that is built into our way of working. It gives comfort to our long-term investors, our customers, as well as our people," Sehgal explains. The company has reduced its debt to the lowest levels in seven quarters, despite an inflationary environment, and has kept capital expenditures under control. Working capital levels remain higher, as Motherson keeps stock buffers to ensure continuity for its customers. It aims to bring this closer to pre-COVID levels in the times ahead.

While Motherson has set an ambitious revenue target of USD 36 billion, it remains prudent and disciplined in taking over other new companies. "When we do not see opportunities to buy high-revenue companies at prices that allow us to meet our profitability targets as well, we don't do it," Sehgal indicates. "Top line is vanity, bottom line is sanity and cash in bank is reality. We want to generate profitable growth towards USD 36 billion. We are happy to be at USD 30 billion and at, or as close as possible, to a ROCE of 40%. We are on Route 36 on our own terms."

One consequence of this has been that revenues do not grow in a linear way. The top line grows with hops and jumps but has outperformed the industry by a wide measure. Its ROCE, on the other hand, naturally goes down during periods of acquisitions and CAPEX investments, and then gradually moves up again towards its target.

The net result of this approach has been that customers know they can rely on Motherson when there are distressed suppliers they want to turn around. "Having a healthy balance sheet is an important part of being a solutions provider," Sehgal stresses. "That is especially true at the moment, when many players suffer from the weight of economic headwinds, high interest rates, etc. Customers see us as a preferred partner for acquisitions. As a result, we become stronger when the environment is more difficult. Being part of a USD 12.7 billion group with a strong balance sheet also provides a confidence boost to our new divisions."

Our ability to do well in a relatively difficult environment is underpinned by a system in which plants are monitored on financial and operational metrics. Regional Chairman's Offices and global functions support all units in improving efficiencies through smart automation, better processes, value-addition and value engineering. "Our units operate autonomously within the principles of the Motherson Way and our performance metrics," Sehgal says. "We only step in to help out when units become so-called 'red'. The group then supports red plants to turn yellow, and yellow units turn green."

"The willingness to go above and beyond for customers, has earned Motherson a strong reputation."

C Trust

All these factors help create consistent outstanding performance, which in turn leads to enduring trust from customers, investors and employees. "Without trust, no company can expect enduring growth," says Sehgal. "But with trust, anything is possible. Trust is the foundation of our growth. The name 'Mother-son' reflects our idea of building relationships of trust with all our stakeholders."

The willingness to go above and beyond for customers has earned Motherson a strong reputation. It started with making a T-connector for one automotive customer in 1983. Today, the company is a diversified manufacturing specialist, supplying to all global automotive OEMs and allied industries.

D Being asked to do more

Past performance on QCDDMSES gives customers the confidence to ask Motherson to do more for them. The same goes for investors and employees. "In a way, the trust we have earned with our stakeholders today acts as a reservoir of future cash flows. Our future growth is a return on today's trust."

09.

Three pillars of growth

Customer trust is reflected in the highest-ever revenues that Motherson recorded in FY23 and its strong order book of approximately USD 70 billion. disclosed in March 2023, which provides visibility for the next 5-6 years. "When customers trust us, they give us more opportunities," Sehgal says. "And we create these new solutions in three ways. Either we do it organically by ourselves, through a partnership or, if that is not possible, through an acquisition."

Organic growth comes in the form of more orders from OEMs across new car models and variants. It also means customers asking Motherson to enter new product segments. As per projected forecasts, automotive production growth in emerging countries is to be double that of developed markets. Emerging markets account for more than 50% of the group's total revenues in FY23. "Indeed, we are seeing growth spurts and are adding new auto and non-auto facilities in FY24, majorly in India." These markets are serving as key manufacturing hubs for Motherson, providing cost advantages and access to young, skilled talent. Further, in developed markets, with automotive production still more than 20% below pre-COVID levels, Motherson has the production capacity to absorb future growth without large new capital investments.

Forming joint ventures, the second way of growing, means collaborating with global technology leaders to deliver new solutions to customers. The joint venture with Hamakyorex to build a new logistics division is an example. Motherson currently operates 27 successful partnerships, that often last for decades.

10.

Disciplined Non-Linear Growth

Inorganic growth/M&A is the third pillar of growth for Motherson. Mergers and acquisitions (M&A) are a key contributor to achieving the USD 36 billion revenue target. "We have a strong M&A team that works closely with the business divisions," Sehgal states. "Together, they identify opportunities that make sense for our customers, for Motherson and for the people inside the acquired company." A clearly laid out M&A framework and financial policy supports our growth targets. "We run Motherson for the long-run," Sehgal underlines. "Therefore, it is vital for us to maintain discipline in doing acquisitions. Once acquired, we work hard to ensure the companies are run sustainably by the local management and employees and achieve a 40% ROCE in 4-6 years."

> "Given our track record of being a turnaround specialist and our strong balance sheet, customers see us as a preferred partner for acquisitions."

Is the challenging business environment, with high interest rates, affecting the ability of Motherson to do acquisitions? "On the contrary," Sehgal says. "Many companies have come under financial distress, also with the industry going through a consolidation phase due to the transition from ICE to EVs, there are many opportunities for us. In fact, given our track record of being a turnaround specialist and our strong balance sheet, customers see us as a preferred partner for acquisitions. There are many opportunities for us to look at distressed companies."

In FY23 alone, Motherson has announced a record six acquisitions, with a combined proforma of USD 4.9 billion in gross revenues and USD 1.1 billion in net revenues. This brings the total to 33 acquisitions since 2002. While these new companies vary in size, all of them are of strategic importance. "The full growth potential of these acquisitions will become clear in the coming times," Sehgal says. "But thanks to our ability to scale, diversify, turnaround and enjoy integration synergies, we are confident that all these transactions will enhance cash earnings per share."

The company's emerging verticals are also poised for growth. "It took us four decades to be a global automotive supplier," Sehgal reflects. "But the knowledge, skill, access to resources and global relationships we developed in the process, now allow us to enter new industries and achieve a leadership position in a fraction of that time."

E Increasing content and value per OEM

As customers entrust Motherson with more and more opportunities — which the company supports organically, through joint ventures or acquisitions — the content and value Motherson delivers to OEMs is increasing every year.

11.
Diversified and powertrain agnostic portfolio

This is reflected in the repertoire of solutions Motherson offers. "We have a diversified product portfolio in automotive and a growing portfolio in the new divisions," Sehgal explains. This evolution is also reflected in how its divisions developed their global competences. The Wiring Harness division began by supplying to passenger vehicles, but today supports commercial vehicles, two-wheelers and rolling stock. Vision Systems started making simple mirrors and today is a global market leader, focussing on next generation products such as camera-based systems and the EcoMirror. The same is true for its diversification into new industries – Aerospace, Health & Medical, Logistics and IT.

A large part of our product portfolio is powertrain agnostic. "Our portfolio is well-aligned with changing industry dynamics, as the world moves forward with electrification and lightweighting," Sehgal says. "Around 20% of our USD 70 billion booked business is pure EV." This percentage is likely to increase as the world moves towards a Carbon Net Zero society, with OEMs launching more EVs and FCEV based cars.

The electrification trend could also strengthen the growth of content and value per car for Motherson. "Electric vehicles tend to be more feature-rich," Sehgal clarifies, "as people want more screens and connectivity." Consumer preference is also changing through an increased demand for SUVs and premiumisation, meaning that customers want more high-end and expensive features. "This helps our growth as well, as we are a bit more strongly present in these segments. Across all these areas, we focus on vertical integration to strengthen our control over quality and costs."

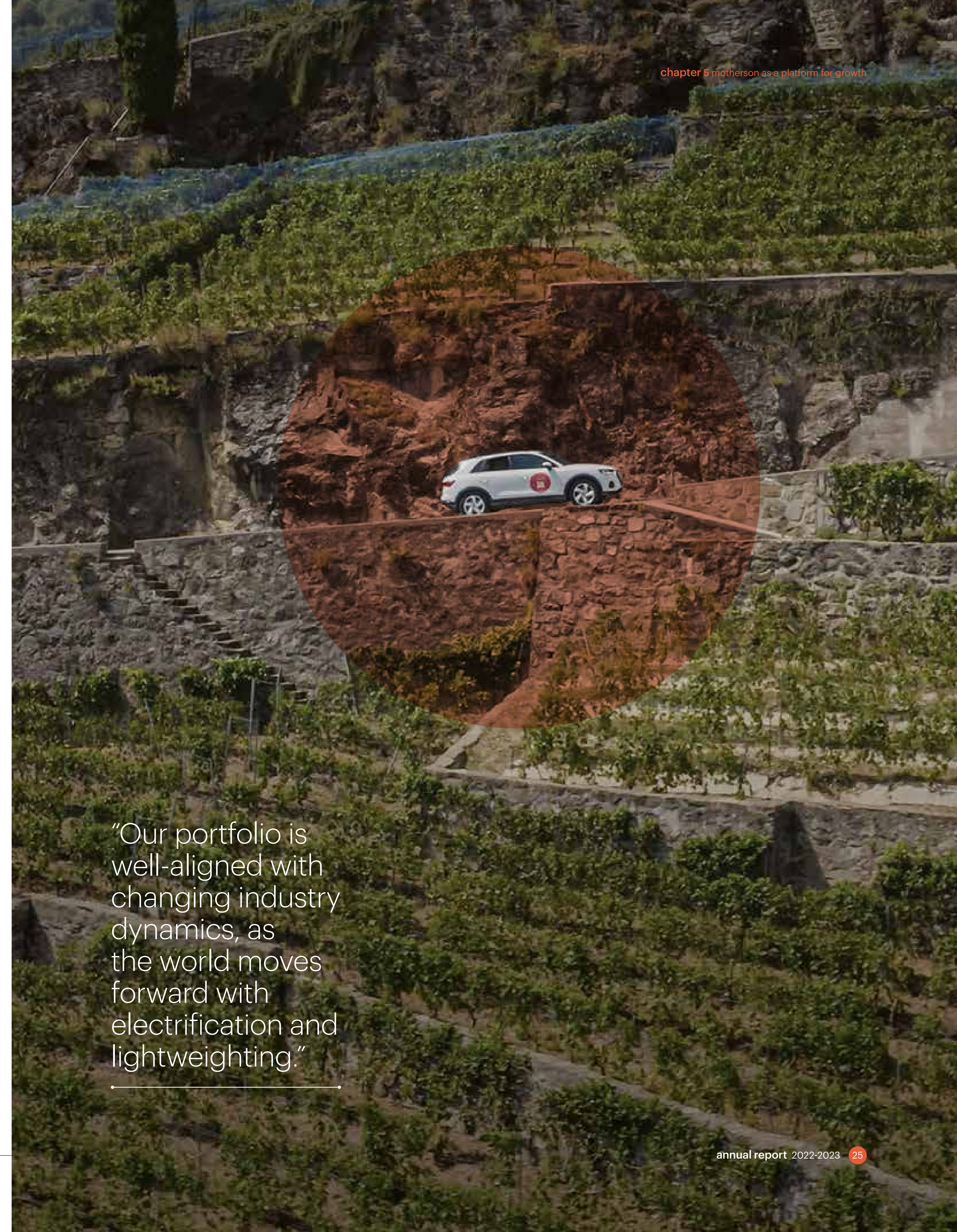
12.
3CX10

As part of Vision 2025, Motherson has set a goal of '3CX10'. "It means no Customer, Component, or Country should contribute more than 10% to our revenues," Sehgal explains. "This reduces our risks. When one country has a slowdown, other markets are doing well. This allows us to remain strong and stable, even during difficult times." Over the long term, Motherson believes that diversification makes it a more robust and reliable partner for its customers. In addition, as Motherson grows its content and value per OEM, that brings it closer to its vision of being a globally preferred sustainable solutions provider. "And that closes the Chakra. The beauty is that it is an ever-growing, upward cycle."

In conclusion

Together, all these factors bring Motherson closer to being a globally preferred sustainable solutions provider. "All these strengths are not independent and isolated. They are interlocked and they reinforce each other," Sehgal says. "They accelerate the momentum within the Chakra, and that is how they create a platform for growth. This is how we have been working for decades and how we will be working for many years to come." The world is changing rapidly. Motherson is responding quickly, but it is also influencing its own destiny. "We are not merely surviving, we are thriving on Route 36 towards Vision 2025, and much beyond," concludes Sehgal.

chapter 5 motherson as a platform for growth



"Our portfolio is well-aligned with changing industry dynamics, as the world moves forward with electrification and lightweighting."

chapter 6 samil overview

Samvardhana Motherson International Limited.

Samvardhana Motherson International Ltd. (SAMIL) is a global manufacturing expert and one of the world's largest suppliers to automotive OEMs. The group also serves a range of customers in non-automotive businesses. With a presence in 41 countries across five continents, SAMIL has more than 300 facilities*, enabling it to meet the evolving needs of its customers worldwide effectively. As a platform for growth and a central listed entity, SAMIL plays a vital role in driving growth and creating value for our customers, investors, employees, and the communities in which we operate.

*Facilities include all operational units (manufacturing plants, module centres, assembly centres, units for service businesses), tech centres and representative offices.

First full fiscal year after the reorganisation

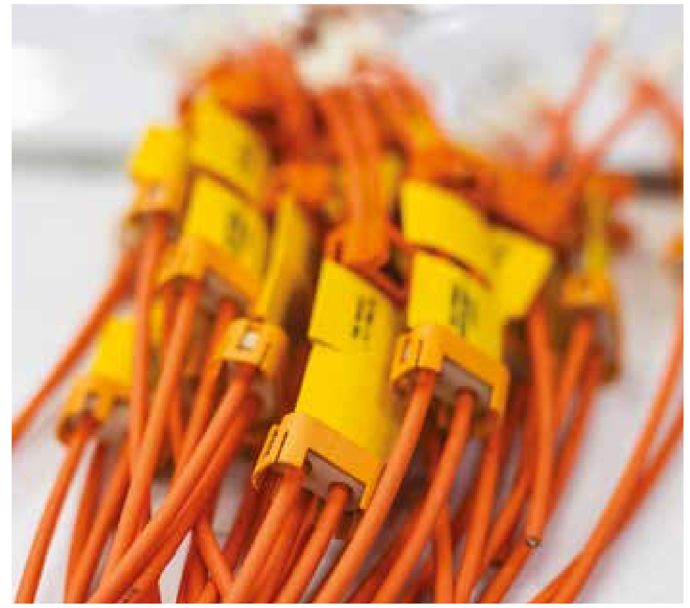
This is the first full year since the reorganisation (Completed in Jan 2022) and the first full fiscal year report for SAMIL as a listed entity. In this new arrangement, we are able to pursue focussed, strategic priorities for all our companies, which will continue to benefit from the strong parentage of the group. The reorganisation also offers greater operational and financial flexibility to foster organic and inorganic growth for SAMIL. In fact, despite the ongoing market challenges, we have already started realising the benefits of the new structure. Overall, we are flourishing as a group, and thanks to the trust of our customers and the efforts of our teams across all our divisions, our performance in the last fiscal year was phenomenal.

Divisions

While we are a manufacturing specialist and predominantly an automotive OEM supplier, we have always remained open to new ideas and diversifying our core capabilities. We constantly push the boundaries, step out of our comfort zone, and embrace new challenges in response to the needs of our customers. As a result, today, Motherson has a broad product portfolio that allows us to be a full-system solutions provider for many customers in different industries.

Our business divisions include Wiring Harness, Vision Systems, Modules & Polymer Products, Elastomers, Precision Metals & Modules, Technology & Industrial Solutions, Logistics Solutions, Lighting & Electronics, Aerospace, Health & Medical, and Services.

> Thanks to the trust of our customers and the efforts of our teams, our performance in the last fiscal year was phenomenal.



The addition of our new divisions — Aerospace, Health & Medical, Technology & Industrial Solutions, and Logistics Solutions — shows our unwavering commitment to diversifying our portfolio and serving customers both within and beyond the automotive space. We were able to quickly and successfully establish a foothold in each of these new sectors, thanks to the manufacturing and engineering capabilities that we have developed over decades in our automotive businesses. This expansion into new segments is part of our 3CX10 strategy, which holds that no company, component, or customer contributes more than 10% to our revenues. 3CX10 is a key element in our approach to realising our Vision 2025 targets, and our new divisions are already doing their part to help us reach these goals.

Acquisitions

Acquisitions have always been a critical part of our growth strategy as they allow us to enter new markets and expand our product offerings. In FY 2022-23, SAMIL announced six acquisitions, reinforcing our global market foothold. Since the close of the previous fiscal year, we have further expanded our portfolio by announcing five additional acquisitions, which span across both auto and non-auto segments, reflecting our commitment to diversification. As we look towards the future, we will continue to harness the power of these acquisitions to better serve our customers, ensuring that their requirements and satisfaction remain at the heart of all our strategic decisions.

Sustainability

One year ago, we added the word *'sustainability'* to our vision, which now reads, 'To be a globally preferred sustainable solutions provider'. This is a clear statement of our long-term commitment to sustainability for our planet and our people.

Over the past year, we have further strengthened our efforts across our three focus areas: Planet, People, and Governance. With respect to the Planet, preserving the environment and building a better world remains our main goal. Recent initiatives include using renewable energy and implementing robust water conservation and waste-management systems across many of our facilities. When it comes to People, ensuring the well-being of our employees and providing equal opportunities for everyone continues to be our top priorities. Over the past year, we have focussed especially on diversity and inclusion. Our approach to Governance is aimed at fostering long-term growth in an ethical way.

You will find more details about our progress in all these areas in the Sustainability section of this annual report.

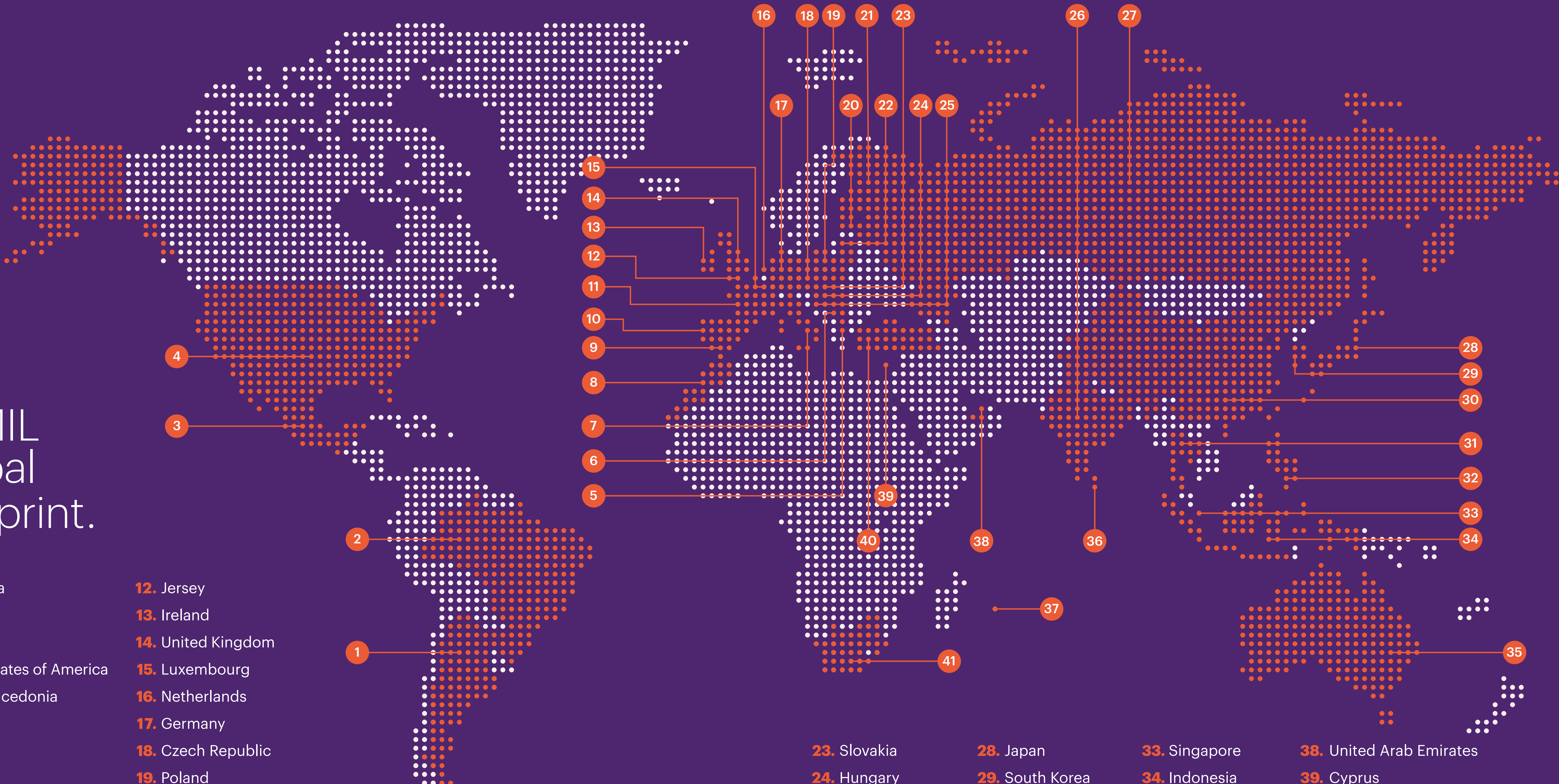
Road to Vision 2025

The automotive industry is on a promising path to recovery, presenting robust growth opportunities for our group as we progress towards Vision 2025 and beyond.

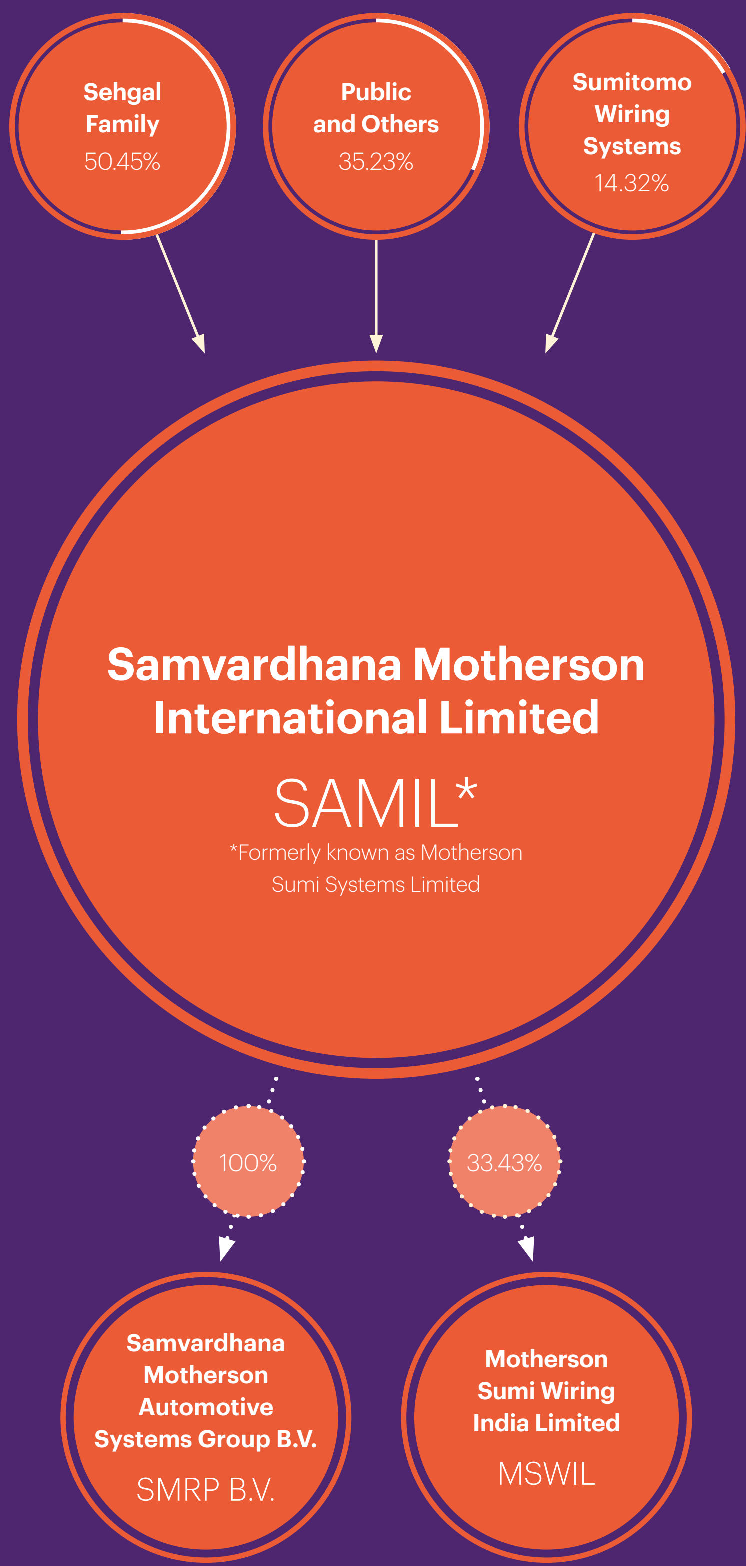
By continuing to embrace our value-creation philosophy (Motherson Chakra), we will continue to delight our customers, create sustainable growth opportunities for people, and generate long-term value for our shareholders. We will also look to strengthen our position in the new industries we have entered by leveraging the group's existing capabilities and building trust with our customers.

chapter 7 samil footprint

SAMIL global footprint.



1. Argentina
2. Brazil
3. Mexico
4. United States of America
5. North Macedonia
6. Serbia
7. Italy
8. Morocco
9. Spain
10. Portugal
11. France
12. Jersey
13. Ireland
14. United Kingdom
15. Luxembourg
16. Netherlands
17. Germany
18. Czech Republic
19. Poland
20. Estonia
21. Finland
22. Lithuania
23. Slovakia
24. Hungary
25. Croatia
26. India
27. Russia
28. Japan
29. South Korea
30. China
31. Thailand
32. Philippines
33. Singapore
34. Indonesia
35. Australia
36. Sri Lanka
37. Mauritius
38. United Arab Emirates
39. Cyprus
40. Turkey
41. South Africa



Vision, Mission, and Values.

Vision: To be a globally preferred sustainable solutions provider.

Mission:

- Ensure customer delight
- Involve employees as 'partners' in progress
- Enhance long-term shareholder value
- Set new standards in good corporate citizenship
- Preserve the planet and seek to improve the environmental impact in all that we do

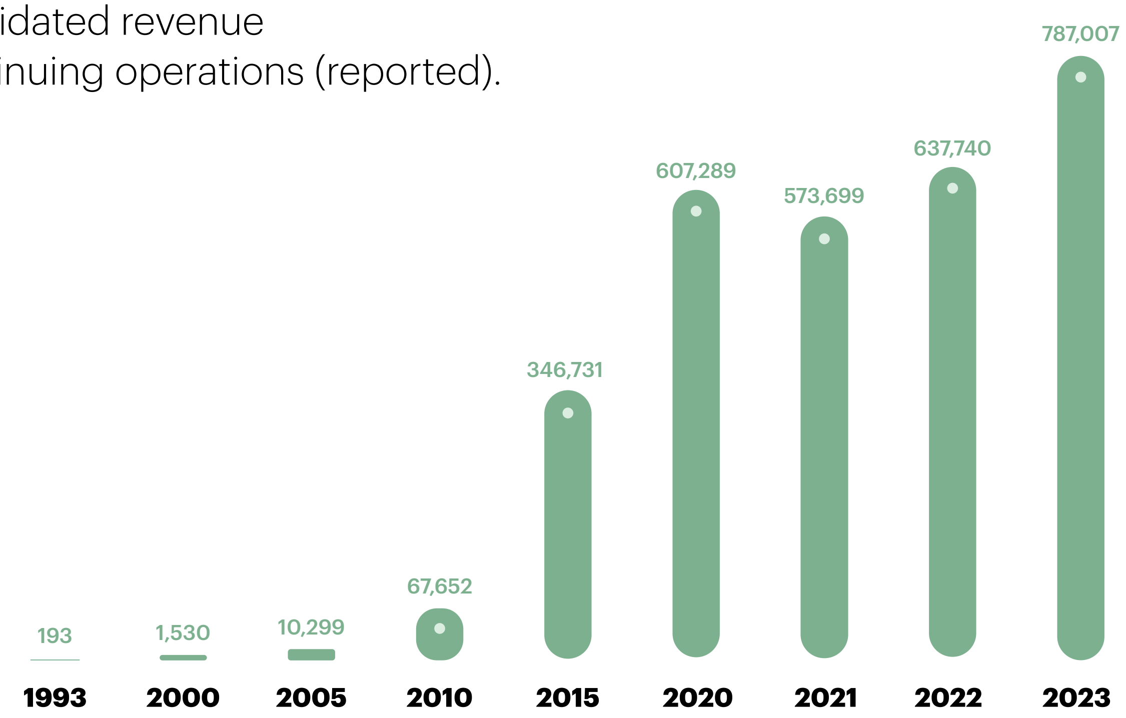
Values:

- Be a lean, responsive and learning organisation
- Continuously improve to achieve world-class standards and total customer satisfaction
- Proactively manage and adapt to change
- Maintain high standards of business ethics, integrity and safety
- Ensure a common culture, behaviour and nurture pride throughout our organisation
- Recognise individuals' contributions and benefit from our diversity
- Ensure well-being, equality and opportunity for all
- Develop stronger leadership skills and greater global teamwork
- Constantly upgrade competency levels across our organisation through collaboration and knowledge sharing programmes

SAMIL (formerly MSSL) numbers.

01 Consolidated revenue from continuing operations (reported).

(In million INR)



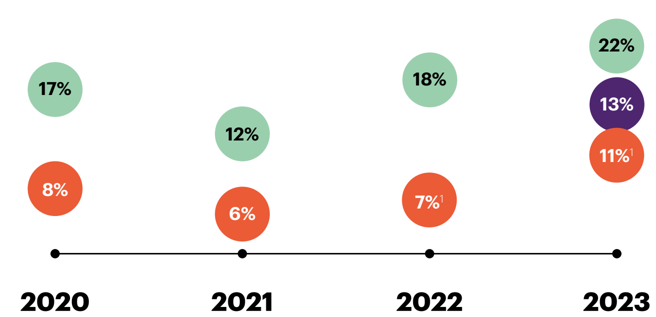
02 Return on Average Capital Employed (ROACE) from continued operations.

Targeted

Consolidated

Standalone

Consolidated (excluding new sites & acquisitions, post Vision 2025 announcement)



[1] Excluding the impact of fair valuation of assets (Pursuant to the Composite Scheme of Amalgamation and Arrangement). Refer MD&A section for a detailed definition.

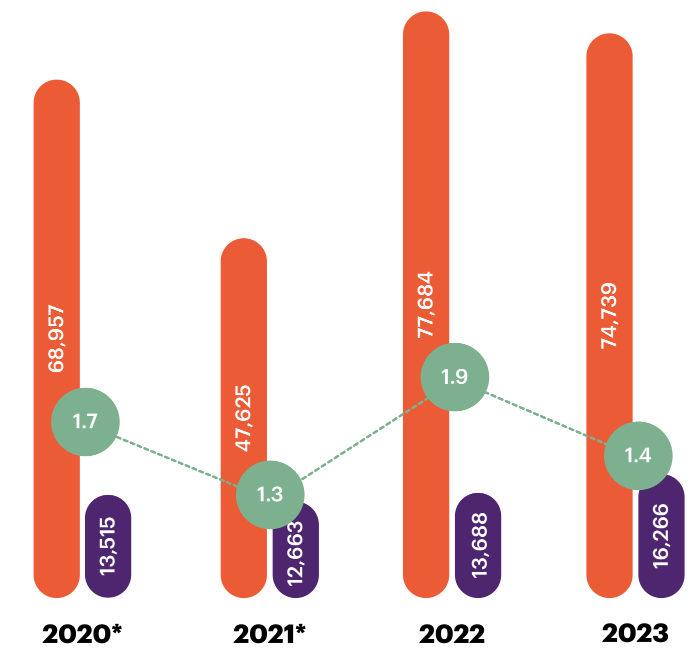
03 Net Debt, Lease Liability and Net Debt (including lease liability) to EBITDA.

(In million INR)

Net Debt (including lease liability) to EBITDA

Net Debt

Lease Liability



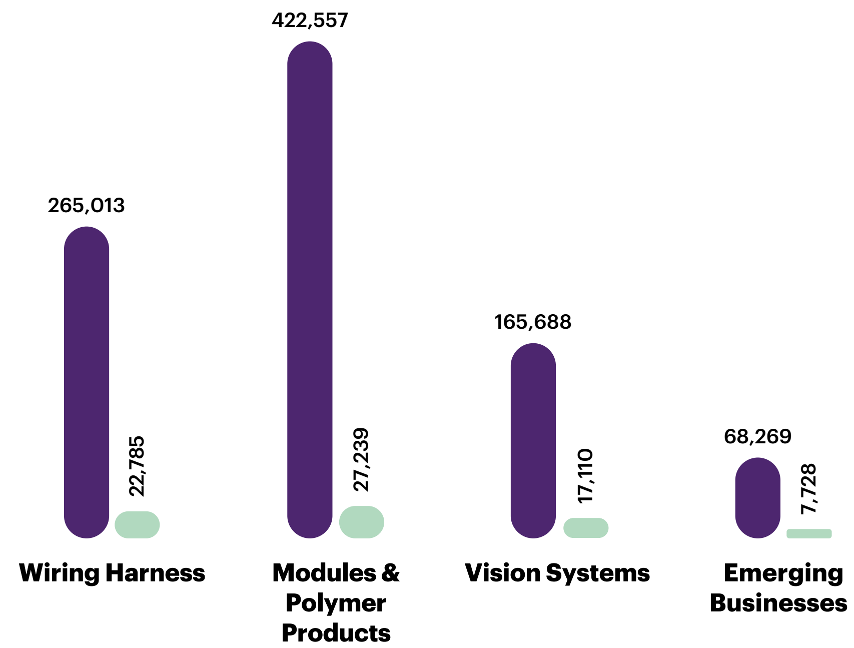
*Net debt, lease liability and EBITDA of domestic wiring harness business reported as discontinued operations in financial report is excluded.

04 Revenue, EBITDA in FY 2022-23.

(In million INR)

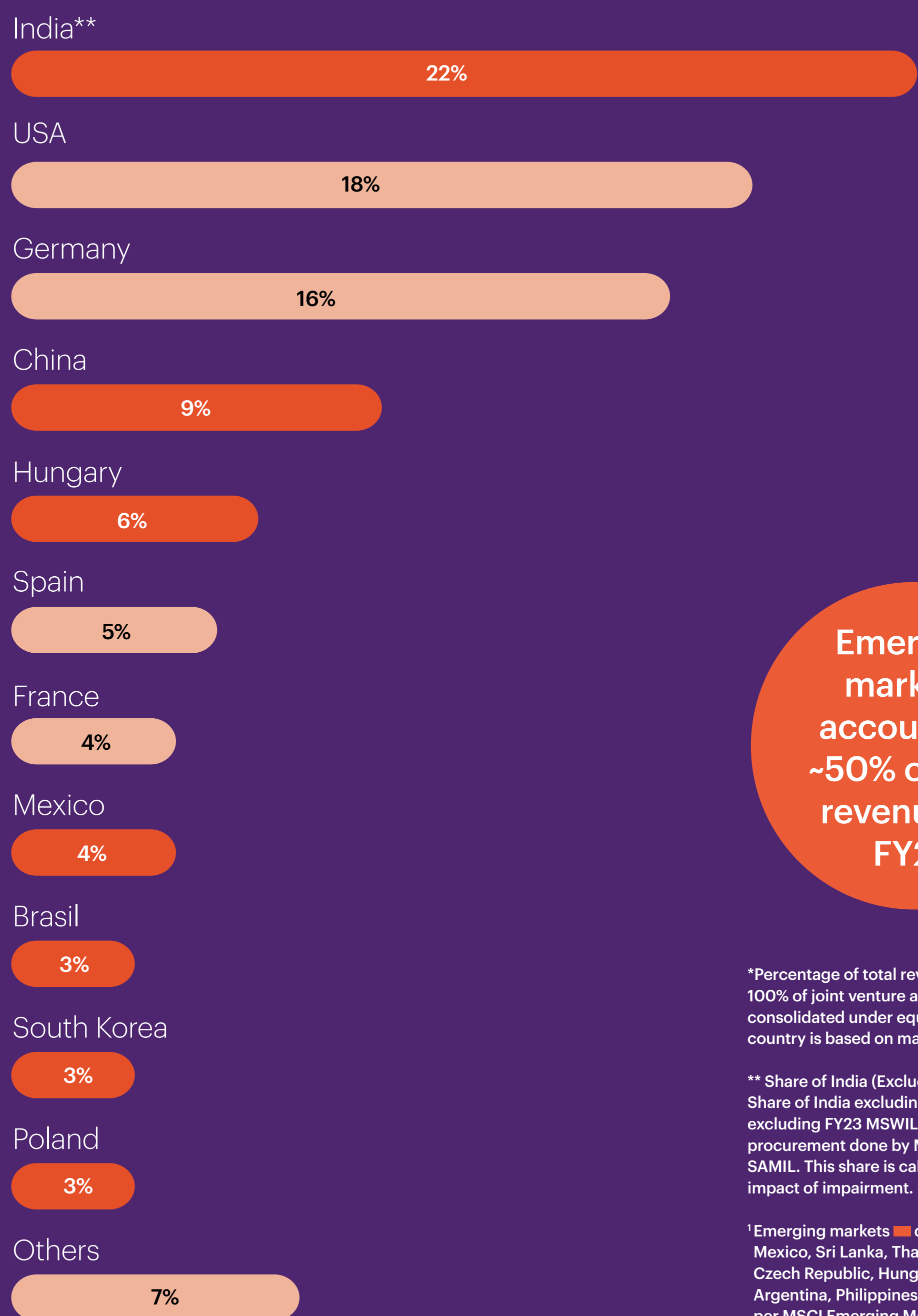
Revenue

EBITDA



3CX10.

01 3CX10 country-wise.
2023*



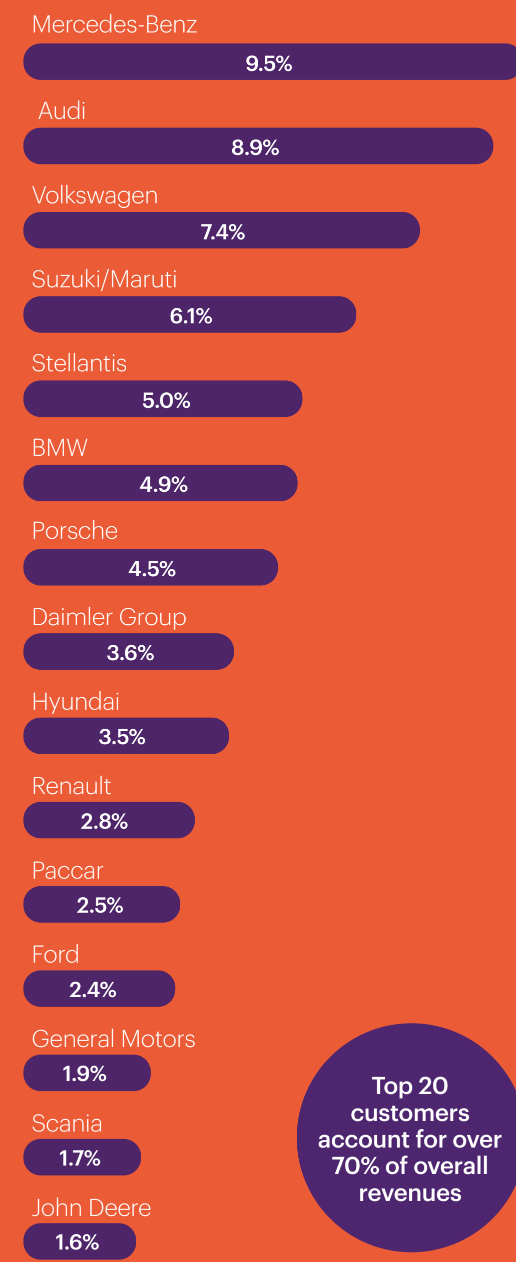
Emerging markets[1] account for ~50% of total revenues in FY23

*Percentage of total revenue considered is including 100% of joint venture and associate companies consolidated under equity method. Revenue by country is based on manufacturing locations.

** Share of India (Excluding MSWIL) is 17%. Share of India excluding MSWIL is calculated after excluding FY23 MSWIL revenues and including procurement done by MSWIL from wiring business of SAMIL. This share is calculated without considering the impact of impairment.

[1]Emerging markets defined as Brazil, China, India, Mexico, Sri Lanka, Thailand, South Korea, South Africa, Czech Republic, Hungary, UAE, Slovakia, Serbia, Turkey, Argentina, Philippines, Morocco, Indonesia, Poland as per MSCI Emerging Markets Index

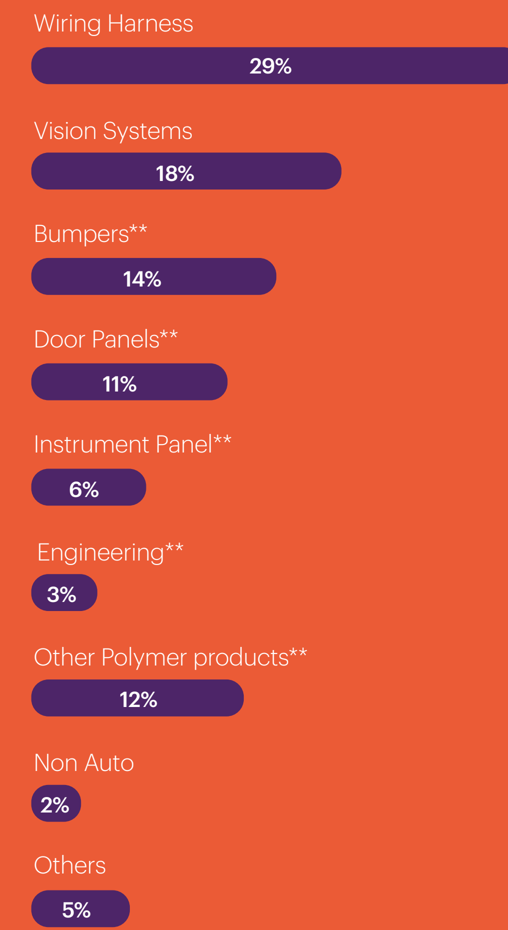
02 3CX10 customer-wise
2023*



Top 20 customers account for over 70% of overall revenues

*Percentage of total revenue considered is including 100% of joint venture and associate companies consolidated under equity method.

03 3CX10 component-wise
2023*



*Percentage of total revenue considered is including 100% of joint venture and associate companies consolidated under equity method and before intersegment elimination.

**Under Modules and Polymer Products business division

chapter 11 sustainability

Sustainability.

Last year marked a significant milestone for the Motherson group as we updated our vision for the first time since 1995. As part of this update, we added a strong commitment to sustainability: 'To be a globally preferred sustainable solutions provider.'

Sustainability is an indispensable pillar for our organisation, serving as the bedrock for long-term value creation, effective stakeholder management, and proactive response to global sustainability challenges. Over the past few years, we have navigated a complex landscape characterised by challenging geopolitical dynamics and global economic uncertainties. These circumstances have further catalysed our continued efforts towards sustainability. We remain resolute in our dedication to achieving our sustainability objectives in the areas of Planet, People, and Governance.

Planet: Preserving the planet, protecting our environment, and using resources responsibly.

People: Ensuring well-being and opportunity for all.

Governance: Fostering long-term growth in an ethical manner.

chapter 11 sustainability

We have retained our inclusion in the Dow Jones Sustainability Index, reflecting our ongoing efforts to drive sustainability throughout our operations.

At the heart of everything we do is our commitment to being transparent about our environmental and social impact and accountable for the actions we take going forward. This approach demonstrates that we take our responsibilities seriously and builds trust with our stakeholders. Our sustainability initiatives are a vital part of this approach together with an unwavering commitment to create a positive impact, reduce our environmental footprint, create a more diverse and inclusive workplace, and uphold the highest standards of governance and ethics in all that we do.

Sustainability goes hand in hand with our ambition for growth and achieving our long-term goals.

Fortifying our commitment to Sustainability

At Motherson, we are firmly committed to embracing sustainable business practices and continuously improving our performance across the environmental, social, and governance (ESG) sustainability framework. To guide our efforts, we have aligned our ambitions, plans, and actions with the United Nations Sustainable Development Goals (SDGs).

Since 2021, Motherson has joined the United Nations Global Compact (UNGC), corporate responsibility initiative, and has committed to firmly uphold its principles by integrating them into our sustainability policies and initiatives. This alignment allows us to contribute meaningfully to the UN's Sustainable Development Goals and ensure our actions align with internationally recognised standards. In 2022, our UNGC Communication on Progress achieved 'advanced level' status – a testament to our progress within sustainable development and further demonstrates our commitment to transparency and sustainability.

In 2022, Samvardhana Motherson International Limited has retained its inclusion in the Dow Jones Sustainability Index, reflecting our ongoing efforts to drive sustainability throughout our operations. In addition to these external recognitions, Motherson has also obtained various ISO certifications, demonstrating our adherence to internationally recognised standards.

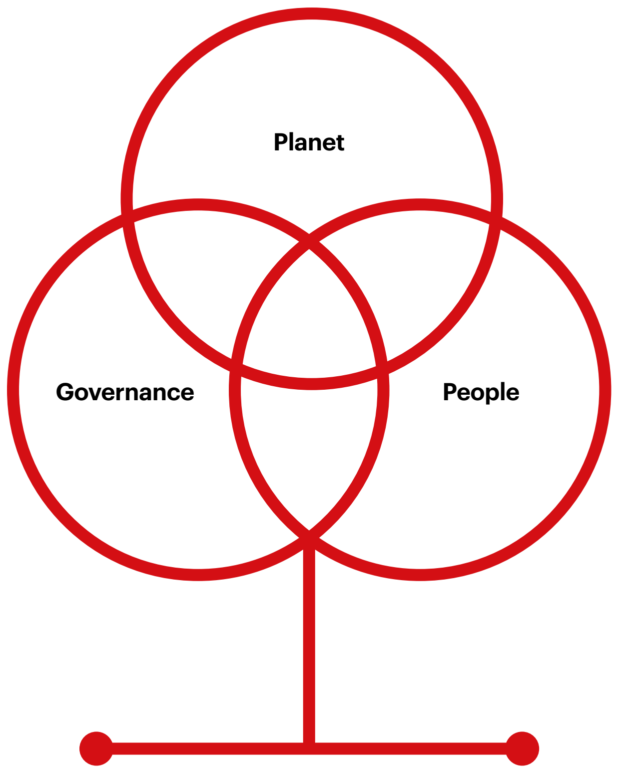
We actively participate in many sustainability assessments and rating frameworks as required by our stakeholders, such as CDP and Eco Vadis, and we align ourselves with reporting standards wherever possible such as the Global Reporting Initiative (GRI). Moreover, we embrace the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and have integrated this into our global risk and opportunity management process.

Materiality framework

The foundation of our sustainability approach is the materiality framework we developed in 2021 (see the diagram on the following page).

This framework serves as the foundation for our sustainability policies and practices, and its formulation was driven by valuable feedback from all our stakeholders, including employees, shareholders, customers, suppliers, and communities. By actively engaging with our stakeholders, we have identified the key priorities that shape our sustainability agenda. Each element within the materiality framework is colour-coded to indicate its alignment with one of our three focal areas: Planet, People, and Governance.

By establishing our sustainability approach on this robust materiality framework, we are confident that our actions are aligned with the needs and expectations of our stakeholders while addressing the most material issues for both our business and the broader society.



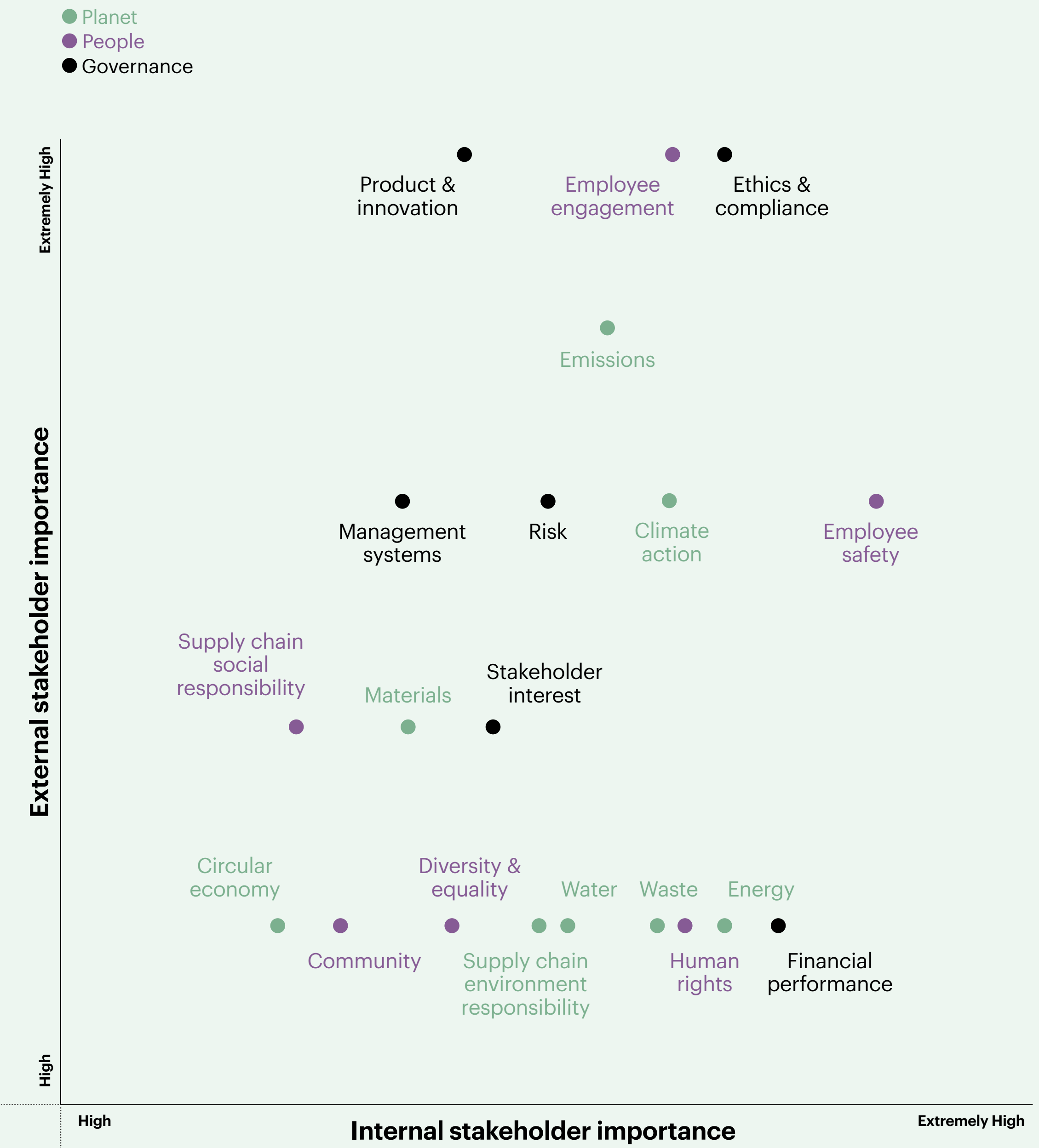
Motherson sustainability objectives.

Planet
Preserving the planet.
- Environmental impact and climate change
- Product, materials and technology
- Responsible value chain

People
Ensuring well-being and opportunities for all.
- Human Rights
- Diversity & Equality
- Employee Safety
- Employee Engagement
- Community

Governance
Fostering long-term growth in an ethical way.
- Ethics & Compliance
- Financial Performance
- Risk & Management systems

Materiality Matrix



Overview of our progress

With respect to the "Planet" dimension, the most significant step forward has been establishing our ambition to be Carbon Net Zero across all our current global operations by 2040.

The challenge of pursuing such an important aim is generating extra momentum in our environmental initiatives, inspiring new developments such as integrating the principles of circular economy in our operations, transitioning to renewable and low carbon energy, improving our energy efficiency and implementing carbon offset programmes. As a result, we have established 2030 as a major review milestone of our progress towards ambition 2040.

People have been at the heart of Motherson since its founding, and we have grown our efforts to improve the lives of all those around us over this past year. We have made notable strides in fostering diversity and inclusion, bolstering employee welfare through various initiatives, including training and development programmes, stringent health and safety standards, and employee-engagement activities. We continue to promote upholding human rights in all our operations and value chain. We have also continued to give back to our communities through various Citizenship initiatives in our focus areas of Livelihood and Community Development, Education, Health and Well-being and Environmental Sustainability.

Concerning Governance, we continuously evolve our frame-works with global developments, promoting core values such as transparency, honesty, and integrity.

In the past year, our primary focus has been strengthening our compliance processes with all local, national, and international laws and improving communication with our stakeholders. Embracing risk management as a catalyst for identifying opportunities has been a transformative shift in our perspective.

To delve deeper into our progress with respect to the "Planet", please refer to the dedicated article on this topic on pg. 46-53.

For a comprehensive overview of our endeavours in the "People" domain, kindly refer to the dedicated article on page pg. 54-63.

Please see the "Governance" article on pg. 64-71 to read more about our progress in this area.

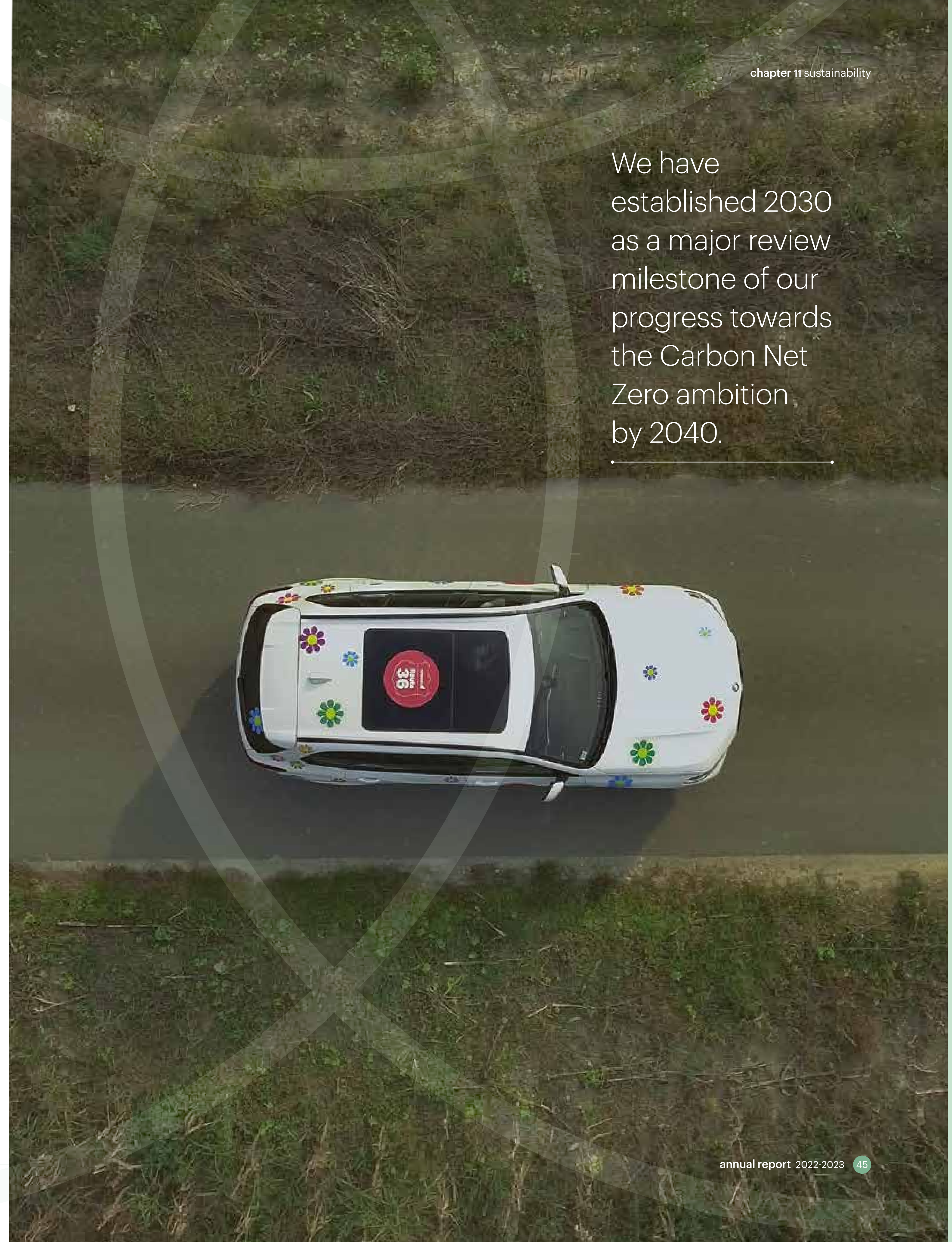
Motherson's first-ever Global Sustainability Summit 2023

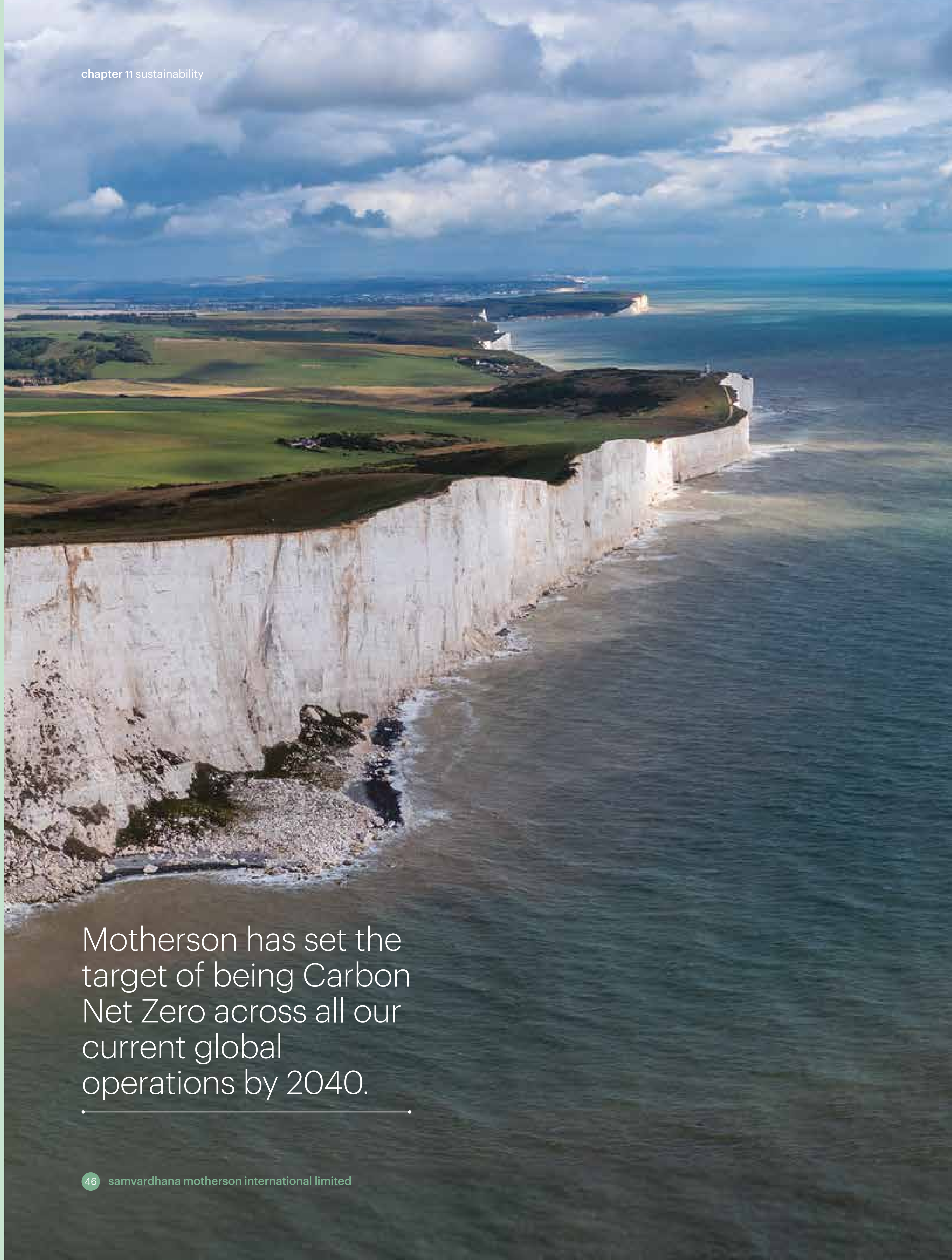
Motherson's first-ever Global Sustainability Summit 2023 was held in Morocco, Marrakesh. The event brought together participants, including experts, leaders and champions in sustainability from our different business divisions worldwide. The Summit's focus was 'Embracing accountability, and transparency drives our ambition for sustainable growth.' Discussions were centred around the way forward on stake-holder engagement, expectations, planet sustainability, people sustainability, and governance.

The Summit was a carbon-neutral event, aligning with our ambitious goal of becoming Carbon Net Zero across our current global operations by 2040. We offset the carbon emissions generated by participant travel and stay at the event through a verified offsetting project for a wind farm in India. In addition, we pledged our support to a citizenship initiative in Morocco, where the event was held, by donating to the High Atlas Foundation to build a clean drinking water system for rural communities on behalf of all participants. All materials for the summit event, including a sustainable initiatives expo, were donated to Maison d'Enfants Lalla Hasnaa. This association supports children in difficult situations.

We are excited to see the positive impact of the Summit on our business and the world.

chapter 11 sustainability





Motherson has set the target of being Carbon Net Zero across all our current global operations by 2040.

Planet.

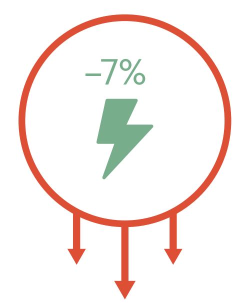
As a responsible global corporate citizen, at Motherson we fully recognise our obligation to make operations more sustainable and to do our part in preserving this great planet for future generations.

In FY23, we have made significant progress as we built momentum on our sustainability journey. In June 2022, at a meeting attended by more than 200 of the most senior managers from across the group, the chairman underlined the important update to our longstanding vision statement, making it our mission to be "a customers preferred sustainable solutions provider", along with restating our commitment to support our customers with their targets while affirming our own group ambition.

In FY 2022-23, we have seen an overall increase in revenue and in parallel our environmental data is showing improvements which we aim to continue in the years ahead.

Motherson has set the target of being Carbon Net Zero across all our current global operations by 2040.

Although this is a medium to long term ambition aligned with our stakeholders and originating from the Paris Climate Agreement objectives, in the short term, a number of global geopolitical developments and continuing headwinds have put significant pressure on companies worldwide. While managing these challenges can easily become a priority over longer-term sustainability goals, Motherson has not lost its focus on its environmental initiatives.



Energy intensity reduced by 7%

The following section provides an overview of our progress in the key areas that are of material environmental importance for Motherson: what we would refer to as 'Planet sustainability'.

Overview of our progress

Our roadmap for the journey towards Net Zero

Since setting our ambition of reaching Carbon Net Zero across our current global operations by 2040 we have been focussing on the ways to decrease direct Scope 1 and 2 emissions as per the Greenhouse Gas Protocol.

Energy

Over the last 12 months, there has been a significant increase in the level of awareness around our use of energy, the efficiency with which we use it, and the level of emissions associated with it. In FY 2022-23, we have seen an overall increase in revenue and in parallel our environmental data is showing improvements which we aim to continue in the years ahead.

Behind this initial progress are a number of strategic initiatives undertaken that should continue to deliver further year-on-year reductions in our energy intensity:

Energy management: The group has set the objective to achieve ISO 50001 certification (International standard for energy consumption improvement and efficiency) across our manufacturing units before 2030, and divisional implementation plans are being developed and deployed to achieve this. During FY23, five sites across the group have already been accredited to this standard.

Energy site surveys: With the initial help of external consultants, a number of sites in Europe and India, covering facilities in both Vision Systems and Modules and Polymer Products divisions, have now completed site energy surveys, and in each case, significant opportunities have been identified to save energy and improve costs. Implementation plans are being

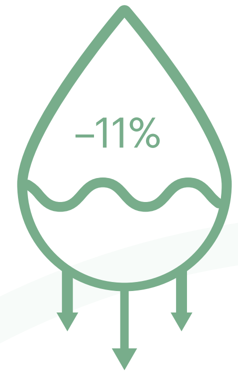
drawn up and additional surveys in other geographical centres where Motherson operates are being arranged.

Self-assessment: Alongside the consultants, each site survey event has been attended by multiple representatives from our operating divisions who have taken on the learning of measurement and assessment techniques. Through adopting a train-the-trainer methodology, we are growing the capability to self-assess, enabling the dissemination of this knowledge to all operating units and increasing our rate of improvement.

Best practice sharing and leveraging: Energy saving initiatives are now shared across the group using an internal communications platform designed to showcase best practices. Initiatives already shared range from changing ways of working, using newer, more efficient technologies in production processes, through to refurbishment of older machines with more energy efficient parts, and replacing older machines where necessary with the latest available equipment.

Climate transition plans

Across all our business divisions, climate transition plans are being developed at the operating unit level, which prioritise reductions in Scope 1 and 2 emissions. These plans help chart each site's progress towards decarbonisation. These plans are site and country-specific, taking into account both geographical and local factors, as well as stakeholders' requirements. When aggregated together across all sites within each division, these plans support the group's overall ambition of Net Zero by 2040. The main elements of such plans are energy and their associated emissions, and ultimately then identify the amount of residual emissions which will require carbon offsetting. The plans are dynamic in responding both to progress being made, as well as to any changing requirements from customers, and will continue to evolve. Furthermore, they will be expanded over the next two years to incorporate the major elements of emissions related to Scope 3 as well. These plans together form the basis of monitoring and driving our roadmap to support our stakeholders' requirements, and achieve Net Zero in 2040, with a major milestone review in 2030.



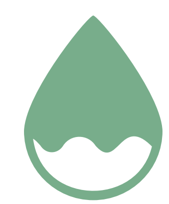
Water intensity reduced by 11%

All sites have a role to play in this, not just the manufacturing units. Across Motherson, there are many purely administrative facilities or technical centres which do not have the same machinery energy intensity issues faced by a manufacturing site. Improvements can nonetheless be made and all sites, and transitioning the non-manufacturing facilities to net carbon neutrality at the earliest opportunity is also a clear objective we are working towards.

Water

Motherson recognises that water stress is becoming a significant issue. Whilst widely understood in India, it is less well understood in other parts of the world where we are present, but is undoubtedly a growing concern. Although we are currently not a heavy consumer of water in our operations, we recognise that water stress is a wider issue for the communities in which we operate and therefore we need to minimise our environmental footprint in this respect. We have therefore decided to work on water preservation initiatives, and progress is already being made in this respect, which is evident in our environmental operational data. Examples of initiatives undertaken so far range from adding simple aerators to washroom basin taps to collecting water condensation from cooling towers for use as irrigation water, to significant investment in water collection and treatment plants. As an overall group, we have decided to focus on implementing water preservation initiatives such as reducing consumption, and implementing harvesting solutions wherever feasible across our current global operations by 2030.

We aim to implement water preservation measures at all our facilities across our current global operations by 2030.

203

Water preservation initiatives across all our current facilities by 2030.

Waste

Across the world, the waste handling infrastructure in the countries in which we operate varies significantly, and historically, the manner in which we treat our waste at the site level has been aligned with local legislation and recycling capabilities. The focus on minimising waste is nothing new. Along with the segregation of residual waste that our sites generate, we aim for continuous improvement and sharing of best practices. For some commodities, such as copper, which has a significant resale value, we have always diligently monitored our waste generation and ensured that such waste is recycled. For other materials, such as plastics, or natural materials, the infrastructure to facilitate recycling is still developing. To reduce the amount of waste from packaging, both that we receive as well as use, initiatives are underway to review what can be achieved to eliminate single-use packaging or how pack density can be increased. Within the group, we have set up an internal centre of excellence for packaging to help the business divisions reassess and reduce their packaging needs. We continue to follow the principles of Reduce, Recover, Recycle, and Re-use, and wherever possible endeavour to dispose of our waste in a way that serves as an input to the circular economy.

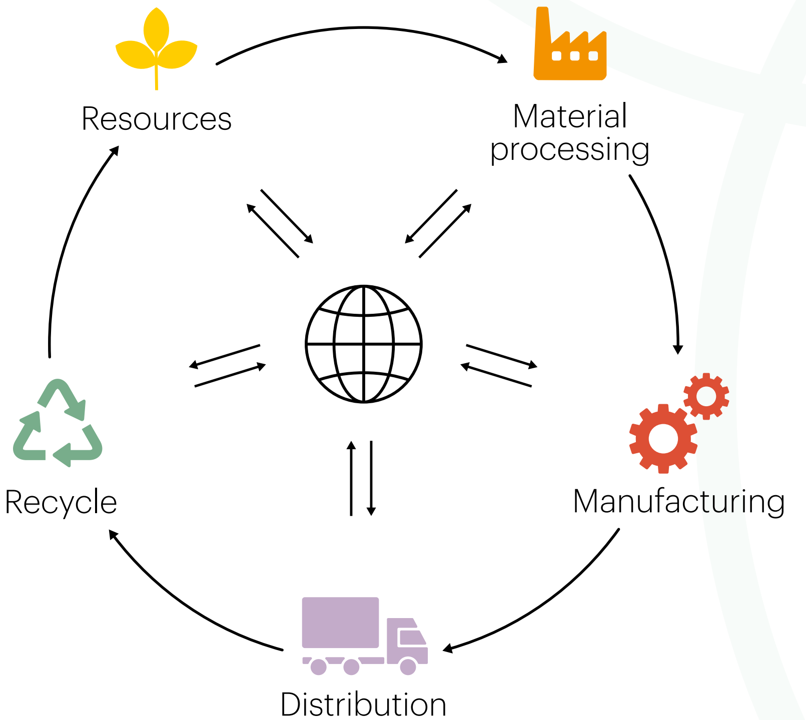
Product innovation

We continue to drive innovation to meet our customers' needs for more sustainable product solutions. This can be in the form of developing light-weight products, increased use of recycled materials, or by creating products that create a positive environmental impact during their life cycle and enable end-of-life disassembly and recycling.

Whatever the challenge, the customer's technical specification must always be adhered to, and finding more sustainable alternatives to long-standing, well-established materials is an objective that requires cooperation throughout the value chain and is not easy to achieve.

That said, interesting developments are happening, and progress is being made. Many of our polymer suppliers now offer automotive approved resin grades with increased levels of recycled content within, but this can often come with a price premium. We have also achieved success in meeting OEM specifications with products that incorporate post-consumer waste, but challenges lie ahead in establishing a commercially viable, and reliable supply chain for these raw materials.

Motherson has made extensive progress during FY23 in compiling a library of knowledge across its manufacturing sites on Scope 1 and 2 operational emissions.



Life Cycle Analysis

One such challenge set by a customer saw us successfully recycle workers' old overalls to recover the natural fibres, and then use these fibres as a biofiller in an injected moulded product. However, the requirements to create a stable and reliable supply chain for such feedstocks to support an active production program is currently a barrier to further implementation.

Product LCAs (Life Cycle Analysis)

A key element in understanding the benefit of any product development initiative is to understand how the product's environmental footprint compares to the preceding product and that it is developing in a positive direction to be more sustainable. This is done by calculating the LCA. A full and complete LCA for one of Motherson's products is extremely complex. The challenge faced by our customers when supplied with LCA numbers from any of their Tier 1 suppliers, has been to understand the basis of the calculations provided to them, and the assumptions that have to be made in the absence of sufficient product or material specific supporting data. This is a challenge that faces us all, in particular regarding Scope 3 emissions, so to facilitate better understanding and to set priorities, our customers have initially been asking just for very specific information on energy and materials. During FY23 we have started to see an increased level of customer focus towards the use of third-party software platforms to enable a more complete analysis and provide transparency of this information.

Motherson has made extensive progress during FY23 in compiling a library of knowledge across its manufacturing sites on Scope 1 and 2 operational emissions and has an active dialogue with its key material suppliers to understand more accurately the inputs to our Scope 3 emissions. Motherson is committed to supporting our customers in providing the information that they require to make informed decisions and will work with them to improve the quality and transparency of data through FY24 and beyond.

Increased supplier evaluation

Supply chain management

Motherson has always proactively managed its supplier base around the key elements of quality, cost, delivery and financial stability, and during FY23, this management activity was extended to include sustainability.

Over 6,000 suppliers of direct materials have now been included in our Supplier Performance Evaluation System, and this engagement will further develop during FY24 to include risk assessment and due diligence as required by relevant legislation.

Our suppliers are key partners to support us, and in turn our customers, in the drive to reduce our carbon footprints to Net Zero and to maximise the opportunity for material circularity. All of our major polymer suppliers already have active established programmes to produce resin grades with recycled material and Motherson will continue to work with them and the OEMs to develop the right application technologies to maximise their potential for use. Beyond polymers, Motherson is also working with suppliers of other materials, such as natural fibre-based matting, where offcuts and spoilage would historically have gone to landfill or energy recovery, to find ways where this waste can be recovered and reused as primary production material again.

All of our major polymer suppliers already have active established programmes to produce resin grades with recycled materials.

Emissions

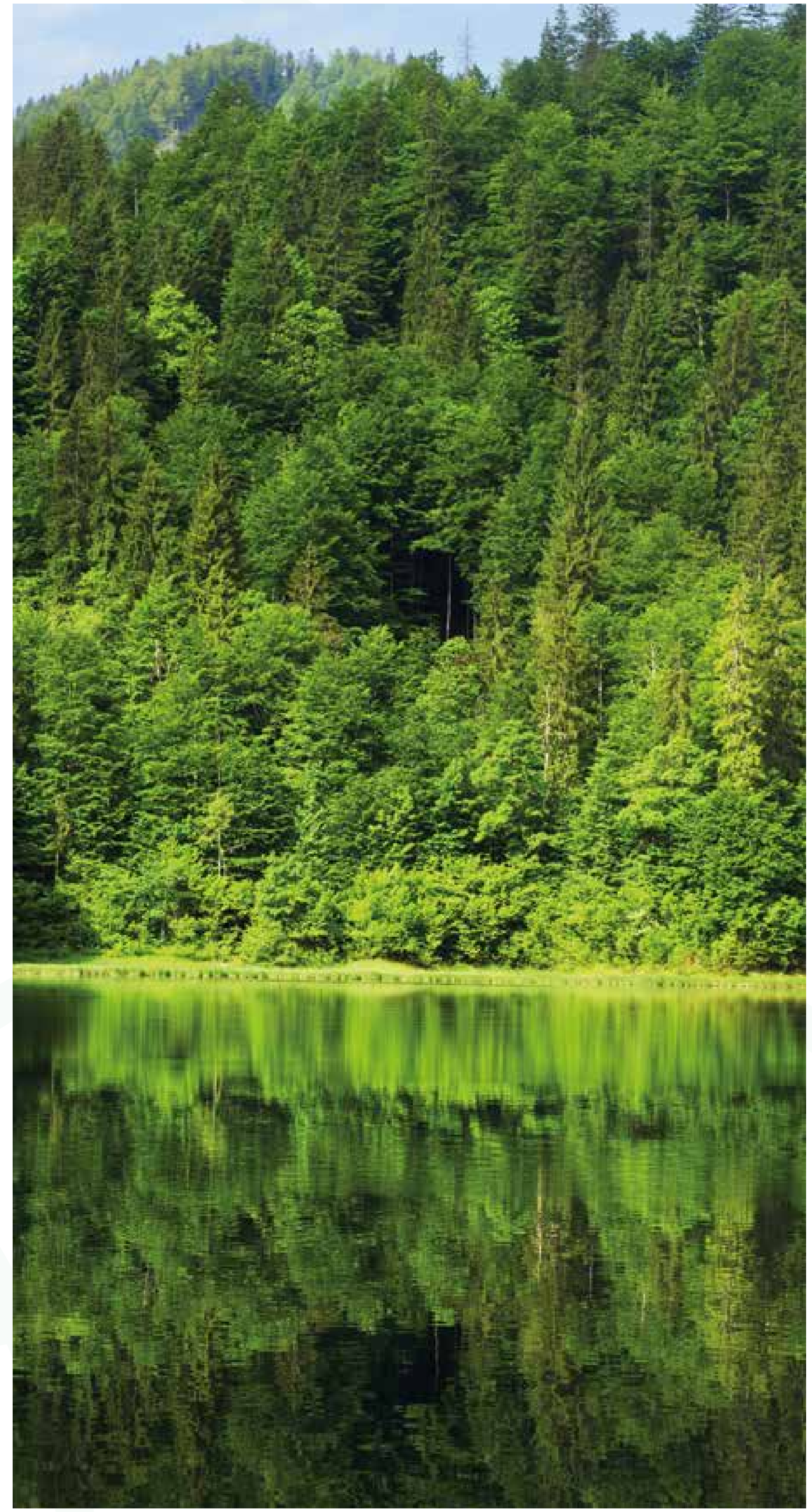
The energy crisis and resulting cost inflation and volatility we have seen in 2022 has restricted our ability to adopt greater levels of green energy tariffs. However, in the medium term the move to renewable electricity contracts remains a key building block in our climate transition towards Net Zero and will be readdressed once the energy market is seen to be stabilising again and the availability of commercially viable renewable and low carbon energy solutions improves.

Like most manufacturing companies, by far the largest element of Motherson's footprint is in Scope 3 emissions. The core business areas of creating wire harnesses, and of moulding plastics, are relatively easy to understand. But as a Tier 1 delivering finished assemblies to our customers, whether they be door cards, front end modules, or wire harnesses with electronic assemblies included, it means that we have a very significant spend on such sub-assemblies and bought in parts from third parties. In particular electronics and electrical related components form a high proportion of that spend, and these products have a carbon footprint CO_2e per kg far higher than polymers or copper.

In addition to direct material spend, the two other key classifications within Scope 3 as prescribed by the GHG protocol that Motherson is initially focussed on are logistics and business travel. Extensive and accurate data is now collected for our logistics operations globally covering both inbound and outbound transport, across air, sea, road and rail modes, combined with recording the number of air miles travelled for business trips, we are gaining higher confidence in the data regarding emissions in these categories. However, for the direct materials, we are using the spend based approach as per GHG protocol guidelines, along with Ecoinvent secondary data, to begin to understand the true size of our Scope 3 footprint overall.

Improved Scope 3 data collection

For the first time, Motherson has been able to make a calculated estimate of its Scope 3 emissions.



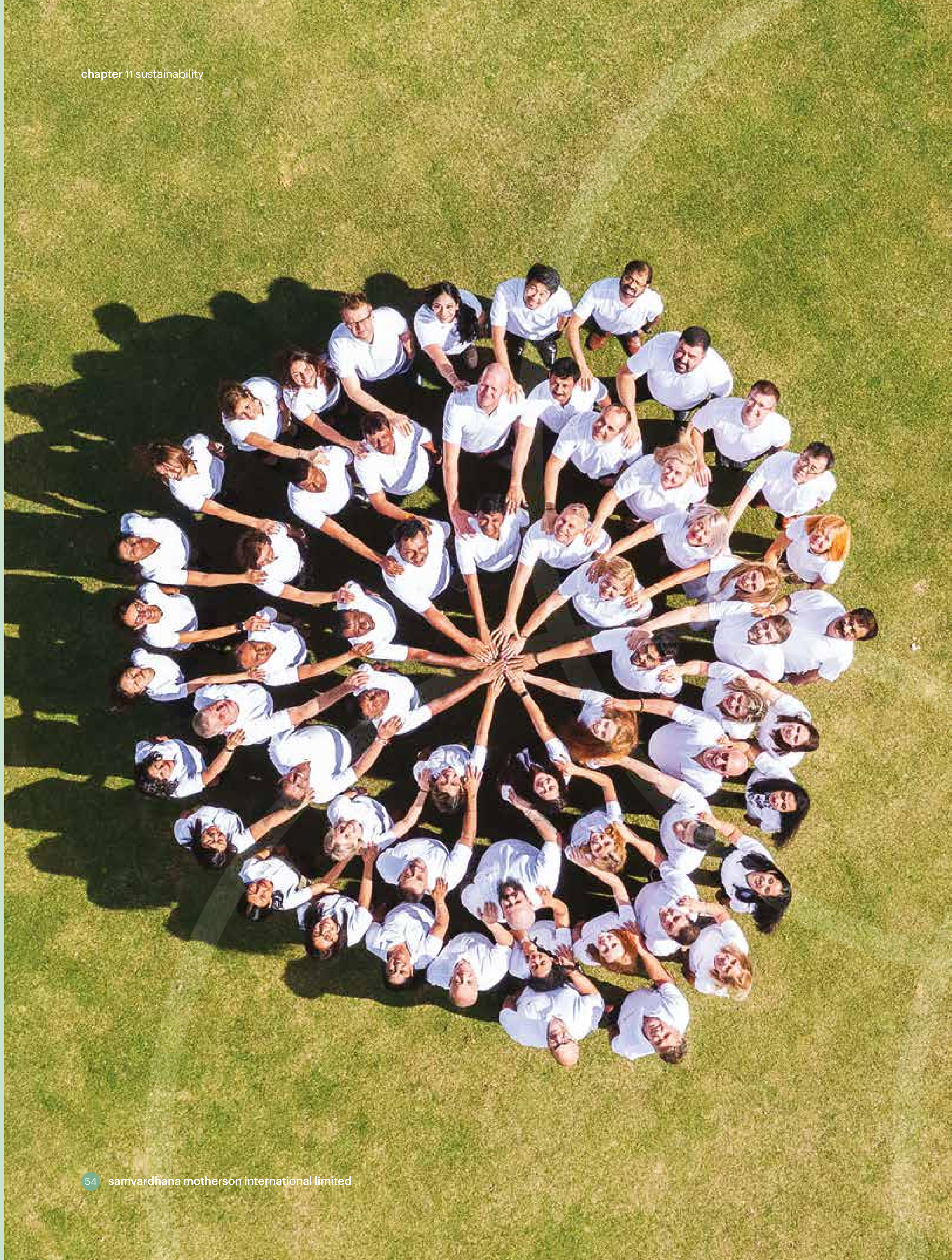
Increased biodiversity awareness

Biodiversity

Balancing our relationship with nature is becoming seen as increasingly important to create a sustainable world for future generations. Although Motherson's own operations may have a relatively low environmental impact from the size of their physical footprint, or low consumption of water, it is recognised that the value chain that we are part of has a much bigger role to play.

Across all of its global locations, Motherson sites are actively encouraged to work with local communities to support nature. Alongside activities such as tree planting, or caring for the local environment around our facilities, Motherson is also actively exploring what steps it may take at its own premises and as part of any future footprint expansion plans. This year a pilot project has been run at our European regional corporate (Chairman's) office, Germany (Bruchobel) where in addition to a living roof that has been there for some years, a wildflower meadow has been created in the garden area, and beehives installed onto the site. At our South Asia regional corporate (Chairman's) office, India (Noida) and following an earlier trial at our South East-Asia regional corporate (Chairman's) office, Australia (Melbourne), we have now installed composting bins to efficiently recycle organic material back into compost.

Looking ahead to FY24, we will continue to review what opportunities we have at our operational sites, and all future building refurbishments and developments will have the lens of sustainability much more closely applied to the proposed designs and construction techniques.



People.

Taking care of our people and the communities in which we work has always been a top priority for Motherson. We endeavour to provide sustainable development opportunities for our people, fostering a supportive environment where they can thrive and reach their full potential. We also strive to uplift and support the communities where we are present.

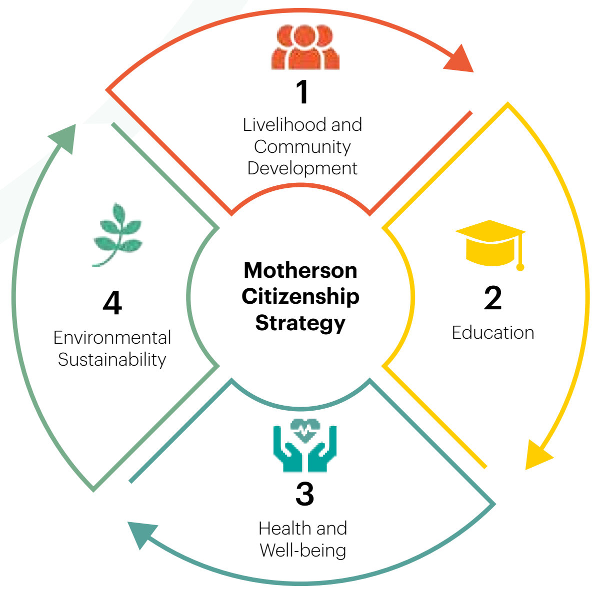
We recognise that our success as a company is intertwined with the growth and well-being of our people, creating a symbiotic relationship where their development enables our own.

We are committed to upholding human rights, embracing diversity, fostering an inclusive culture, and providing equal opportunities for professional development and career growth to ensure our people thrive. We actively promote employee engagement, seeking their input and valuing their perspectives to drive our collective success.

Health and safety are paramount to us, extending to our employees and the communities in which we operate. We have robust policies and practices in place to ensure the well-being of all our people, prioritising their safety and creating a secure working environment. As we reflect on our progress, we highlight our achievements in diversity and inclusion, employee engagement, and social outreach.

In addition to our focus on the people of Motherson, we are equally committed to positively impacting the communities in which we operate. We engage in social outreach programmes tailored to address the specific needs of these communities and strive to make a lasting difference through our global citizenship initiatives, which are focussed on education, healthcare, environmental conservation, and other social causes.

We cultivate an environment that enables all our employees to thrive and grow.



We understand that our sustainability journey is ongoing, so we remain committed to evolving and adapting to meet new challenges while upholding our core values and driving positive change for our people and their communities.

Prioritising safety and employee well-being

Motherson is steadfast in our dedication to ensuring a safe working environment for our people across all our facilities globally.

Safety

We conduct regular internal audits to ensure compliance with all safety standards, identify potential hazards or improvement areas, and immediately address any concerns raised.

Motherson invests in comprehensive training programmes to equip employees with the necessary knowledge and skills to work safely, such as induction training for new employees, regular refresher courses, and specialised training for specific tasks or equipment.

Further, Motherson has robust incident reporting and investigation procedures in place. We encourage employees to report any safety concerns or incidents promptly, ensuring that thorough investigations are conducted, and appropriate actions are taken to prevent future occurrences.

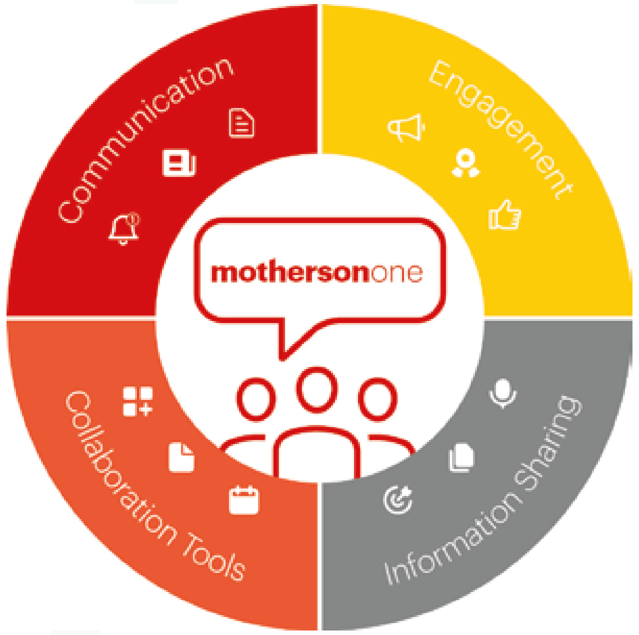
We maintain an uncompromising commitment to the highest safety standards and have zero tolerance for any actions or conditions that do not meet these standards.

Well-being

At Motherson, we are very aware of the need to address the holistic well-being of our employees. We are, therefore, launching various initiatives that encompass mental health and well-being to complement our work in career development, and employee engagement, creating a comprehensive approach to caring for our people. Globally, this will continue to raise awareness, reduce stigma, and provide support through employee assistance programmes (EAPs), counselling services, stress management workshops, and flexible work arrangements where possible to support work-life balance.

Employee engagement

This is essential in creating a feeling of belonging and promoting job satisfaction and overall well-being while improving productivity. We have implemented strategies and continually seek new initiatives to promote a positive and inclusive work environment where employees feel valued and motivated. This includes regular communication channels, feedback mechanisms, recognition programmes, team-building activities, and opportunities for employees to contribute to decision-making processes.



Furthermore, a global working group has been set up to standardise and optimise how we conduct engagement surveys with our people and consistently follow up on any issues raised through this process.

To facilitate the well-being and connectedness of our employees, in 2022-23, we introduced MothersonOne, a common global communications and employee interaction digital platform that is progressively being rolled out to all the people of Motherson and is already reaching **approximately 45% coverage in the first 6 months since its launch**. This serves as a centralised hub, connecting all members of the Motherson family globally. Employees can access various features and tools through the platform to enhance their organisational experience. These include HR surveys, daily task management tools, communication channels, and polls, allowing for efficient and effective collaboration and communication. Additionally, the Motherson Way section of the platform provides a dedicated space for sharing significant anniversaries and recognition, enabling employees to reach out and support one another on a global scale.

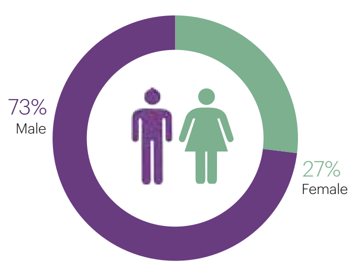
Training and development

At Motherson, we recognise that our employees' personal and professional development is crucial for their growth and driving our overall success. We offer a range of programmes and initiatives designed to support our employees as they pursue their goals and aspirations.

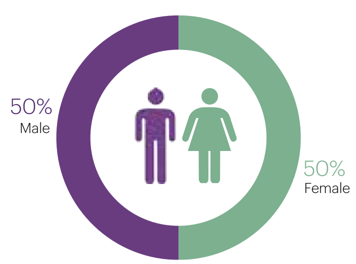
Motherson is committed to fostering a culture where the opportunity for learning and development is available to all. We provide various ways for employees to enhance their skills, acquire new knowledge, and advance their careers, such as subject focus and diverse training programmes, workshops, mentorship initiatives, overall leadership development programmes, and access to online learning platforms. We understand that feedback is essential to development; therefore, we believe in a culture of openness, regular dialogue on performance, and enabling our team members to improve and achieve growth and career development continuously.

As part of the sustainability vision for our people, Motherson is also implementing initiatives that address succession planning, support upward mobility within the group, provide leadership preparation for our employees, and career planning. Through these and many such opportunities for personal and professional development, we contribute to their success and drive the sustainable growth of Motherson as a whole.

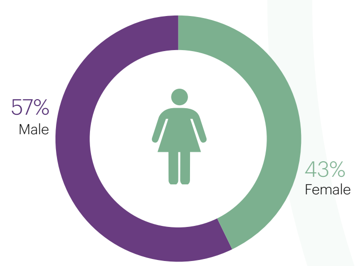
Permanent employees



Permanent workers



Share of women in total workspace



Diversity and inclusion – equal opportunity for all

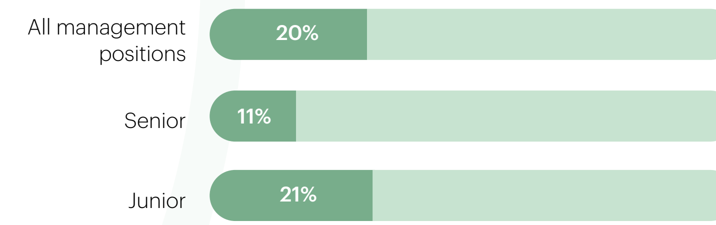
Motherson is dedicated to fostering and nurturing diversity and inclusivity across its operations and providing equal opportunity for all. Our company strives to create an inclusive environment where differences are celebrated, and our business practices are free from bias and discrimination. Our Inclusion and Diversity Policy reflects this commitment, establishing a "Zero Tolerance" approach to workplace discrimination.

At Motherson, we are firmly committed to maintaining a culture that welcomes individuals from diverse backgrounds, ethnicities, and genders that actively supports and encourages their professional development. This commitment aligns us with the United Nations Global Compact (UNGC) principles. We continuously strive to ensure equal opportunities are provided for all employees. Our inclusive work environment is guided by fairness, respect, and open communication, enabling us to leverage each individual's unique strengths and talents.

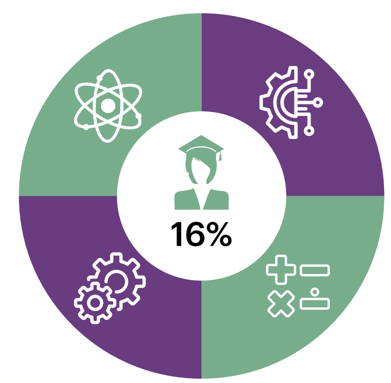
We are introducing new strategies and initiatives for increasing gender equity at Motherson, starting with gender awareness and unconscious-bias training.

In science, technology, engineering, and mathematics (STEM), we are committed to empowering women with the plan to establish a global scholarship fund for women. The objective is for Motherson to be viewed as an employer of choice, presenting career opportunities for women in this area and enabling the significant value that can be brought to the group.

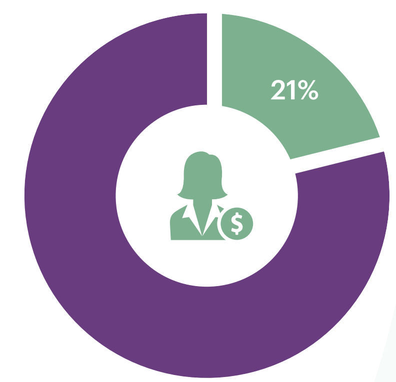
Women in management



Women participation in STEM



Women in revenue generating functions



>50
Average training and development **hours per FTE.**

Women in Leadership Programme

Initiated in Europe, followed by a progressive roll out to other regions'

*There was no programme in FY 2021 due to the coronavirus outbreak.

Motherson is committed to fostering a culture where the opportunity for learning and development is available to all. We offer a range of programmes to support our employees as they pursue their goals and aspirations.

Protecting human rights

Motherson has consistently prioritised protecting and promoting human rights as a fundamental aspect of our business.

Commitment to compliance

Motherson is steadfastly committed to upholding human rights in all geographies we operate. We are committed to complying with all local, national, and international human rights laws and the principles outlined in the United Nations Global Compact. We also work towards fostering awareness and engagement throughout our value chain.

Monitoring our value chain

Beyond our facilities, we actively engage with our suppliers to ensure human rights are respected throughout our entire value chain. Through ongoing dialogues, we establish a mutual understanding with our suppliers to set standards in line with Motherson's human rights expectations. We also conduct regular audits of our suppliers to evaluate compliance with our internal policies and expectations and all relevant laws and regulations.

Raising awareness

Education and open communication channels are critical components in our approach to upholding human rights. Numerous awareness campaigns conducted across the group aim to empower employees with knowledge about their rights and the international laws, regulations, and guidelines surrounding human rights. This equips employees to align their conduct with internal and external expectations, identify potential violations, and address human rights concerns promptly.

Open channels for reporting

At all our global facilities, we have established open channels for employees to safely report any concerns related to human rights violations. We are dedicated to promptly addressing and devising solutions for all issues raised. This commitment ensures that employees feel empowered to contribute to a culture of respect for human rights within our organisation.

48%
of supply chain* assessed for human rights compliance.

*Proportion of total spend

chapter 11 sustainability

We actively engage in community-outreach programmes as part of our overall Global Citizenship Policy to bring about positive change and improve the lives of individuals.

Global Citizenship – Reaching out to our communities

Motherson understands the invaluable role played by the communities where we operate. As part of our commitment to being a responsible corporate citizen, we actively engage in community-outreach programmes as part of our overall global citizenship policy to bring about positive change and improve the lives of individuals.

Aligned with our mission statement, "To set new standards in good corporate citizenship by helping to improve the livelihood of communities we are a part of and society at large, focussing on their prosperity and well-being to ensure inclusive, long-term development for all", our community-outreach efforts are tailored to address the specific needs and challenges faced by each local community where we operate.

Addressing livelihood and community development

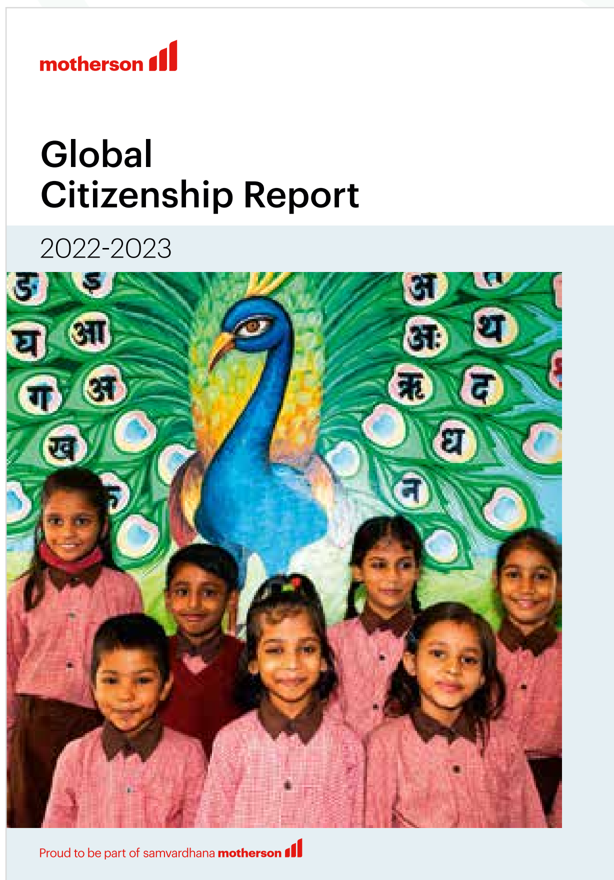
We believe in empowering communities by supporting projects that uplift the underserved, contribute to employment opportunities, and foster overall community development. By focussing on livelihood enhancement, we aim to create sustainable change and improve the quality of life for community members.

Promoting education

Education is a crucial pillar of our community outreach initiatives. We actively support programmes and projects that enhance literacy rates, provide access to quality education, and promote skill development. Through these efforts, we aim to empower individuals and unlock their potential for a brighter future.

Ensuring health and well-being

The well-being of community members is a priority for us. We engage in initiatives that promote access to healthcare, raise awareness about preventive measures, and support programmes addressing critical health issues. By investing in health and well-being, we contribute to the overall development of communities.



Environmental sustainability

Recognising the importance of environmental stewardship, we integrate sustainable practices into our community-outreach initiatives. We support projects that promote environmental conservation, energy efficiency, waste management, and renewable energy. We aim to contribute to a greener future for communities and future generations.

Collaboration and continuous improvement

To ensure the success of our community outreach programmes, we actively collaborate with local stakeholders, NGOs, and government bodies. By leveraging partnerships, we maximise our impact and drive sustainable change.

By being accountable, transparent, and having the ambition to make a positive impact, we are strengthening our ability to give back and develop a better future for all.

For more information on our Citizenship Initiatives and their alignment with UN SDGs, read our Global Citizenship Report 2022-23 on **www.motherson.com** As responsible corporate citizens, we are even more excited about future progress.

Conclusion

People have always been at the heart of Motherson, from our employees and their families, to our customers and the members of the communities where we have our footprint. The growth of the Motherson family means more opportunities to improve lives across the globe, and by being accountable, transparent, and having the ambition to make a positive impact, we are strengthening our ability to give back and help develop a better future for all.

chapter 11 sustainability

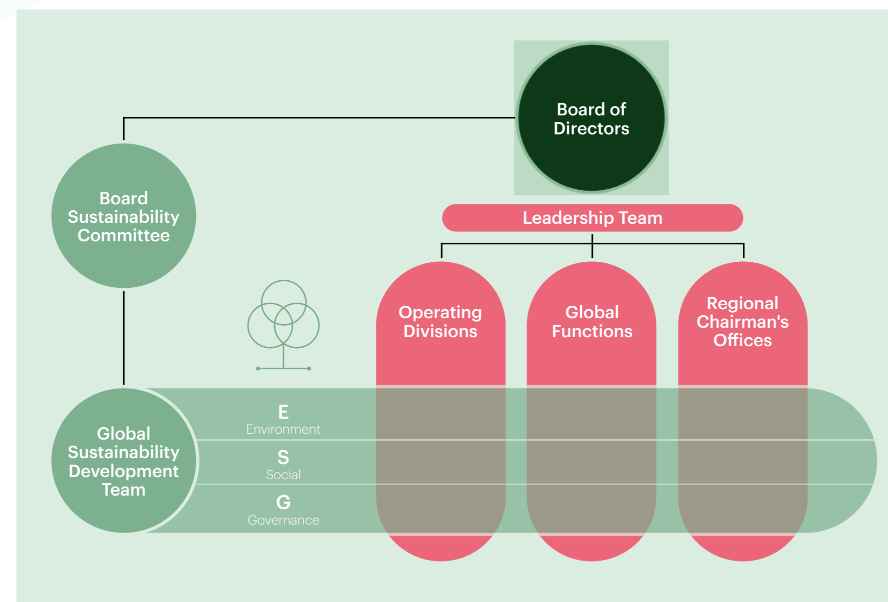
Governance.

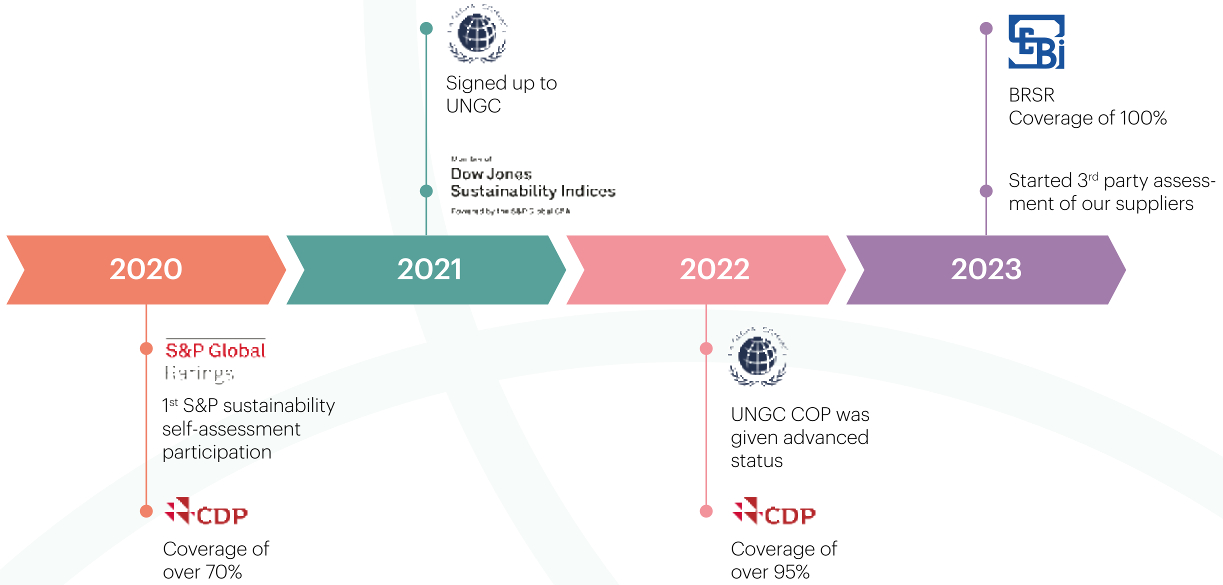
At Motherson, governance is the foundation on which all our sustainability actions are built. We seek to continuously evolve our governance structure and practices to meet the changing needs of the industries in which we work and society in general.

Motherson has evolved from conventional governance to sustainable governance, maintaining compliance with regulatory changes and a consolidated view of all key issues at a group level. However, a rapidly changing world requires a focus on transformational governance, where we can adapt to the needs and be a part of the solution to the challenges facing us all.

Our governance organisational structure is designed to support the continuous development of sustainability. The board of directors comprises individuals with diverse expertise and backgrounds who oversee the company's strategy with a sub-committee of the board dedicated to sustainability.

The global leadership team for the group has been enhanced with the appointment from within Motherson of a chief sustainability officer responsible for the group's sustainability strategy development, objectives, and ambitions. Interacting regularly with the sub-committee of the board for sustainability-related decision-making ensures alignment and integration with the overall business objectives.





This section explores the various governance parameters that underpin Motherson's sustainability strategy and practices. It emphasises the company's commitment to integrating all aspects of sustainability across the entire enterprise, ensuring transparency, accountability, inclusivity, and ethical conduct.

Our governance framework is based on three key areas that are materially important and go hand in hand with the group's financial performance while fostering sustainability throughout the organisation: Ethics and compliance, risk and opportunity management, and efficient management systems.

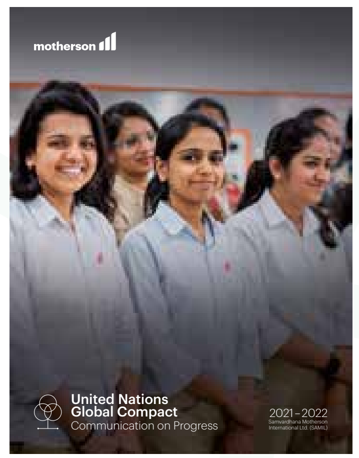
Ethics and compliance

Motherson maintains high ethical standards through a comprehensive code of conduct, global policies, and principles statements. Employees are provided with training and awareness programmes to uphold these principles, and through our structure of regional corporate (Chairman's) offices, we are able to oversee compliance and follow a redressal mechanism for any complaints or issues raised. Whistleblower protection mechanisms are in place to encourage reporting of any potentially unethical practices, ensuring a culture of integrity throughout the organisation.

We demonstrate **transparency** through comprehensive sustainability reporting and disclosure practices. The company actively engages with stakeholders and communicates sustainability efforts with clear transparency and accountability.

Transparent communication with all our stakeholders is a priority for us. To that end, we are actively engaged in various reporting frameworks, whether for our customers, our investors, regulators or because we have chosen to adopt and live by the principles of international standards, such as the United Nations Global Compact, and the associated Communication on Progress.

In 2021, Motherson joined the United Nations Global Compact (UNGC). As a signatory, we officially



commit to uphold the Ten Principles pertaining to human rights, labour rights, environment and anti-corruption. As part of our commitment we are accountable to monitor, measure, and share our progress via the UNGC's annual Communication on Progress (CoP). Please read our UNGC's annual Communication on Progress (CoP) on **www.motherson.com**.

Such transparency helps inform all our stakeholders where we stand

in our journey toward greater sustainability and builds trust with all those whose lives we touch, which is critical for the success of our business.

The Motherson Code of Conduct further supports our commitment to openness, a broad foundation of ethical and behavioural expectations for all employees containing several transparency and accountability principles and referencing global policies. Policies referenced within the sustainability section of this report can be viewed at **www.motherson.com/company/group-policies**.

Motherson maintains a **zero-tolerance policy towards corruption**. The company has implemented anti-corruption policies and procedures, including anti-bribery controls and due diligence processes. Mechanisms for preventing and detecting corruption are in place, and reports are thoroughly investigated to ensure compliance with anti-corruption regulations.

One of the group's priority areas is **data privacy and information security**. The company adheres to data privacy policies and regulatory requirements, implementing robust information security controls. Stakeholder data is protected through strict protocols and measures to safeguard confidentiality and integrity. An extension of this aspect is the protection of our intellectual property. The company has robust intellectual property policies and management practices in place. Patent filings and protection strategies safeguard innovations, and Motherson actively defends its intellectual property rights when necessary.

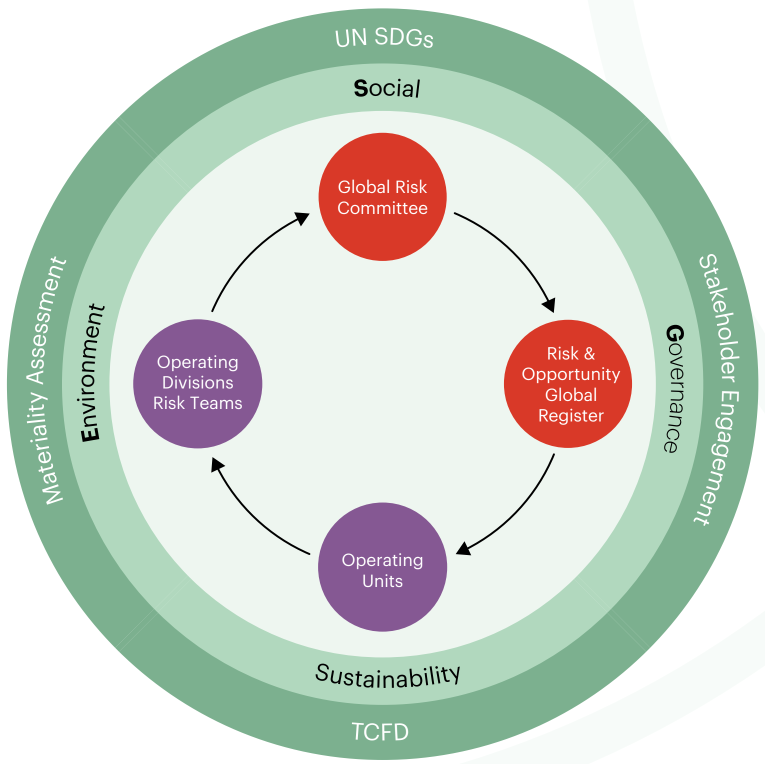
Motherson maintains compliance with sustainability regulations, tracking changes and ensuring timely adherence. The company engages with regulatory authorities and industry associations to stay informed and prepared for upcoming regulations and incorporate best practices. Adherence to industry standards and certifications demonstrates Motherson's commitment to regulatory compliance.

Motherson maintains a **responsible supply chain** through a supplier code of conduct and due diligence processes. Supplier performance regarding sustainability criteria is now monitored and impacts supplier selection decision-making, with regular audits to ensure adherence to sustainability standards. Collaboration with suppliers promotes sustainable supply chains.

Risk and opportunity management

Internal audits and continuous improvement efforts strengthen sustainability governance, supported by crisis management procedures to enhance resilience. The risk management approach at Motherson acknowledges that risks bring opportunities and leverages a materiality framework to identify key sustainability issues and associated risks and opportunities.

In FY 2021-22, Motherson conducted a materiality assessment and identified the most salient issues for the group based on input from key stakeholders across all business divisions, resulting in a materiality matrix that provides us with an opportunity to analyse risks and opportunities associated with sustainable development. We will conduct another stakeholder engagement and materiality assessment in October 2023 to update this matrix and evaluate our current position in our sustainability journey.



Risk and Opportunity Management Strategy

Motherson implemented a robust risk management framework integrating the assessment and mitigation actions for environmental, social, and governance risks. This has now evolved to view each topic material to the business in the context of both a potential risk and opportunity. A central risk register is maintained with ESG criteria incorporated, and then each operating unit conducts a self-assessment, which is subsequently reviewed at an operating division level and then at a consolidated group level.

The risk register includes ESG-related factors and inputs from the group materiality assessment process, the UN SDGs, stakeholder engagement and the climate-related issues identified from the Task Force on Climate-Related Financial Disclosures (TCFD) review process.

More information on this topic can be found in the BRSR section of this annual report.

By being proactive in our approach to risk and opportunity management, we can minimise the impact of future challenges on our operations and continue to deliver value to our stakeholders. Moreover, we can discover new avenues for innovation and improvement in our operations. The right approach to risk and opportunity management will enable us to determine the best strategies for achieving our sustainability aims. It will pave the road toward sustainable growth.

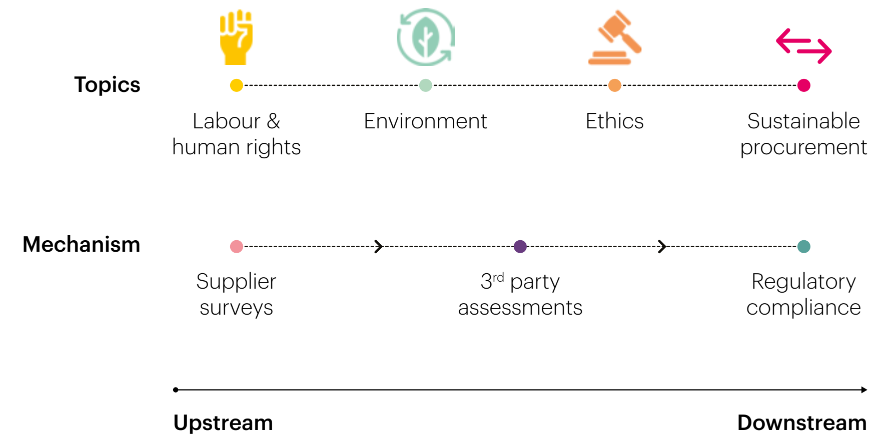
Case Study

In order to ensure comprehensive sustainability practices across its supply chain, the company has taken a proactive step by contracting the services of Eco Vadis, a renowned and universal sustainability-ratings provider. This strategic decision aims to conduct a thorough supply-chain risk assessment at Motherson, specifically targeting our top 6,000 suppliers.

By engaging Eco Vadis, the company demonstrates its commitment to responsible sourcing and sustainable business practices. The decision to assess the top 6,000 suppliers indicates the company's recognition of the critical role that suppliers play in shaping its overall sustainability performance. By focussing on these key suppliers, the company can effectively target and address potential sustainability risks and opportunities in its supply chain, allowing for better-informed decision-making and risk mitigation strategies.

Overview of our progress

Among the significant recent developments in our governance is the incorporation of due-diligence management practices within our supply chain to enable compliance with new sustainability regulations and standards throughout all our facilities. To strengthen accountability, we have established clear sustainability-related policies for the group and have made them available to the public. We have also developed a sound framework for determining how our operations can be integrated to facilitate the implementation of consistent and well-structured governance practices. These measures form part of the foundation of our long-term perspective on sustainability, a vision that extends well beyond the next five years. We will be guided on this journey by our Global Leadership Team, a group of professionals from across Motherson who will provide direction and leadership and manage the deployment of all sustainability-related strategies and initiatives.



Responsible Supply Chain Management

We are also pursuing third-party assessment and assurance for group-level carbon footprint reporting. Motherson is in the process of adopting international sustainability reporting standards such as the Task Force on Climate-Related Financial Disclosures (TCFD) and the upcoming Task Force on Nature-Related Financial Disclosures (TNFD), as well as affiliating with key external frameworks and organisations. We also plan to comply with new regulations, such as the EU Corporate Sustainability Reporting Directive (CSRD), which comes into effect in parts of Europe by 2024.

Standards, accreditation, and assurance: Aligned with all significant governance frameworks

Motherson adopts recognised sustainability standards and frameworks to guide its practices. External assurance and verification processes provide credibility to sustainability disclosures. Recognitions and certifications further validate Motherson's sustainability efforts.

Motherson voluntarily published the Business Responsibility and Sustainability Report (BRSR) for the fiscal year 2021-22 to further enhance disclosure practices and stakeholder relationships. The BRSR reporting framework promotes consistency, transparency, and better decision-making regarding sustainability issues. It also leads to the development of new and improved policies.

Additionally, Motherson is preparing to implement the Corporate Sustainability Reporting Directive (CSRD) in certain parts of Europe. This directive focusses on due diligence and supply-chain measures to enhance sustainability practices.

Overall, Motherson actively engages in various sustainability initiatives and frameworks to measure, improve, and report its sustainability efforts while promoting transparency and accountability.

Motherson is preparing to implement the Corporate Sustainability Reporting Directive (CSRD).

Coordinating our efforts

With facilities in 41 countries across the globe, the success of our sustainability effort largely hinges on coordination and cooperation across the group. Our Sustainability Development Team is aided by a network of Sustainability Champions from our operating divisions, the regional corporate (Chairman's) offices (RCOs), and other key leaders to ensure our philosophies, values, aims, and expectations are upheld in all our units. Additionally, a Sustainability Intelligence System (SIS) has been developed within the group to serve as a hub for all sustainability-related material, including collating sustainability metrics from other Motherson data recording systems. This centralised organisation system lays a solid foundation for long-term progress toward our sustainability goals.

Our ambitions

One of our main aims for the near future is transforming our overall approach to risk management by reframing it, both in theory and practice as 'Risk and Opportunity'. We believe that the best means of achieving our ambitious goals for innovation and growth is not just mitigating risk, but actively embracing it and the opportunities it yields. At Motherson, our goal is to thrive and make a difference in all circumstances, reflected in the shift in mindset embodied in 'Risk and Opportunity'.

Another important upcoming project is the complete integration of TCFD and TNFD, followed by improvements to our due-diligence process in alignment with forthcoming regulations. We also have concrete plans for implementing a tracking mechanism for policy review and deployment, providing oversight that will help ensure that our sustainability policies are effectively communicated and observed across the group.

In addition, there are plans to codify our management objectives to reinforce internal accountability and strengthen our leadership, which becomes increasingly important as we grow. Finally, we are eager to begin the process of adopting transformational governance.

Awards.

Maruti Suzuki

Overall Performance
(Wiring Harness)

Part Development Build to Print Category
(Wiring Harness)

Overall Performance
(Modules & Polymer Products)

Invaluable Support for OEM Project
(Modules & Polymer Products)

Part Design and Development
(Lighting & Electronics)

Inner Part Localisation
(Lighting & Electronics)

Maruti Suzuki

Spares Performance
(Vision Systems)

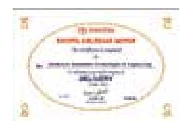
Superior Performance in VA VE
(Lighting & Electronics)

Toyota

Zero Defect Supplies
(Wiring Harness)

Achieving Targets in Quality
(Wiring Harness)

Zero Defect Supplies
(Modules & Polymer Products)



Achieving Targets in Delivery
(Modules & Polymer Products)

Toyota

Achieving Targets in Quality
(Modules & Polymer Products)

Best Project Management
(Modules & Polymer Products)

Zero Defect Supplies
(Precision Metals & Modules)

Logistics Performance
(Vision Systems)

Mahindra & Mahindra

MSES Level A
(Modules & Polymer Products

Best Quality Performance
(Vision Systems)

Honda Cars

Gold Award in Spare Parts Quality, Cost & Delivery
(Wiring Harness)

Best Kaizen-Cost
(Wiring Harness)

Certificate of Excellence Quality, Cost & Delivery
(Modules & Polymer Products)

Best Kaizen Productivity
(Vision Systems)

Winner of National Level Quality Circle
(Vision Systems)

Best Kaizen- EHS
(Lighting & Electronics)

Honda Cars

Achieving Targets in Delivery of Spare Parts
(Lighting & Electronics)

TATA Motors

Quality Excellence
(Wiring Harness)

Quality Excellence
(Modules & Polymer Products)

Self Reliance Excellence
(Modules & Polymer Products)

General Motors

Supplier Quality Excellence
(Modules & Polymer Products)

Supplier Quality Excellence
(Vision Systems)

Hyundai

Excellence in Supply Chain
(Wiring Harness)

Certificate of Appreciation
(Wiring Harness)

Certificate of Appreciation
(Vision Systems)

Fiat Chrysler Automobiles

Best Supplier Zero PPM & Zero Warranty
(Lighting & Electronics)

Best Supplier Extraordinary Support
(Lighting & Electronics)

Certificate of Appreciation for Contribution and Support
(Technology & Industrial Solutions)

Awards.

Renault Nissan


Best Supplier of the Year
(Modules & Polymer Products)


Quality & Customer Satisfaction
(Modules & Polymer Products)


Certificate of Appreciation
(Lighting & Electronics)

Chery Jaguar Land Rover


Creative Development
(Vision Systems)

Kia Motors


Excellent Supplier
(Vision Systems)

Volvo


Win-win Cooperation
(Vision Systems)

Ashok Leyland


Gold Award for Best Performance in Quality
(Wiring Harness)


Supplier Samrat
(Wiring Harness)


Best Supplier Award
(Wiring Harness)

Foton


Innovation Award
(Wiring Harness)


Win-Win Cooperation
(Wiring Harness)


Innovation Award
(Wiring Harness)

Sany


Sustained Performer in Quality
(Wiring Harness)


Win-Win Cooperation
(Wiring Harness)


Quality Excellence
(Wiring Harness)

Komatsu


Significant Contribution
(Wiring Harness)


Significant Contribution
(Precision Metals & Modules)


Best Performance in Quality
(Precision Metals & Modules)

Dongfeng Motor


Quality Excellence
(Wiring Harness)

BAIC Group


B20 Excellent Partner
(Wiring Harness)

Hyundai Construction Equipment


Best Supplier Quality Product
(Wiring Harness)

JCB


Best Performance
(Wiring Harness)

Daimler India


Excellent Performance in Quality Metrics
(Precision Metals & Modules)

KG Mobility


Supplier of the Year
(Modules & Polymer Products)

Navistar


Supplier of the Year- Quality
(Wiring Harness)

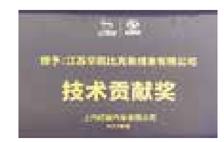
Dynapac


Decade of Dedication
(Wiring Harness)

JAC Motors


Win-Win Cooperation
(Wiring Harness)

SAIC Motors


Tech Contribution
(Wiring Harness)

FORLAND


Win-Win Development
(Wiring Harness)

DENSO Kirloskar


Quality Zero PPM & Delivery 100%
(Wiring Harness)

Caterpillar


Supplier Excellence
(Precision Metals & Modules)

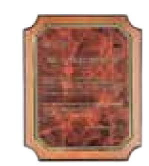
Escorts Kubota


Business Excellence Process/ Digitalisation
(Precision Metals & Modules)

Olectra Greentech


Best On-time Delivery Supplier
(Precision Metals & Modules)

FAW Group


Core Supplier
(Wiring Harness)

Isuzu Motors


Best Quality Performance
(Lighting & Electronics)

VE Commercial


Outstanding Contribution in Quality and Delivery Excellence
(Precision Metals & Modules)

chapter 12 awards

Awards.

Hyundai Mobis

Best Supplier Performance
(Wiring Harness)

Supplier of the Year for Spare Part Delivery
(Vision Systems)

Hero MotoCorp

Performance Award - Electrical Proprietary
(Wiring Harness)

Tokairika Minda India

Best Supplier in Quality
(Modules & Polymer Products)

Quality Excellence
(Modules & Polymer Products)

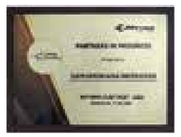
Gilbarco Veeder-Root

Performance Excellence
(Precision Metals & Modules)

Boeing

Supply Chain Performance Achievement
(Aerospace)

JK Tyre



Partner in Progress
(Logistics Solutions)

Business Innovations
(Logistics Solutions)

AIS Glass

New Product Development
(Wiring Harness)

Best Quality & Delivery Targets
(Wiring Harness)

Excellence in Innovation
(Precision Metals & Modules)

Amazon Web Services

Well Architected Partner
(Technology & Industrial Solutions)

Mahindra Logistics

Emerging Partner
(Logistics Solutions)

BOSCH

Rising Star (Embedded)
(Technology & Industrial Solutions)

Prawas 3.0

Innovative Products Display
(Precision Metals & Modules)

The Economic Times

Best Brand in Metal Cutting Industry
(Precision Metals & Modules)

FICCI

Road Safety Award
(Logistics Solutions)

CII

Energy Efficient Unit
(Lighting & Electronics)

Young and Emerging Leader in Energy Efficiency
(Lighting & Electronics)

Ministry of Power- GOI

Certificate of Appreciation for Achievement in Energy Conservation
(Lighting & Electronics)

KASEZ

Highest Export
(Wiring Harness)

Best Swachcha Unit
(Wiring Harness)

King's Award for Enterprise: Innovation

(Vision Systems)

Motherson group has received the prestigious 'King's Award for Enterprise: Innovation' for its EcoMirror design, which was approved by His Majesty King Charles III of the United Kingdom. This award highlights Motherson's commitment to sustainability and innovation in the automotive industry.

1. Quality Awards

Paccar

- Paccar PPM Quality (Wiring Harness)
- SPM Achiever (Wiring Harness)
- Quality Achievement (Wiring Harness)

John Deere

- Key Supplier (Wiring Harness)

2. Institutional Awards

Govt. of China

- Functional Institutions of Multinational Enterprises in Suzhou (Wiring Harness)

Business divisions built towards growth.

01 Wiring Harness

The Wiring Harness division of Motherson is a full-service system supplier with complete in-house design, development and manufacturing capability. It is one of the most vertically integrated business divisions with a product range promoting technological advancement across the automotive and non-automotive sectors it supplies to.

02 Vision Systems

Motherson is one of the leading global suppliers of vision systems to the automotive industry, and the product range includes interior mirrors, exterior mirrors and camera-based detection, which it supplies to almost all major OEMs. Vision Systems is aided by strong vertical integration and provides full-service solutions to its customers.

03 Modules & Polymer Product

The division encompasses the largest business line in Motherson. It develops and produces a highly diversified product range from simple plastic parts to highly integrated systems and modules, supplying to OEMs globally. The group also exhibits capabilities in mould design and tooling.

04 Emerging Businesses

Elastomers

The Elastomers division supplies a wide range of elastomer-based solutions and products to a spectrum of industries, including automotive, medical, home appliances and general industrial applications. The in-house rubber mixing facilities guarantee extensive technical capabilities in the formulation and development of rubber compounds.

Lighting & Electronics

The division consists of a spectrum of businesses that focus on OEM supplies and also do business through direct channels. The product portfolio includes exterior lighting and electronics, passenger car HVAC & compressors, body control module, struts, shock absorbers and products for backward integration. The division also engages in the area of direct B2B supply.

Precision Metals & Modules

The division is a full system solutions provider for any metal processing, including integration of higher-level assembly. It offers an array of products in precision machining; modules like cabins for off-highway vehicles and HVAC systems; body parts, and process equipment to a wide spectrum of industries.

Technology & Industrial Solutions

The division focusses on technology, engineering, and manufacturing solutions. It sustains the digital foundation of the group's global operations. It also caters to external clients from different industries globally. This division has a futuristic approach to understanding industry trends and providing solutions. The division has also forayed into telematics.

Aerospace

The Aerospace division of Motherson brings the current capabilities of the group in areas such as wiring harnesses and plastics — into the aerospace industry by providing integrated solutions. The division is simultaneously engaged in developing new products in order to increase its foothold in this segment.

Logistics Solutions

The Logistics Solutions division of Motherson aims to bring in efficiency, technology and specialisation in the automotive supply chain. It deals with the logistics of finished vehicles in both the groups' internal supply chain as well as for external customers.

Health & Medical

The division is driven by its purpose of positively impacting lives globally by helping people become healthy and stay healthy. The division works towards realising this by providing products, solutions and services that help people manage and improve their health and enable people to access affordable care of the highest quality.

Services

The division consists of businesses that engage in direct sales and services to end customers and support their manufacturing operations. The business portfolio includes an industrial park, manufacturing engineering, consultation, project management and turnkey supplies to the automotive industry.

chapter 14 wiring harness

Wiring Harness.

Having a presence across 21 countries through its 102 facilities, the Wiring Harness division is one of the largest manufacturers of cutting edge electrical and electronic distribution systems (Wiring Harness Systems) for the power supply or data transfer across all vehicle segments as well as other industrial applications. We are a full-service system supplier with complete in-house design, development, and manufacturing capability.

Our distinguished product portfolio encompasses a wide array of essential components, including wires, connectors, terminals, electrical distribution systems (EDS), power modules, and more. Moreover, we extend our unwavering support to the entire transportation industry, catering to passenger vehicles, two-wheelers, commercial vehicles, farm equipment, material handling machines, and the vast domain of rolling stock.

Organic growth

FY 2022-23 has been a remarkable period of growth, largely driven by market recovery and easing supply chain constraints across all our operational geographies except China. This upturn, combined with the launch of new customer programmes, propelled our top-line growth significantly. The division won several new programmes from OEMs in every segment globally, including passenger cars, commercial vehicles, two-wheelers and others. One significant achievement for the division is the increasing sales and order book from the electric vehicle (EV) segment.

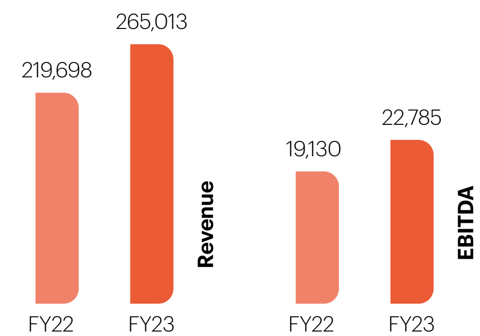
We are grateful that we have been nominated for numerous customer programmes in both Europe and North America to supply to global EV truck and commercial vehicle manufacturers. The division also secured new order wins for high-voltage cables, antenna cables, and other components for several Indian OEMs in the passenger car segment. Furthermore, our rolling stock business has received its first order for a hydrogen-based vehicle to replace diesel fleets.

As a result, the Wiring Harness division achieved an all-time high in annual revenues, marking a significant achievement in our operational history—and we are thankful to our teams and customers around the world for this success. We also experienced a year-on-year improvement in profitability, and we hope to continue this momentum on our road to Vision 2025.

Footprint expansion

The division saw a significant footprint growth in several regions, including both Greenfield and Brownfield expansions.

In Serbia, the satellite plant in Pozarevac was opened, strengthening our presence and production capabilities in Eastern Europe. The Tczew plant in Poland transformed, shifting from rolling stock production to a wiring harness unit. This strategic alteration supports our growth plan, driving us to concentrate on the specific demands of our growing customer base in the region.



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities	Number of countries	Share in SAMIL revenue
102	21	29%

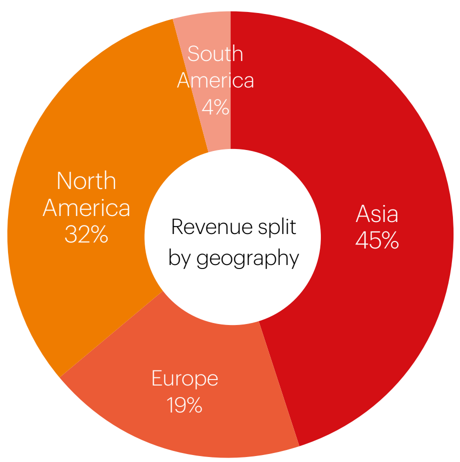
We are also coming up with Greenfield projects in the states of Rajasthan and Gujarat in India. These facilities will create new avenues for growth, enabling us to expand our reach and cater to the unique requirements of the region.

Our integrated expansion strategy reinforces our commitment to enhance our global supply chain, augment our production facilities, and support our goal to provide superior value to our customers.

Product innovation

The past year has witnessed exciting product innovations that have significantly bolstered our portfolio. We successfully implemented the fuse holder in our Barchfeld plant in Germany, along with a fuse and relay box for a notable bus manufacturer, showcasing our commitment to enhancing safety and efficiency in vehicle electronics. To meet evolving industry standards, we established a state-of-the-art high voltage laboratory in Poland, equipped with HiPot Test and High Current Test capabilities.

Another notable achievement includes the in-house development of new high-speed data communication cables for a leading agricultural machinery manufacturer. Additionally, we have introduced our own inter harness connection series, featuring the first connection system set that is **IP69 compliant** and has been integrated into customer vehicles. We are also thrilled to announce that our advanced power distribution box has been incorporated into the Stage V Backhoe loader.



*Net of intrasegment revenue within Wiring Harness Division

> The demand of electric vehicles and premiumisation will drive a substantial increase in wiring harness content per vehicle, creating promising prospects for future growth.

In North America, we have ventured into SMD electronics assembly and testing, developing products like electric vehicle distribution modules, solid-state switching, electronics functional redundancy, high current switching, and battery monitoring systems. These innovations will play a pivotal role in the rapidly growing electric vehicle market.

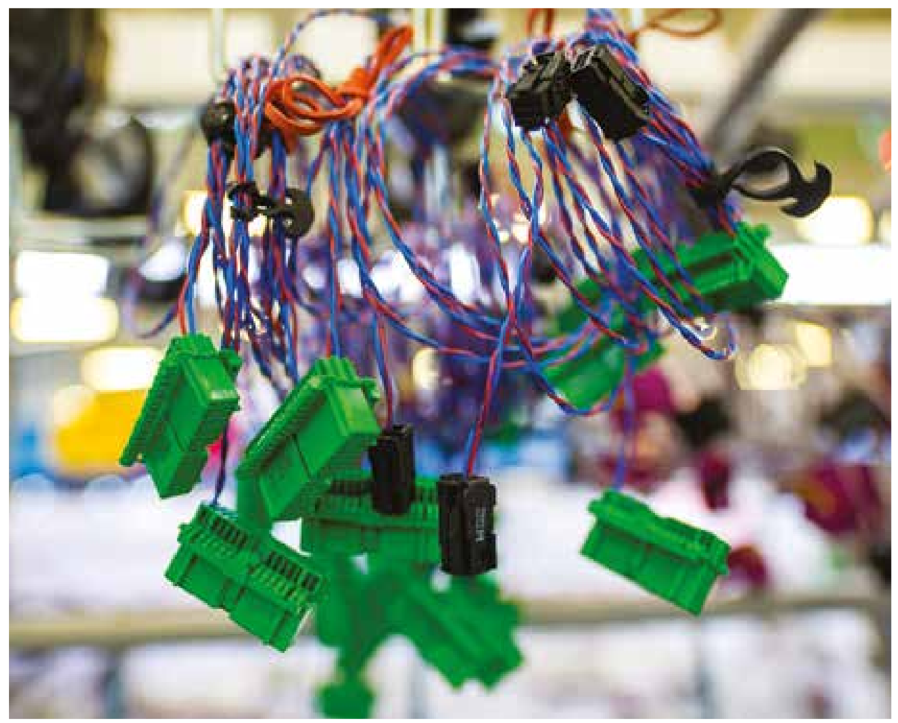
Our commitment to delivering cutting-edge solutions to our valued customers propels us towards research and development while staying at the forefront of the industry.

Expanding our product lines to better serve our customers

We have recently established an in-house Antenna production in Serbia, set to begin operations in FY 2023-24, strengthening our capabilities in this region. Additionally, several new product launches have taken place in India to meet unique customer requirements. These include multiple products for leading OEMs in the passenger car segment, such as:

- **Integrated Relay Box**
- **Cabin and IP Fuse Box**
- **Modular Distribution Module**
- **Battery Mounted Fuse Box**
- **Engine Fuse and Relay Box**

Other new offerings include a Chassis IPX9 fuse box (waterproof connectors and enclosures) for a well-known commercial vehicle manufacturer in India, a splash-proof relay box for a renowned construction equipment OEM, and a modular distribution module for a key agricultural machinery manufacturer, further strengthening our presence beyond the passenger vehicle segment.



Our product line expansion demonstrates our dedication to meeting and exceeding customer expectations through innovative, high-quality solutions. This commitment cements our position as a trusted partner to customers worldwide.

Road to Vision 2025

Leveraging the strengths of the Motherson platform as well as the growing demand of our customers, the Wiring Harness division is well-poised for continued growth. We are set to benefit from new platforms and programmes from existing customers, increasing and strengthening our market share. Additionally, we are continually expanding our product offerings to better serve our customers—this allows us to meet an array of customer needs, further solidifying our position in the market. Moreover, the growing popularity of electric vehicles and the rising demand for premiumisation will drive a substantial increase in wiring harness content per vehicle, creating promising prospects for our future growth. We are currently in discussions with many leading OEMs across various geographies, exploring new opportunities in the EV vehicle segment. The division is also focussed on continual vertical integration to further strengthen its supply chain and increase cost efficiencies across its global operations, which will play a crucial role in our journey to Vision 2025 and beyond.

Vision Systems.

The Vision Systems division is one of the leading global suppliers of automotive vision systems to major passenger vehicle manufacturers worldwide. Our product portfolio includes a range of exterior and interior mirrors and camera-based detection systems. The division develops solutions for all categories of automotive mirror applications, from basic, manually adjusted exterior and interior mirrors to electric-control and high-value rearview vision systems with multiple integrated features and high-performance rearview camera monitoring systems (CMS).

In addition to complete mirror units, the division specialises in several additional components, including reflector-glass modules, high-gloss moulding, LED turn-signal lamps, image-processing units, electronic control units, and glass and power-folding actuators, among others. This comprehensive product offering allows us to provide integrated solutions that meet the diverse needs of our customers.

With 36 facilities in 18 countries, the division leverages its expertise and extensive manufacturing capacities to design and produce innovative products that meet today's customer demands and position us to create the products of tomorrow.

Organic growth

The Vision Systems division demonstrated remarkable organic growth in FY 2022-23. We have a robust order book across our product portfolio and are well-positioned to meet the growing demands of OEMs.

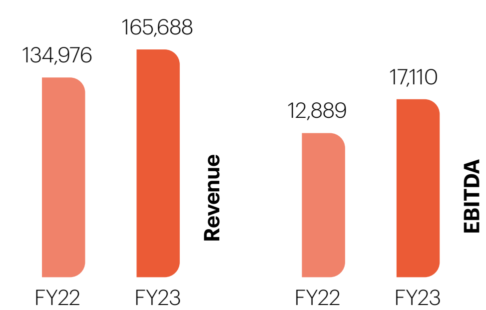
New orders

One of the key drivers of our growth was the post-COVID market recovery. As the global automotive industry rebounded from the challenges posed by the pandemic, we witnessed an increase in demand for our automotive vision systems. This recovery, coupled with improvements in semiconductor supplies, created favourable market conditions for our division to thrive.

Thanks to the continued trust of our customers and the resilience of our teams across the globe, we successfully won next-generation vehicle contracts from our existing customers. In addition, we also won orders from new customers across geographies, including electric vehicle (EV) OEMs. We have engaged with several of our German customers to manufacture their next-generation products. Expansion of our business with a premium two-wheeler OEM has been another highlight of our organic growth — we have successfully increased our presence in this segment and have plans to further enhance our market penetration in the coming years.

Furthermore, our EcoMirror product, which offers eco-friendly and high-performance features, remains a fast-growing product for the division.

We are grateful to have reached a significant milestone this year by securing the highest number of new business contracts in our company's history and the most successful year for the division in terms of annual revenues.



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the *MD&A section* *of this Annual Report.*

Number of facilities **36**

Number of countries **18**

Share in SAMIL revenue **18%**

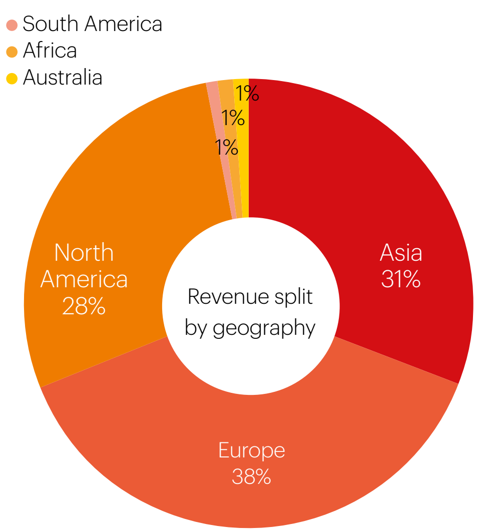
Increasing value per car

To meet the ever-changing and complex demands of customers, OEMs are adding more sophisticated and advanced features to their vehicles, giving us the opportunity to increase the content and value per OEM. For example, requests from OEMs for additional cameras and features such as logo lamps have resulted in a higher average selling price for exterior mirrors. This works in our favour because of our strong presence in this segment. Our ongoing efforts to vertically integrate different components, such as actuators and printed circuit board assemblies (PCBAs), further contribute to this growth.

In addition, the division was able to increase profitability by continuing to focus on operational efficiencies and cost reduction across all aspects of our business. This has helped us manage the cost increases in our business more effectively.

Product highlights and innovation

The Motherson EcoMirror is an innovative, award-winning, next-generation exterior rearview mirror with significant advancements. It is 30% smaller and 33% lighter than traditional rearview mirrors and integrates the glass and casing into a sealed unit, thereby reducing energy consumption and carbon emissions. We continue to experience significant success with this product and have secured multiple contracts with new customers across customers, including EV manufacturers.



*Net of intrasegment revenue within Vision Systems Division

Furthermore, our commitment to vertically integrating our product line has led to developing our proprietary actuator, further enhancing the aerodynamics of the EcoMirror, and promoting fuel efficiency. The EcoMirror combines two types of actuators into one: one for glass movement and the other for folding the exterior mirror. We continue to launch more new programmes for this unique product.

Motherson has received the prestigious **'King's Award for Enterprise'** in the category of 'Innovation' for its EcoMirror design. It is the highest accolade for a business in the UK, which was approved by His Majesty King Charles III of the United Kingdom under the recommendation of the Prime Minister of the UK. This award recognises our commitment to sustainability and product innovation.

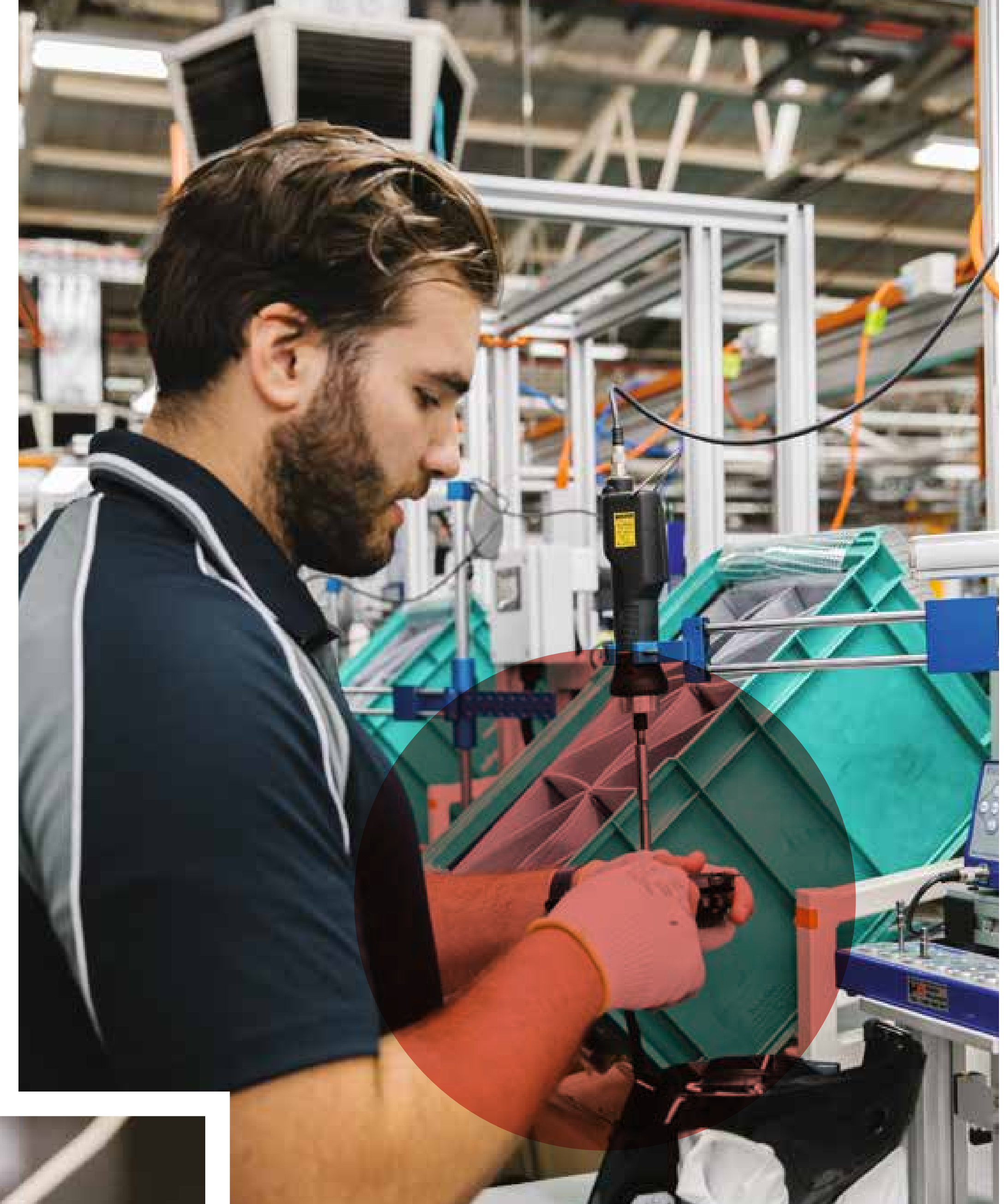
We continue to meet significant development milestones for successfully launching our first extensive camera monitoring system (CMS) for a passenger vehicle in Asia and Europe. This allows us to expand our market share in this segment. Building on this momentum, the Vision Systems division has created an ambitious roadmap for designing and manufacturing CMS for additional passenger vehicles.

The evolving consumer needs have inspired a demand for additional lighting content in exterior mirrors, including sophisticated LED lights and logo projector lamps. This presents future opportunities for our division to increase the content per vehicle. Several of our plants are already manufacturing side-turn indicators for rearview mirrors, and we have also launched our first power-folding mechanism specifically designed for smaller applications in CMS. The division aims to further strengthen its supply chain by producing its PCBAs in various global locations.

These additions to our innovative product offerings for passenger vehicles demonstrate our dedication to continuously providing diverse solutions to our customers worldwide.

Footprint expansion and inorganic growth

The Vision Systems division continues exploring different opportunities for inorganic growth in order to strengthen our ability to serve our customers worldwide.



A significant development in FY 2022-23 is the acquisition of Ichikoh Industries (rearview mirror business). Founded in 1903, Ichikoh is a key supplier of cutting-edge automotive mirrors, lamps, and other associated products. With this acquisition, Motherson adds three manufacturing facilities in Japan and China and 260 patents to its intellectual property (IP) portfolio. This will help the division expand its geographical reach within China and have more penetration with Japanese OEMs in China. In addition to creating additional manufacturing capacities, integrating Ichikoh into the Motherson family will foster closer coordination and a stronger relationship with our Japanese customers in Japan and the rest of the world.

We welcome Ichikoh and look forward to capitalising on the opportunities this acquisition will bring to create value for all our stakeholders.

Road to Vision 2025

As we look ahead to 2025, the Vision Systems division is extremely grateful to our customers for entrusting us with a flourishing order book for both internal combustion (IC) and electric vehicles (EV). We have successfully retained all major contracts with European and Chinese customers while securing additional contracts strengthening our position in key markets. The EV segment, in particular, promises to be an important catalyst for growth over the coming years as we continue to secure new orders in this sector for both existing and future models.

Thanks to the strength of Motherson as a platform, our recent expansion into Turkey, Japan, and China have generated considerable momentum towards achieving our Vision 2025 goals. These expansions have created opportunities in new markets, expanded our customer base and increased our content and value per OEM. The division continues to focus on further improving its ROCE through strategic CAPEX investments, increased automation, and operational efficiencies and driving margin growth through vertical integration, particularly in power-fold and actuator technologies.

This way, the division inturn strengthens the growth platform that Motherson provides.

Modules & Polymer Products.

The Modules & Polymer Products division is one of the world's leading manufacturers of interior and exterior components, from simple plastic parts and mechanical assemblies to highly integrated modules for all types of vehicles, including small cars, luxury cars, commercial vehicles, and two-wheelers. As one of the leading suppliers in Germany, Spain, France, and India with a foothold in many other automotive regions in North America, South America, Europe, and Asia, our broad and multi-market expertise allows us to offer competitive full-system solutions to our customers, supporting them from concept design and product development to testing and fully integrated mass production.

The division offers highly specialised technology and manufacturing expertise in polymer processing, precision moulding, aesthetic surfaces, fully automated painting, mould tooling, assembly, and logistics.

Our line of interior components includes cockpits, instrument panels, door panels, centre consoles, decorative trims, etc. For vehicle exteriors, we offer bumpers, front-end modules and grilles, spoilers, rocker panels, window-sealing strips, and much more.

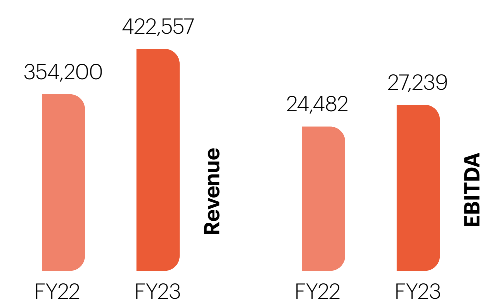
Organic growth

The Modules & Polymer Products division has seen remarkable growth in FY 2022-23, driven by a robust order book and increased market penetration. An Italian luxury car manufacturer awarded the division a decoration package, our first decoration contract for this brand. We also won an interior-panel programme from a global sports car OEM in France. These accomplishments signify our increased involvement in the luxury and sports car segments, which will continue providing new avenues for growth.

The division also secured several other contracts with customers for both interior and exterior parts, including bumpers, door panels, pillar trims, In-Mold Grain Lamination (IMGL) features, and more. Furthermore, we have increased our business in the two-wheeler segment with new orders from a renowned international brand and a fast-growing Indian electric vehicle (EV) company. One of the key highlights from the past year was winning a door panel contract with a premium-car manufacturer for their EV models in three continents. The division also extended its contract for bumper manufacturing with a high-end carmaker in the United States.

Overall, we are in a strong position with a diversified order book, including many orders from the EV segment. We are very grateful for this success and would like to thank both our customers for their continued trust in our abilities and our people for their efforts.

Despite facing numerous challenges over the past year, the division demonstrated remarkable resilience and adaptability. For instance, to counteract inflation, the division undertook aggressive price negotiations with customers and suppliers, ensuring that costs remained manageable. We also implemented various energy-saving initiatives to cut operating costs further and improve sustainability. The division addressed labour constraints by increasing automation and making



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities **101**

Number of countries **25**

Share in SAMIL revenue **46%**

chapter 16 modules & polymer products

efficiency improvements. Furthermore, we mitigated the impact of irregular customer production schedules by compensating for shift cancellations and seeking other cost recoveries. Through these proactive and strategic measures, the division successfully navigated these rough waters while continuing to grow.

Footprint expansion

The division is continuously assessing and expanding its capacities to address the growing demand of our customers. We have inaugurated two new module centres in Germany and Slovakia, increasing our production and distribution capabilities in these vital markets. In Neustadt, Germany, the division has introduced a new paint shop and an automated storage building to increase our production efficiency and inventory management capabilities. A similar manufacturing expansion has also been undertaken at Schierling in Germany, where a new storage facility has bolstered our storage and logistics capabilities.

Additionally, we have finalised a 14,000-sq. metre expansion of the Nitra facility in Slovak Republic to support the launch of new interior programmes in FY 2024. In India, the division has also opened a new tool room to meet the tooling needs of the Lighting & Electronics division. Also, a new Greenfield facility for MATE is currently under construction and will be operational in 2024.

Inorganic growth

We acquired a 51% stake in Saddles International Automotive and Aviation Interiors (SIAAIPL). Saddles is engaged in the manufacturing of premium upholstery for automotive applications. This acquisition is a step towards diversification of our current business with our entry into upholstery space used for applications such as passenger vehicles seat covers, covers for gear knobs and wrapping of door panels, etc., thereby supporting the group's vision of increasing content and value per car.

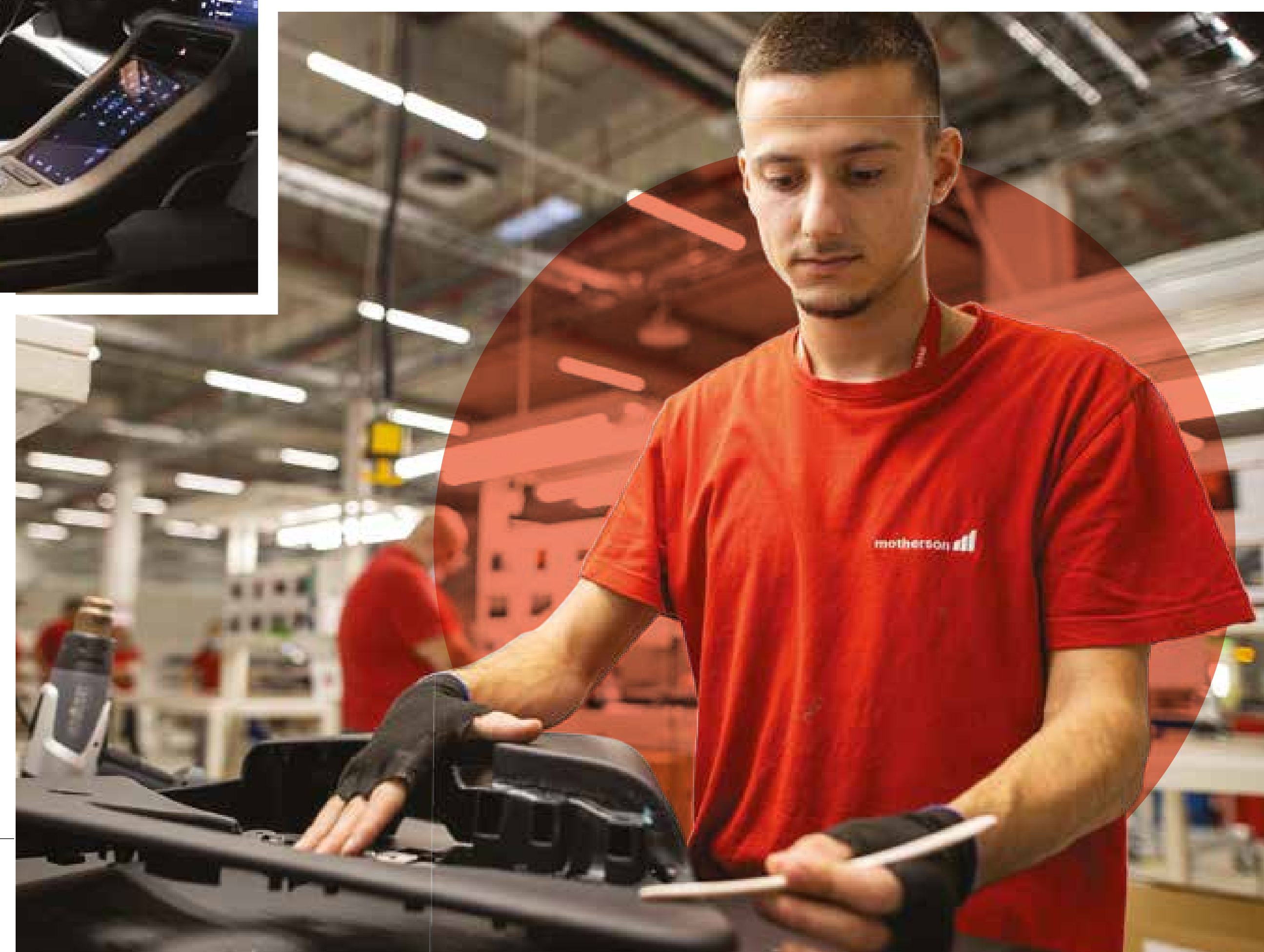
Furthermore, Motherson has recently entered into a strategic partnership with Honda Motor to acquire 81 percent stake in the 4W business of Yachiyo Industry Co., Ltd of Japan. Yachiyo makes sunroof, fuel tanks and plastic products for the automotive industry, among others. Through this agreement, we will acquire the capabilities to produce new components such as plastic tailgates, further strengthening our market position.

We are thrilled about these partnerships and look forward to serving our customers together, driving sustainable growth for the group. .

Product highlights and innovation

The division has been at the forefront of product innovation with our solutions prominently featured in premium vehicles worldwide. We have introduced a door panel with an illuminated insert for a global luxury car manufacturer. We have produced an illuminated radiator grille for another high-end carmaker that improves visibility and adds a distinctive visual element to the car's design. We have also developed a stylish front panel for a premium EV model of a German OEM, further solidifying our expertise in vehicle exteriors. The division has also penetrated the commercial vehicle and hybrid car segments: we are producing Decoprint panels for a leading commercial vehicle OEM and supplying cork and stone elements for a hybrid passenger car.

We have increased penetration in the luxury and sports car segments, which will continue providing new avenues for growth.



We launched several new products for passenger cars and two-wheelers last year, including innovative ambient-lighting solutions, soft touch In-Mold Grain Lamination (IMGL), 3D bending – roof rail, decorative parts, and more. Moreover, we are expanding our footprint in non-automotive industries as well. For example, we have begun producing thermoforming and assembly parts for MRI machines for an international medical equipment OEM, an important diversification to our product portfolio.

We are also undertaking several research and development (R&D) projects that involve creating technologically advanced, high-end solutions to address future needs. For example, our engineering team is developing a fully sustainable door panel using lightweight and eco-friendly materials. We are also developing a centre cover grille with integrated lighting and sensors. These innovations underline our commitment to pushing boundaries in automotive design and technology and integrating enhanced functionality with sophisticated aesthetics.

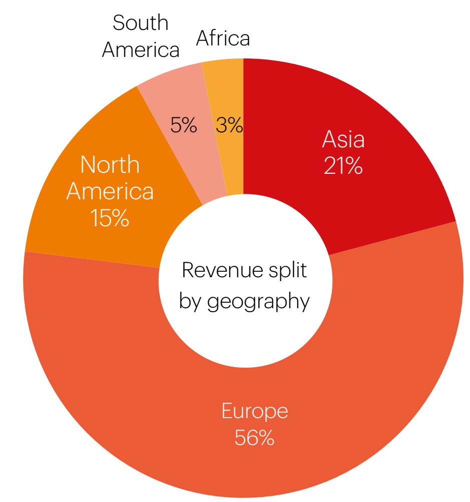
Road to Vision 2025

The division will continue focussing on new technologies, innovation, and customer satisfaction to further its market penetration and grow organically while increasing content and value per OEM.

The rising demand for premiumisation in both internal combustion (IC) and EV vehicles presents a significant growth opportunity for our division. We are partnering with global OEMs to innovate, exploring solutions like ambient lighting, bumper and grille illumination, 2D logos, flush door handles, slim air vents, and charging combination systems (CCS). These developments not only improve the user experience but the visual aesthetics as well. By capitalising on this trend, we are strengthening our presence as a leading supplier to premium vehicles, fostering growth and ensuring sustainability for our division.

Additionally, the favourable shift in market conditions, marked by improvements in semiconductor supplies and a rise in consumer demand, will play a significant role in our journey to Vision 2025. We are poised to grow with growth trends in India as well as worldwide. The division will also look to strengthen its market foothold inorganically through strategic acquisitions and joint venture partnerships.

Through all these focal points, the division will strengthen Motherson as a platform for growth.



*Net of intrasegment revenue within Modules & Polymer Products Division

Elastomers.

The Elastomers division offers a diverse range of elastomer-based solutions encompassing rubber compounding, injection-moulded rubber parts, rubber-to-metal bonded parts, assembly components, and extruded-rubber components for both automotive and non-automotive applications. Our in-house rubber-mixing facilities in India and Australia provide extensive expertise and technical capabilities in formulating and developing rubber compounds.

The division's product portfolio showcases an extensive array of injection-moulded rubber components tailored for the automotive industry, including grommets, boots, bellows, dampers, gaskets, and seals. Additionally, our selection of compression-moulded and extruded-rubber products includes weather strips, glass runs, boot and hood seals, tank straps, rubber flares, bonded components, suspension bushes, bump stops, large engine gaskets, auto-suspension components, and moulded-rubber brake components.

Industry overview

The Elastomers division offers automotive OEMs a wide range of solutions both for internal combustion vehicles (ICE) as well as plug-in hybrid electric vehicles (PHEV) and electric vehicles (EV). Additionally, we are supplying to the mining industry as well. The division is also exploring applications in other sectors, such as healthcare. Bolstered by the long tradition of manufacturing excellence of Motherson, the division is able to diversify both its offerings and customer base, which positions us as a preferred solutions provider and paves the way for long-term success.

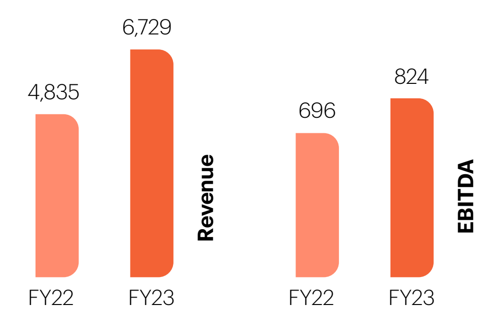
Key strengths and capabilities

The Elastomers division has strong foundations in both engineering and development that allows us to serve our customers across all stages of production, such as product design, prototype development, testing and validation, and serial production. Our compound development team currently has more than 19,000 formulas, which are vital in supporting new-product development as well as providing quick turnaround for customers.

The division offers multiple manufacturing processes under one roof, including compounding, moulding, extrusion, and calendering. As a result, we are able to provide our customers with comprehensive support and an impressive array of products. Internally, we are vertically integrated within Motherson and provide elastomer products for many of the other divisions.

We are an attractive option for global customers as we can offer products and services at competitive costs.

Our products are freight-friendly, which further establishes us as a preferred supplier for businesses both inside and outside India. We are also expanding our global footprint to improve our ability to serve customers worldwide, having established warehousing facilities in China, the USA, Mexico, and Germany. We are, thus, poised to grow both domestically with our OEM/Tier-1 customer base and internationally through our exports to North America and Europe, further securing our position as a globally preferred sustainable solutions provider.



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities **05**

Number of countries **02**

Share in emerging businesses **10%***

*Before intersegment elimination

chapter 17 emerging businesses

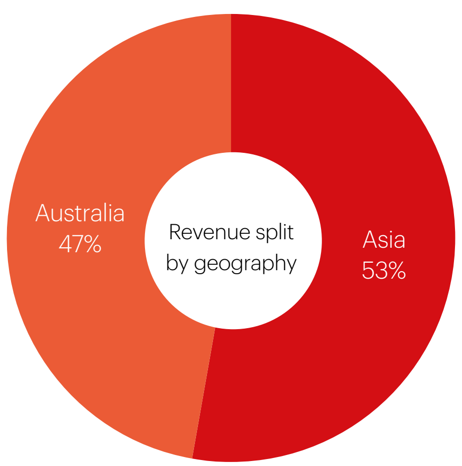
Well-prepared for the future

The division is well-positioned to thrive amidst the changing dynamics in the automotive industry. As automotive production transitions towards electrification, the demand for elastomer-based components for new platforms will grow, resulting in an increase in content for us. With our strong technical and manufacturing capabilities, the division is in a great position to cater to customers across different market segments and vehicle types.

The division's manufacturing footprint extends across India and Australia with five plants. New Greenfields have been set up to support our ongoing growth, enhance customer support and meet future demands. We also launched a warehouse facility in China last year, leveraging the presence of Motherson in that region. These investments will strengthen our production capacities, support our existing order book, and play a crucial role in realising our long-term growth plans.

Organic growth

The Elastomers division is one of the fastest-growing emerging businesses within Motherson. Within a short span of time, we have established strong relationships with global OEMs by delivering high-quality products and superior customer support.



*Net of intrasegment revenue within Elastomers Division

Our revenues increased significantly over the last fiscal year, and we expect to maintain this positive momentum in the years ahead. Our focus on excellence, product-line expansion, and leveraging the global presence of Motherson has allowed us to deepen our engagement with existing customers and expand our customer base across our facilities both in India and Australia.

The Elastomers division was awarded several new programmes by leading OEMs for both passenger cars and commercial vehicles. We were nominated as a global supplier for

the EV platform of a renowned European OEM. We also won a new programme from a leading two-wheeler manufacturer in India, marking our entry into this segment. Moreover, the division is witnessing an upsurge in orders from the USA and China, solidifying our position in these markets. These wins demonstrate the trust our customers have in us.

Alongside our expansion in the IC vehicle segment, we have made substantial strides in the EV and mining segments, adding new product lines to meet our customers' changing needs. Today, we are producing more components than ever for manufacturers in both the passenger car and commercial vehicle segments.

Despite making some CAPEX investments over the past year, the division has consistently maintained ROCE,and we remain on track to achieve our targets for Vision 2025.

Product highlights

Over the previous year, the Elastomers division expanded its product portfolio by significantly penetrating the EV market. We now supply new products such as battery gaskets, battery cooling hoses, charging cable grommets, and battery blow-by hoses to a luxury European carmaker. Additionally, in response to customer demand, we have built state-of-the-art, fully automated production lines for sensor cleaning and profile hoses for our EV customers, adding new capabilities to the division's offerings and helping us to serve our customers more effectively.

Road to Vision 2025

The Motherson platform strengthens the potential of the Elastomers division to further expand, as evidenced by our consistent success in all parameters. The global footprint of Motherson provides a reliable foundation for future growth, enabling us to supply components to several group divisions, including Wiring Harness, Modules & Polymer Products, and Vision Systems. As these divisions continue to expand and thrive, so will the Elastomers division synergistically rise.

Increasing demand for EVs coupled with our expertise in rubber products offers additional opportunities for the division. We are establishing a strong foothold in an array of global markets through increased penetration in the US, Europe, and China and our strong relationships with customers there. Moreover, we are actively exploring potential partnerships and acquisition opportunities to further enhance our global presence and capabilities. The division is also seeking other industrial applications, including the medical and white-goods segments, to diversify our portfolio and expand our product offerings. With this ambitious, multi-pronged approach to growth, the Elastomers division is well-poised to achieve the Vision 2025 targets as well as for long-term success.

Lighting & Electronics.

The Lighting & Electronics division incorporates a diverse range of businesses focussing on supplying to major automotive OEMs as well as conducting business through direct channels. With an extensive product portfolio, including front and rear exterior-lighting solutions, LED modules, body-control modules, electronic components, heating, ventilation, air conditioning (HVAC) systems, shock absorbers, and aluminium die-cast components, the division provides comprehensive solutions to meet the evolving demands of the automotive Industry.

In the industrial sector, we provide air compressors and paint-coating equipment. With our in-house services and manufacturing capacities covering plastic injection moulding, surface coating, welding, assembly, and testing, we are well-equipped to support our customers throughout their journey, ensuring their satisfaction with the end product.

Organic growth

The Lighting & Electronics division continued to expand in FY 2022-23. Our division outpaced the market significantly, exhibiting accelerated growth over the past year. We successfully increased business with our long-standing customers while also expanding our order book with contracts from new customers.

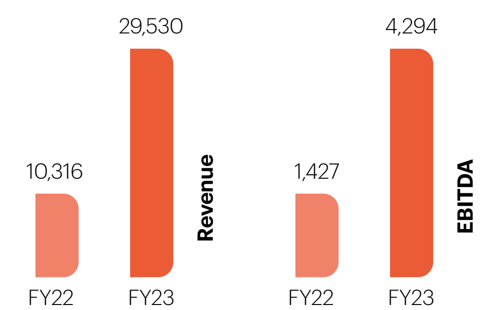
A pivotal factor in our growth story is the ongoing trend of premiumisation in the automotive industry, which drives demand for more high-end, aesthetic, and efficient lighting solutions. With our robust design and manufacturing capabilities, we succeeded in capitalising on this trend to increase value and content per OEM, bolstering our growth and strengthening our position as one of the largest lighting suppliers in India.

Our continued focus on localisation and vertical integration of the supply chain is another major contributor to the robustness of our business. By sourcing more components internally within the Motherson ecosystem, we have greater control over quality, cost, and delivery. This strategic focus on localisation has enhanced our operational efficiency and helped us achieve our Return on Capital Employed (ROCE) targets. We are also working on initiatives such as digitalisation and low-cost automation to further boost our profitability.

Footprint expansion

To meet the growing demands of our customers and support our organic growth, the division has undertaken strategic footprint expansion initiatives.

Recently, we inaugurated a Brownfield facility in Chennai that was established specifically for producing brushless DC electric motors (BLDC) for export to the US market. Furthermore, we are establishing a new Greenfield facility in Pune, which will be operational in a few months. This facility will be Marelli Motherson Automotive Lighting's (MMLI) third facility in Pune,



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities
17

Number of countries
01

Share in emerging businesses
42%*

*Before intersegment elimination

enabling us to cater to the increasing demands of our customers.

In a significant achievement for the division, we have launched a Global Design Centre dedicated to the mechanical design of lighting applications. With this centre, we now have the capability to provide design solutions to global customers from India. Lastly, to further localise our supply chain, we opened a state-of-the-art dedicated lighting tool shop in Noida.

Expanding at the behest of our customers

The decision to expand our capabilities and establish a tool room facility in Noida was driven by our customers' specific needs and requests. We recognised a gap in the market, as no lighting supplier in India could provide tooling solutions to OEMs. OEMs were forced to rely heavily on suppliers from China, Thailand, and Korea for their tooling needs. Our customers expressed their desire for us to add tooling capabilities internally, recognising the value of having a local supplier that could provide end-to-end solutions. We listened to their feedback and saw this as an excellent opportunity to serve our customers better and enhance our value proposition.

We established a tool room facility within Motherson and are now able to produce tools internally and offer our customers a comprehensive range of solutions. This integration allows us to provide a seamless experience, from design to tooling to producing lighting solutions, all under one roof.

We have launched a Global Design Centre dedicated to the mechanical design of lighting applications, so we can provide design solutions to global customers from India.

Product highlights and innovation

On the Lighting side, a milestone achieved is the vertical integration of our headlamps, including their LED modules. We have localised the entire production of the Bi-LED module, including its lighting parts, at our plants in Sanand, Gujarat and Pune, Maharashtra, India. Thanks to the efforts of our teams, we are now the only entity in India that has accomplished complete end-to-end localisation of headlamp modules, giving us a competitive edge in the market and enabling greater cost efficiency. Our customers have recognised our persistent pursuit of excellence, and we are honoured to have received awards for quality and innovation from them.

With respect to Electronics, the division has completed the localisation of the BLDC motor at the facility in Chennai in collaboration with Marelli. These motors will be exported to the US for high-end and electric-car applications. Although the demand for this product is currently more prominent in the US market, we anticipate that as the trends for electric vehicles (EVs) and premiumisation continue to rise, there will also be an increased demand for these motors in India. As a division, we are fully prepared to serve the OEMs in India when this demand materialises.

Road to Vision 2025

As part of our strategy for achieving our Vision 2025 goals, we plan to capitalise on the trend towards premiumisation and EVs, which is fuelling exponential growth in the automotive lighting solutions sector. Consumer preference for luxurious vehicles is creating more demand for advanced lighting systems with enhanced functionality and aesthetics. Additionally, the widespread adoption of EVs driven by environmental consciousness and government initiatives has necessitated energy-efficient, long-lasting, and technologically advanced lighting solutions. Both these factors will continue to act as growth catalysts for the division, allowing us to innovate and expand our product portfolio, thereby increasing both content and value per OEM.

By leveraging the extensive expertise of the group and building most solutions end-to-end within Motherson, we will increase our profitability.

Another essential element in our growth strategy is to continue insourcing and localising components. By leveraging the strong platform that Motherson provides and building most solutions end-to-end within Motherson, we will increase our profitability. We have already made significant progress in this area, sourcing wiring harnesses, plastics, rubber components, die-cast products, and electronics from within Motherson, further strengthening our vertical integration efforts.

Overall, the Lighting & Electronics division is well-poised to meet the evolving demands of customers and achieve its Vision 2025 targets through sustainable growth in all aspects of its operations.

Precision Metals & Modules.

The Precision Metals & Modules division offers complete solutions in metal processing and integration of higher-level assemblies.

We are able to meet the specific requirements of customers across various industries thanks to our diverse product portfolio, which encompasses operator cabins, heating, ventilation, air-conditioning systems (HVAC) for the off-highway, agricultural, commercial vehicle, and bus segments, cutting tools, hot and cold-stamped components, sintered metal parts, thin-film coating and machining services. Our in-house design and development capabilities allow us to provide our customers with cutting-edge products that meet and exceed expectations in terms of functionality, quality, and performance.

Favourable tailwinds

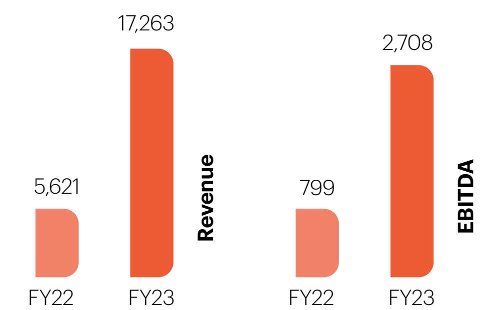
India's automotive industry is experiencing remarkable growth, propelled by favourable market conditions and the country's emergence as a global sourcing hub. The passenger vehicle, commercial vehicle, and off-highway sectors are all benefitting from these favourable tailwinds, driving exponential growth for our division. However, amidst this growth, supply-chain constraints have emerged as a significant challenge. The prices of metal commodities like copper and aluminium have soared to higher levels that are now considered the new normal. Nevertheless, through strategic planning with our customers and suppliers, the Precision Metals & Modules division was able to lessen the impact of these price increases while increasing both revenues and profitability, showing our ability to breathe with the market and thrive even during difficult times.

Organic growth

Organic growth was a major driver of success for the Precision Metals & Modules division in FY 2022-23. This rise in revenues resulted from the increasing demand for passenger, commercial and off-highway vehicles. We secured new business wins from OEMs worldwide, including an Indian company in the off-highway segment and a global leader in mobile and industrial applications in Mexico, further strengthening our market position.

The division currently serves customers across the globe from its 19 facilities, and we recently completed a Brownfield expansion in Bengaluru for manufacturing high-precision machined metal components and assemblies.

Another key source of growth for the division is the burgeoning alternative-fuel vehicle market. We are gaining traction in the commercial electric vehicle (EV) segment, including a contract to supply compressor packages to a leading EV bus manufacturer.



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities 19

Number of countries 02

Share in emerging businesses 25%*

*Before intersegment elimination

Our commitment to continuous innovation has led to several internally developed HVAC solutions for the latest generation of hydrogen buses. We are expanding our product portfolio as well, with our entry into battery-cooling solutions for both buses and commercial vehicles.

Our experiments in lightweighting are also paying dividends for both internal combustion (IC) and EV platforms, given the rising demand for components that are durable but not heavy. Our efforts to create new, lighter materials combined with our aerodynamic designs are attracting new customers across multiple segments. Moreover, we are also serving customers across several industrial applications.

Through a continued focus on product innovation and delivering high-quality solutions, the division has performed well with respect to ROCE. We are also working on several digitalisation initiatives and improving capacity utilisation across all our facilities to further enhance profitability and drive growth.

Inorganic growth: expanding through acquisitions

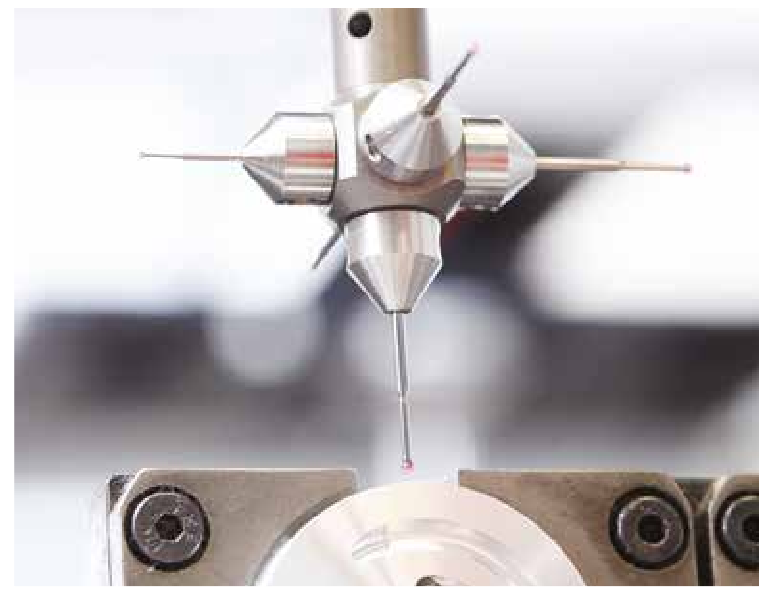
The division has successfully acquired the chassis-frame assembly business from Daimler India Commercial Vehicle Pvt. Ltd. (DICV).

Our efforts to create new, lighter materials combined with our aerodynamic designs are attracting new customers across multiple segments.

This is a significant milestone in our journey, allowing us greater access to India's large and fast-growing commercial vehicle segment. With this acquisition, the division can run end-to-end chassis-frame manufacturing and assembly operations. As part of this deal, the division has also signed a long-term supply contract with DICV, generating immediate revenues and return on investment. This makes us a Tier 0.5 supplier to Daimler India and opens up future growth avenues.

Motherson acquired a 100% stake in Fritzmeier Motherson Cabin Engineering Pvt. Ltd. (FMCEL), a manufacturer of operator cabins for off-highway vehicles. We also increased our stake to an 80% share in Youngshin Motherson Auto Tech Limited (YMAT), which supplies clutch assemblies for HVACs. Further, we recently acquired Rollon Hydraulics, which is engaged in the manufacturing, assembly, and supply of high-precision turned parts, spools, and other machined components for the agriculture and off-highway industries from its two facilities in Bengaluru. These acquisitions will further secure our foothold in the market, with all future benefits accruing to Motherson.

We warmly welcome these new members of the Motherson family and look forward to growing our business in the commercial and off-highway vehicle segments. These strategic acquisitions enhance our capabilities, diversify our offerings, and position us for sustained success.



Product highlights and innovation

As a result of the DICV frame-assembly acquisition, the division has added a new product line in Chennai to supply frame assemblies for Daimler India. This is an important addition to our portfolio and allows us to assume a more prominent role in the commercial vehicle segment as a preferred solutions provider.

We have also introduced new tools for the electronics industry and high-performance coatings for Gear Hobs, which are essential expansions to our product offerings. Additionally, we have been named the 'Best Brand in the Metal Cutting Industry 2022' by the Economic Times of India, a recognition of our efforts toward product innovation and providing cutting-edge solutions, for which we are grateful.

We are strengthening our internal processes and bringing more technologies into our wheelhouse to better support our customers.

Road to Vision 2025

The Precision Metals & Modules division is well-positioned to capitalise on the expanding commercial and off-highway vehicle markets both in India and worldwide.

The strength of Motherson as a platform, particularly our strong foundation in India, the ability to design new solutions, leverage new technologies, and form joint ventures, will help the division grow further on the road to Vision 2025 and thereafter.

The metal-cutting market is receiving a boost from the current growth in all major industries. As these markets flourish, the division is steadily broadening its product range to seize emerging opportunities. We are also working on strengthening our internal processes and bringing more technologies into our wheelhouse to better support our customers. For instance, we are collaborating with our joint venture (JV) partners to indigenise more technologies and foster in-house innovation.

Additionally, we are open to exploring strategic partnerships and acquisitions that align with our growth strategy. By expanding our footprint and diversifying our product offerings, we will continue to strengthen our market position and capitalise on new business opportunities.

Technology & Industrial Solutions.

The Technology & Industrial Solutions division serves as the digital foundation for Motherson's global operations providing world-class digital services and solutions to internal and external clients with the support of 2,500+ professionals.

We specialise in delivering end-to-end solutions seamlessly integrating the latest digital technology for streamlined processes and increased productivity.

Our tools and services enable businesses to leverage digital transformation, including advanced analytics, automation, and cloud-based solutions. We also address data privacy and cybersecurity risks, offering solutions for navigating the digital landscape. Our team supports businesses in building robust technological infrastructure and securing digital assets throughout their transformation journey.

Our services

The division offers various IT services, allowing customers to drive digital transformation and enhance productivity across their operations. Some of our key services are:

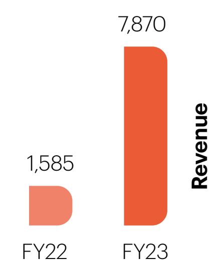
Cloud

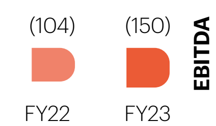
Our cloud-managed services provide next-generation solutions incorporating strategic monitoring and architecture optimisation for efficient and reliable operations. We assist in seamless transitions from on-premises to cloud environments, including database migration and support for public, private, and hybrid cloud setups. In addition, our value-added services include well-architected reviews (WAR), private pricing options, and proof-of-concept support. Our cloud modernisation services focus on application modernisation, connected device solutions, and improving legacy systems.

The division comprises certified professionals collaborating with premium cloud providers like Amazon Web Services (AWS), Microsoft Azure, and Google Cloud to enhance customer efficiency. Our technical experts and software engineers are skilled in designing robust, secure cloud-first systems. With more than 200+ certifications, our experts assist customers in navigating the transition from existing environments to the cloud ecosystem.

Internet-of-Things (IoT)

We use our expertise in IoT to help businesses optimise processes, monitor assets remotely, and harness valuable insights from collected data. Our proprietary solution, Intelligent Data Acquisition and Control System (iDACS), was named one of Gartner's Top 40 MES Solutions in 2021. Our telematics services leverage connectivity and data to enable intelligent vehicle tracking, fleet management and maintenance.





(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities **14**

Number of countries **08**

Share in emerging businesses **11%***

*Before intersegment elimination

Digital and Analytics (D&A)

We also provide services that allow businesses to extract meaningful insights from complex datasets. Through our D&A services, customers can gain a competitive edge, enhance the customer experience, and drive innovation. The division offers various services, including legacy transformation, product engineering, testing as a service, big-data management, business intelligence (BI) and data visualisation, and data science. Our team of experts utilises advanced platforms such as MOTIF, Piper, and Prophecy to provide customers with valuable insights, empowering them to make well-informed business decisions and promote growth.

Infrastructure and Security

Our division specialises in infrastructure and security, helping businesses mitigate risks, protect sensitive information, and ensure operational reliability. We provide solutions that adhere to the most stringent IT regulations, such as the General Data Protection Regulation (GDPR), IT Privacy Acts, and other relevant frameworks. The division also offers hardware and backend management services besides data privacy and security.

We prioritise implementing robust security measures, encryption protocols, and data governance practices to safeguard confidentiality, cyber-security, and privacy protection.

Enterprise Resource Planning (ERP)

We help businesses implement customised ERP systems, including modules for plant maintenance, materials management, production planning, sales and distribution, finance, controlling, quality management, and human resources.

Global business services

Our global business services encompass a wide range of offerings, including IT consulting, application development, and support services. These services enable businesses to focus on their core competencies while leveraging external expertise and resources. As part of our services portfolio, we provide cutting-edge robotic-process automation and intelligent business processes to maximise our customers' efficiency.

DEX

Our division possesses a wide range of skills and knowledge in product engineering, cost engineering, and digital engineering. To effectively address the intricate engineering and design requirements of our clients in various industries, such as automotive, medical devices, aerospace, and industrial manufacturing, we collaborate closely with their research and development teams.

Organic growth

In FY 2022-23, our commitment to innovation and cutting-edge IT solutions has driven our success and attracted new business opportunities. We expanded our customer base across regions like the United States, Europe, United Arab Emirates, Singapore, and India, resulting in increased revenues and market presence. Our cloud services played a significant role in gaining traction and attracting customers in this domain.

This past year, we secured new contracts with several key customers, including a leading engineering and technology company providing digital engineering, ERP, and cloud implementation services. Our customer base is growing as we support companies in their digital transformation journey. Our unwavering commitment to respond to their requirements reinforces their trust in our capabilities, fostering long-term customer relationships.

To support the evolving needs of our customers, we have increased our workforce by onboarding over 1,000 new employees, strengthening our team to more than 2,500 highly skilled professionals. We have 250 certified employees across various platforms, demonstrating our commitment to expertise and excellence.

We recently established a dedicated facility in Noida called the Motherson Technology Centre (MTC), a dedicated unit handling all internal technology projects for Motherson companies worldwide. This centralisation of expertise enables us to deliver seamless and efficient IT services across the organisation.

Internally, we have improved operational efficiencies and reduced overhead costs, both of which contribute to improving our ROCE. With strategic investments in workforce growth and the launch of MTC, we are poised for rapid expansion and are on track to achieve our targets for Vision 2025.

Innovation

Being part of Motherson gives us a significant advantage as we leverage its track record of creating industry-leading solutions across various domains. This expertise allows us to deliver exceptional value to our customers by tapping into a vast pool of knowledge, technologies, and resources within our organisation, augmenting our ability to create innovative solutions that address the evolving needs of our customers.

Furthermore, our success in cross-selling our solutions to external clients is a testament to the quality and reliability of our offerings. By developing world-class solutions for internal use within the Motherson group, we have refined our capabilities and fine-tuned our products to meet the highest standards. This has allowed us to confidently expand our reach and attract external clients who recognise the value and competitive advantage our solutions provide.

For example, we are developing industry-agnostic solutions for intelligent manufacturing, such as factory analytics, audit analytics, spend analytics, and people analytics, which provide organisations with valuable insights that enhance their business processes and drive improvements. Additionally, we continuously enhance our acclaimed product iDACS, a powerful tool in our portfolio.

Customers
450+

CMMI
Level 5 and ISO 9001:2015, ISO 27001:2013

We also implement various in-house digital solutions to improve operational efficiency and intelligence. These include a Capacity Planning System (CPS), CAPEX Machinery Tracker (CMT), Shop-Floor Olympics, Global Purchase Dashboard, and other initiatives. These digital solutions leverage data analytics, automation, and real-time monitoring to drive efficiency and facilitate informed decision-making across our group facilities.

The road ahead

The thriving global market for digital transformation offers ample prospects for our division to expand its customer base and grow its market share. The post-COVID landscape has witnessed a notable surge in cloud adoption, presenting an exceptional opportunity for our enhanced cloud capabilities to meet the escalating demand.

Our unwavering focus on continuous improvement and innovation will be pivotal in capturing fresh business opportunities across diverse industry segments such as manufacturing, healthcare, banking services, and logistics. This strategic approach will extend our market reach and foster collaboration with internal and external clients.

We aim to sustain our position at the forefront of technological advancements and consistently deliver pioneering digital and engineering solutions, aligning with our Vision 2025 objectives. By embracing this forward-thinking mindset, we can confidently navigate the dynamic digital landscape, seize emerging opportunities, and solidify our division's success.

Aerospace.

The Aerospace division offers manufacturing and support services to aerospace OEMs globally. We provide a diverse set of solutions, including machining, surface treatment, and parts and sub-assemblies for aircraft doors, wings, tail, fuselage, and landing gear. Our product portfolio also includes plastic components for aircraft interiors.

We are already supplying components such as structures for airframes, engine systems, and cabin parts to leading aircraft OEMs. Furthermore, the division now also has electrical wiring and interconnect systems (EWIS) capabilities through a recent acquisition (more details on the next spread).

The industry is recovering

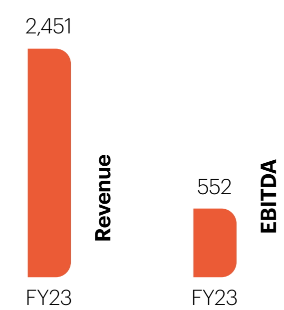
The demand for new aircraft has fuelled a significant increase in the build rate in the commercial sector, particularly for narrow-body aircraft. For example, Airbus has announced plans to build 65 A320 Neo family aircraft per month by the end of 2024 and 75 per month by 2026, and Boeing is also planning to increase monthly production of the MAX to 50 planes per month by the end of 2026. The demand for wide-body aircraft is also seeing a steady recovery post-COVID.

This trending growth is also driven by fleet-modernisation programmes and by the efforts of OEMs to diversify their supply chain through dual or multiple-sourcing strategies. Backed by the manufacturing expertise of Motherson and our passion for innovation, our division is well-positioned to benefit from these developments.

While these opportunities are exciting, the Motherson journey in the aerospace segment has just begun, and much work remains. The Aerospace division aims to become a leader in this segment by strategically building our capabilities in a phased manner, drawing on the existing knowledge and expertise of Motherson and its manufacturing DNA to offer our customers innovative products backed by a tradition of trust and dedication.

We have already made significant progress. We are growing organically by delivering high-quality, tailor-made solutions that meet the needs of our customers, which in turn strengthens those relationships for the long term. We are also continually examining our customers' evolving demands to create next-generation, innovative products of the future. Moreover, we are fully prepared to capitalise on our strong position in India, an emerging market attracting many new businesses.

Our successes over the last year have generated momentum to fuel our journey toward achieving the goals outlined in Vision 2025; we are also already looking beyond 2025 and starting to lay a foundation for long-term growth. In addition to continually increasing our capacity to keep up with the growing build rates, we are leveraging the combined strength of our manufacturing capabilities and our in-house engineering expertise to reduce production timelines for aerospace components.



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities
05

Number of countries
01

Share in emerging businesses
4%*

*Before intersegment elimination

The division also expects to capitalise, particularly on the potential for inorganic growth on account of industry consolidation and supply chain realignment, especially in cost effective countries like India. It is clear that, with our focus on innovation, customer satisfaction, and sustainability, we are poised to make a lasting impact in the aerospace industry.

Organic growth

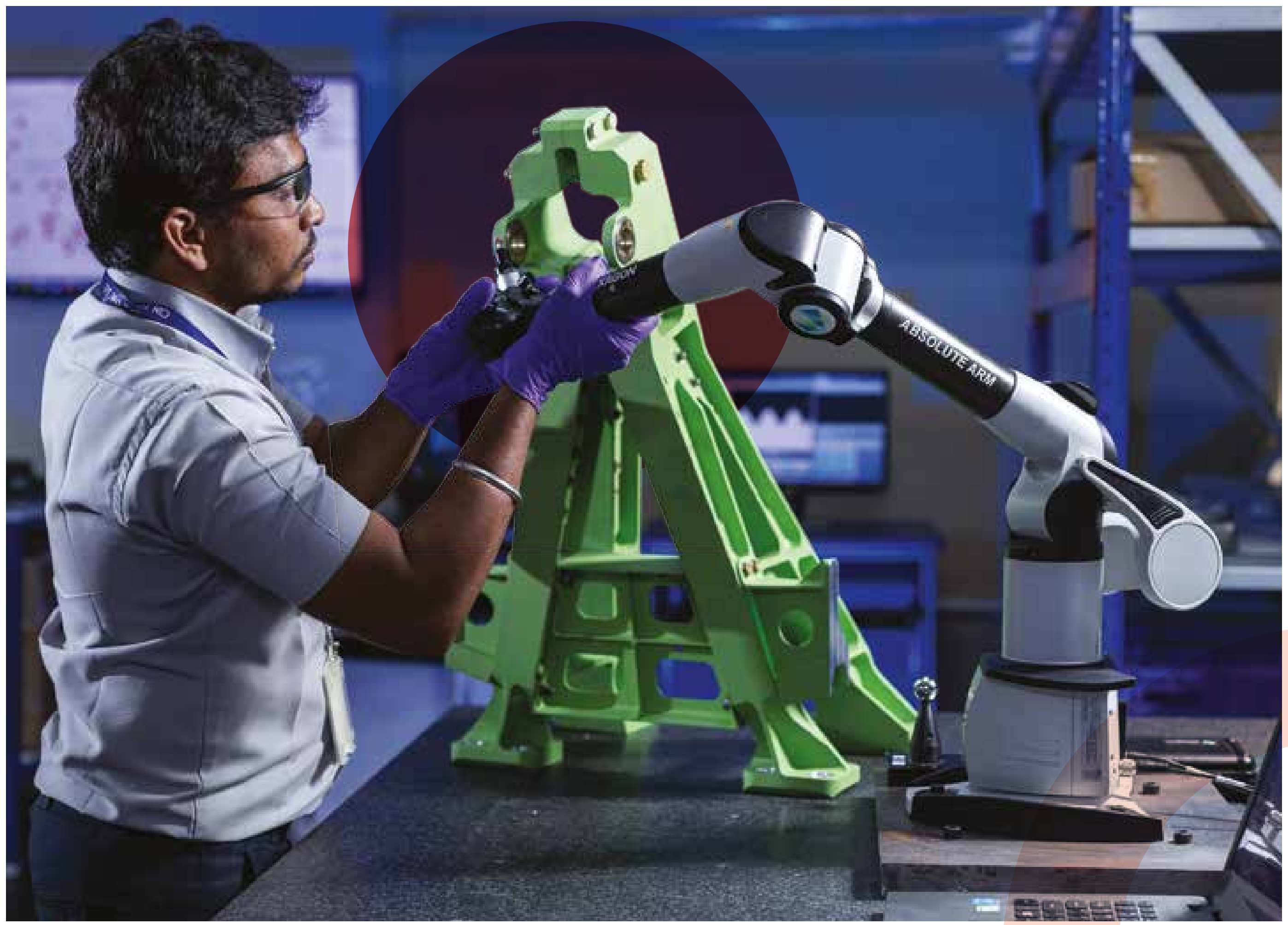
In FY 2022-23, the Aerospace division experienced favourable organic growth despite global supply-chain challenges. The increased demand for new aircraft resulted in substantial growth in our order book, and we bolstered our market position by prioritising customer satisfaction, improving our product offerings, and securing new orders.

The expansion of our product portfolio is a key driver of our organic growth. By continuously innovating and leveraging emerging technologies, we have been able to introduce new, advanced solutions that address the evolving needs of the aerospace industry. Diversifying of our portfolio has both broadened our market reach and strengthened our competitive advantage.

Furthermore, to accommodate the requirements of our customers, we have strategically increased our workforce, which has allowed us to augment our production capacity, improve efficiency, and streamline our operations. This expansion has been instrumental in helping us meet our customers' needs and has contributed to our consistent revenue growth.

Growing relationships with key customers

Over the past year, our relationships with key customers have flourished. We received orders from a leading global aircraft OEM to produce winglet assembly parts. This OEM also awarded us a new contract for critical assembly of fuselage and wings, emergency exit doors, and components for passenger doors. We also do retrofitting of the winglet parts for the same OEM, further cementing the relationship. We are also looking into acquisition opportunities, guided and backed by our aerospace customers. We are very grateful for the continued trust of our existing customers, and we look forward to strengthening our partnerships with them to foster further growth and expansion.



Within a very short period, the division has expanded its existing facilities — currently approximately 135,000 sq. ft. spread across four plants — by adding 65,000 sq. ft. This expansion enables us to better serve our customers and their evolving demands.

In parallel, the division is working towards enhancing operational efficiency, implementing advanced financial strategies, establishing ancillary units to optimise CAPEX investments, and undertaking other initiatives to improve ROCE. While there is still much to be accomplished, the past year has solidified our position in the aerospace industry, and we remain committed to building upon this strong foundation.

Product highlights and innovation

The division has recently extended its surface-treatment capabilities at our ATPL facility in Karnataka, introducing two new product lines. One line dedicated to Chemical Conversion Coating (Surtec-650) for a defence aircraft, and another line for the etching treatment of aluminium forgings in landing wheels.

The division offers state-of-the-art, industry-leading metal-surface treatment capabilities. We occupy a unique position in the marketplace as the only company to do zinc-nickel plating in India.

The division has obtained 60+ coveted certifications and qualifications, including special processes approved by all major aerospace OEMs. These certifications allow Motherson to serve as a one-stop solutions shop for customers seeking metallic components.

Additionally, we are undergoing qualification from a leading aircraft OEM for injection-moulded parts through the Motherson facility in Noida, and we anticipate joining their suppliers' panel soon.

Inorganic growth

As part of our growth strategy, we continually evaluate opportunities for strategic partnerships and acquisitions that will increase our footprint, enhance our capabilities, and further consolidate our market position.

In the initial phase, Motherson acquired a 55% stake in CIM Tools Pvt. Ltd., a leading aerospace machining company in India that supplies to major OEMs and Primes. CIM Tools produces detailed, structural machined parts for aircraft doors, wings, tail, and fuselage. The pedigree of both partners — CIM Tools, with its 25 years in the industry, and Motherson, with its decades of experience in the automotive sector — will serve as a strong platform from which we can address a larger global market and spur future growth.

Furthermore, we have recently announced the acquisition of Cirma Enterprise, a France-based company engaged in manufacturing electrical wiring and interconnect systems (EWIS) for aerospace, shipbuilding, and allied industries, an important diversification to our product portfolio. This expansion aligns both with our growth strategy and synergises with the existing wiring harness capabilities of Motherson. The acquisition is expected to be completed by December 2023 following the completion of the consultation process with representatives for the employees in France and the fulfilment of all conditions of the agreement.

> Over the past year, our relationships with key customers have flourished, contributing to our growth and preparing us for the future ahead.

The road ahead

The Aerospace division is expanding, strengthened by the many benefits that the Motherson platform offers, especially in the area of management and the ability to form partnerships and do acquisitions.

The post-COVID recovery of the aerospace industry suggests a promising future for the division. We are well-positioned to respond to both the current build rates for commercial aircraft as well as the anticipated increase in demand. Key expansions in our product portfolio and capabilities, such as our entry into EWIS through the acquisition of Cirma Enterprise, allow us to offer a broader range of solutions to our customers, which helps us better support them in meeting their goals.

We have our sights firmly fixed not only on our Vision 2025 targets but also on the path beyond, and our strategy going forward is twofold: to answer the demands of the present by drawing on our manifold resources while anticipating the needs of the future using the spirit of innovation that is embedded in our DNA. Thus, we will continually look for new opportunities to expand our product offerings and services in order to further secure our position as a globally preferred sustainable solutions provider in the aerospace industry.

Logistics Solutions.

The Logistics Solutions division of Motherson is responsible for providing end-to-end logistics services for finished vehicles (FV) in India for external customers and fourth-party logistics (4PL) solutions primarily for all Motherson companies. The division consists of two companies, Samvardhana Motherson Global Carriers Limited (SMGCL) and Samvardhana Motherson Hamakyorex Engineered Logistics Limited (SAMRX).

The division endeavours to become the preferred provider of socially and environmentally conscious logistics solutions, focussing on safety and data-driven decision-making.

With a focus on structuring the logistics industry in India and improving the customer and driver experience, the Logistics Solutions division operates a technologically advanced trucking fleet. These telematics-enabled trucks with advanced sensors monitor everything from the fuel and tyres to drivers' driving behaviour and ensure the safe and optimum use of resources. Our fleet features comfortable, air-conditioned cabins and large carrying capacities making them highly efficient for transporting finished vehicles and providing secure and faster delivery options to our customers.

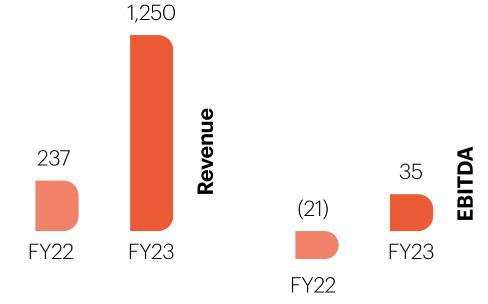
Despite the ongoing turbulence in the global market, the Logistics Solutions division has performed well in the past fiscal year. The division has achieved revenue growth and expanded its customer base. It has also invested in recruiting highly trained individuals to bolster its workforce. The company focusses on establishing a pool of well-trained and skilled drivers, aiming to meet the growing demand for proficient drivers in the country.

Let's take a look at some of these developments in more detail.

Organic growth

During the fiscal year 2022-23, Motherson's Logistics Solutions division experienced organic growth in various aspects of its operations. SAMRX, one of the company in the division, expanded its fleet by adding 90 new trailers, bringing the total to 140 trailers. This fleet serves customers across India (serving the top five major customers/OEMs) and facilitates the delivery of nearly 4,000 vehicles monthly. In addition to FV transportation, the division added FV storage and spare parts warehousing to its portfolio to further consolidate its market position as a comprehensive automotive logistics solutions provider.

> We have added FV storage and spare parts warehousing services to our portfolio to further consolidate our market position.



(All numbers are in INR million)

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities	Number of countries	Share in emerging businesses
04	01	2%*

*Before intersegment elimination

With 140 trailers in our fleet, we are delivering nearly 4,000 vehicles every month.

The division's other company Samvardhana Motherson Global Carriers (SMGCL) also performed in line with our expectations and continued to increase its business and operations, both internally and with external customers. It witnessed growth in the areas of packaging services, global freight, and fourth-party logistics (4PL) solutions. As a result, SMGCL has undertaken an expansion plan to establish a wider global presence. New offices have already been opened in Hungary and Dubai, and there are plans to further establish facilities across the Americas and Asia in the upcoming year. This strategic expansion will allow SMGCL to better serve its customers on a global scale and tap into new market opportunities.

Product highlights and innovation

At SAMRX, we prioritise the well-being of our drivers, an essential part of the supply chain, by offering them fixed salaries and providing a favourable working environment. We have developed an extensive dedicated driver app in-house that helps us monitor drivers' performance and workload in real-time, ensuring their safety and the efficient operation of our vehicles. The fleet operates with highly skilled double drivers and optimum driving hours to minimise operation fatigue, enhance all stakeholders' safety, and ensure we deliver our cargo safely and timely.

This commitment to driver welfare has been recognised by the Federation of Indian Chambers of Commerce & Industry (FICCI). Our trucks run an average of 6,500+ km per month with two drivers, which exceeds industry standards. We plan to increase this to 7,500 km through better efficiency utilisation. Thanks to our innovation towards telematics and the efforts of our drivers, we have one of the best safety records in the industry and can deliver to our customers on time. This increases their trust in us, inspiring them to give us more orders and opportunities and bringing us closer to being a preferred solutions provider.

Our commitment to driver welfare has been recognised by the Federation of Indian Chambers of Commerce & Industry (FICCI).

On the SMGCL side, we have introduced an integrated packaging service focussing on treating packaging not just as a commodity but as an integrated and integral part of the supply chain. The division uses reusable and recyclable plastics for packaging, designed for better space utilisation and increased material protection. We have also developed an app called 'Pickup Module', which digitises the entire ordering process for our customers, from booking to delivery. Additionally, we have created an online platform called 'Logistics One' to consolidate Motherson's internal logistics spending by providing real-time data visibility and insights across our 300+ facilities worldwide.

All these initiatives help the division achieve greater cost efficiency and productivity across its operations, strengthening our revenue growth and working towards a higher ROCE. By prioritising driver welfare, implementing innovative technologies, and optimising supply chain processes, we continuously strive to provide exceptional logistics solutions while driving overall business performance.

The Road Ahead

As the Indian automotive industry continues to grow, demand for efficient and reliable logistics services is set to rise, creating even more opportunities for our division in this space.

The FV logistics business in India holds tremendous potential. However, the majority of the market remains untapped, with only a small number of organised players serving a minority portion. SAMRX's current market presence could be more robust, indicating significant room for expansion in this fragmented and unorganised sector.

With considerable prospects for growth in areas such as FV, yard management and FV rail transportation, SAMRX is set to rapidly increase its footprint in India's FV logistics industry with a sustainable business model to beat the competition and add value to customers' operations.

SMGCL has tremendous growth opportunities by consolidating all global logistics within the Motherson group companies. By implementing a 24-month consolidation plan for international freight forwarding and promoting our digital logistics and integrated packaging solutions to external customers, we can expand our presence and enhance our service offerings on a global scale.

Through continuous process improvements, technological innovations and using the existing strengths of the Motherson growth platform, we aim to bring more consolidation in this sector while growing together with our customers. The division will also continuously seek strategic partnerships and acquisition opportunities to enhance our capabilities and expand our footprint.

Health & Medical.

The Health & Medical division is leveraging the capabilities of Motherson and its extensive expertise in product design, engineering, manufacturing technology, and artificial intelligence to provide innovative solutions and services to medical device OEMs globally. The division is consolidating its position in the health and medical space through its collaborations with universities, hospitals, and research centres worldwide, continuously expanding its portfolio to make a positive impact on a global scale.

The Health & Medical division focusses on four segments: patient-aid equipment, diagnostic equipment, medical consumables, and healthcare IT solutions. These segments encompass home medical equipment, durable medical equipment, imaging, in-vitro diagnostic (IVD) devices, reusable and single-use products, and software platforms and services for healthcare providers and manufacturers.

Despite the challenging global macroeconomic conditions in the past year, the Health & Medical division progressed in several areas, including expanding its customer base. Building upon a year of substantial advancements, we are highly motivated to explore new avenues for growth.

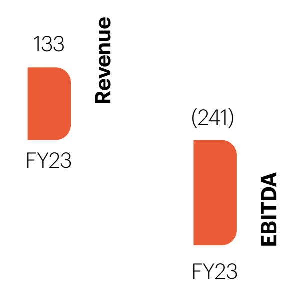
Let's delve into the key developments from the last year.

Organic growth

With our continued commitment to product innovation and cutting-edge solutions, the division strengthened its presence in the medical device market over the past year, witnessing revenue growth and securing programmes from new customers. Moreover, several medical device OEMs have expressed confidence in our strong manufacturing capabilities and are eager to entrust us with new orders.

We are setting up a large Greenfield facility in Chennai that will serve as a self-sustainable supply chain for the medical device industry. This plant has received approval under the Government of India's Production Linked Incentive (PLI) scheme to promote local manufacturing of medical devices in the country. It will feature vertically integrated manufacturing capabilities for producing components, high-level assemblies, and finished medical devices. This facility will be certified with global regulatory standards as per the requirements of our customers. This new plant is expected to go online in the second half of FY2023-24, serving as a one-stop shop for medical device OEMs.

Additionally, the Health & Medical division strengthened its workforce this year by adding experts from diverse healthcare segments and building a strong quality-management system, to support its customers with top-flight products and services.



(All numbers are in INR million)

Number of facilities
03

Number of countries
02

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

chapter 17 emerging businesses

We are setting up a large Greenfield facility in Chennai to better serve our customers.

Product highlights and innovation

The Health & Medical division is dedicated to delivering innovative products that make a positive impact on global health and well-being, including the development of point-of-care products that help people become and stay healthy. Here are some examples:

Re-Timer Glasses

Our division collaborated with a leading Australian university to develop the Re-Timer wearable glasses, one of the world's first and leading blue-green light-therapy devices, now available in over 40 countries. Based on 25 years of research, the Re-Timer device delivers the optimal wavelength of blue-green light to stimulate the melatonin receptors in the eyes. Targeted stimulation of these receptors, which influence both melatonin production and circadian rhythms, help users regulate their sleep cycles.

The division is now working on a new version of the device, Re-Timer Ed3. It will be based on a more contemporary design and connected to a mobile app to help users schedule light-therapy sessions and monitor their usage and outcomes.

Thim Ring

Another sleep-related product in our portfolio, the Thim Ring, was developed in partnership with Flinders University in Australia. It is a device worn on the finger to assist consumers with chronic insomnia. The device has the unique ability to offer elements of behavioural modifications that constitute traditional Cognitive Behavioural Therapy for Insomnia (CBT-I). Through multiple cycles of sleep retraining, the Thim Ring can help the brain to sleep faster and better.

The road ahead

The global shift towards supply-chain nearshoring and dual sourcing, prompted by the COVID-19 pandemic and subsequent disruptions, presents a favourable opportunity for us. Further, global OEMs are increasingly looking to partner with contract design and manufacturing companies to outsource their work and focus their resources on product development and exploring markets, which also works in our favour. Our strategy to set up a Greenfield manufacturing plant in Chennai aligns with these global tailwinds.

We are well-positioned to leverage our expertise and experience in design and manufacturing to capitalise on evolving industry demands and provide cutting-edge solutions to our customers.

The extensive experience of the division combined with the strengths that the Motherson platform offers, position us as a strong partner for medical-device OEMs worldwide. We can support their journey from prototyping to the final delivery and distribution of products. In addition to expanding our offerings and capabilities, we continue exploring opportunities for new partnerships and acquisitions that will enhance our portfolio and increase our impact in this sector.

Measured and pragmatic approach:

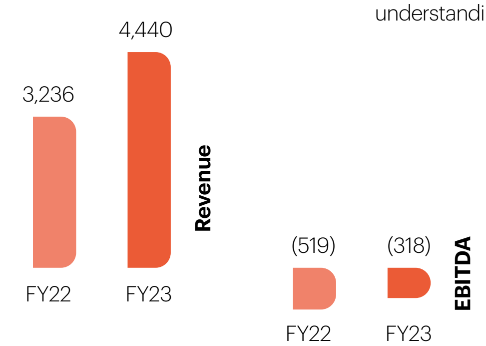
- **Focus segments – patient aid equipment, diagnostic equipment, medical consumables and healthcare IT solutions.**
- **Aligned with the supply chains of global healthcare OEMs.**
- **Strong foundation of Motherson global presence, operational expertise, world-class talent.**
- **Positively impacting human lives worldwide.**

Services.

The Services division focusses on delivering direct sales and services to end customers, playing a crucial role in supporting their manufacturing operations. In addition to our state-of-the-art industrial park in Chennai, we offer a comprehensive suite of services encompassing manufacturing engineering, consultation, project management, and turnkey solutions.

The division has two significant joint ventures: in collaboration with Sojitz Corporation (Japan), we are developing the Sojitz Motherson Industrial Park (SMIP) in Chennai, and with T-NET JAPAN Co. Ltd., we are providing engineering and consulting services to both automotive and non-automotive businesses.

With our extensive industrial park and comprehensive range of services, our division is well-positioned to assist customers at all times.



(All numbers are in INR million)

Providing resilient customer support

Our resilience results from a flexible, dynamic infrastructure and a robust service portfolio that allows us to quickly adapt and respond to changes in the global economy. Whether it's a market shift or an operational hurdle, we support our customers by ensuring that their operations run smoothly and mitigating any impact on their productivity. This commitment to adaptability and customer support underscores our readiness to handle any disruption, further establishing us as a reliable partner for our customers.

Industrial park

The Sojitz Motherson Industrial Park (SMIP) is one of India's most well-equipped and infrastructure-rich manufacturing spaces. This strategically located industrial park has excellent road, rail, and sea connectivity. The park has a dedicated 110KV station, industrial water supply, and a centralised sewage treatment plant. It has been designed to accommodate auto-ancillary manufacturing units and light engineering units and offers warehouses and ready-to-use factories.

By staying focussed on understanding the needs of our customers and creating customised solutions for them, we will continue to grow our business.

SMIP is one of India's most well-equipped and infrastructure-rich manufacturing spaces.

Engineering and consulting services

We offer various services such as engineering, consultation, project management, and turnkey supply and solutions to various industries, including automotive, construction and agricultural equipment, locomotives, and other general industries. Our engagement entails overall operations and consultation, from the initial design concept to final implementation, which we achieve by leveraging our extensive in-house expertise and the strength of our partners.

The road ahead

With our industry-agnostic solutions and products, the Services division can support diversification into new industries, which will be a key driver in realising the ambitions of Vision 2025 and beyond. We are already augmenting our capabilities and will continue to do so as the group expands organically and inorganically.

Our goal is to become a globally preferred sustainable solutions provider. The combination of our product line, technical know-how and the capabilities that the Motherson platform provides brings the division closer to realising our vision. Along the way, we will continue to develop innovative solutions, seek new paths to efficiency, and support our customers in every way we can.

For more details on the financial performance of this division, please refer to the MD&A section of this Annual Report.

Number of facilities **08**

Number of countries **04**

Share in emerging businesses **6%***

*Before intersegment elimination

Our Purpose

Together we aim to continuously delight all who put trust in us and go after seemingly impossible goals, so that we provide sustainable opportunities for our associates and are **proud to be part of** something larger than ourselves.

MANAGEMENT DISCUSSIONS AND ANALYSIS

"All our dreams can come true, if we have the courage to pursue them"

SAMIL Overview

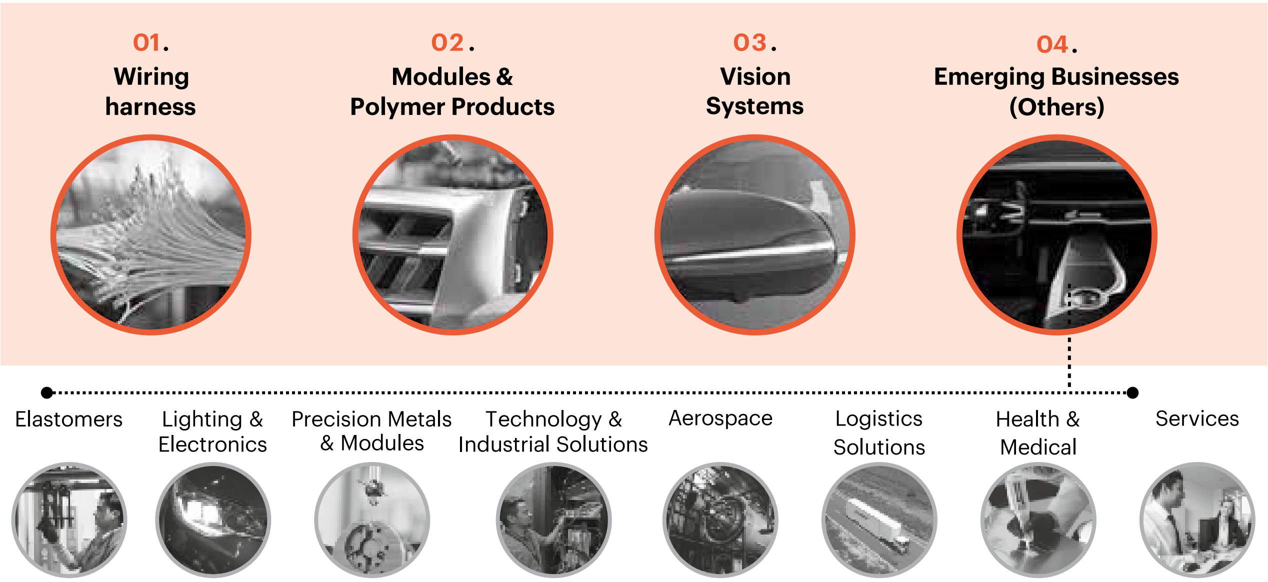
Samvardhana Motherson International Limited hereinafter called SAMIL or the Company, is a diversified global manufacturing specialist and the world's leading supplier to automotive OEMs as well as to customers in a range of other industries like Aerospace, Logistics, Health & Medical and Information Technology. SAMIL has over 300 facilities (Facilities includes all operational units – manufacturing plants, module & assembly centers, tech centers and representative offices) across 41 countries and five continents. The global footprint allows the Company to support the evolving needs of its customers and upcoming industrial trends across the world. SAMIL being the listed entity serves as the main hub and catalyst for growth and value creation for our customers, investors, employees, and the communities in which we work. SAMIL has built a strong foundation on three pillars of organic growth, M&A and collaboration with global technology leaders to enhance and enrich the value proposition to customers and increase content per vehicle. The Company is listed on BSE (formerly Bombay Stock Exchange) and National Stock Exchange of India Limited (NSE) – Motherson.NS, the Company has 1,027,023 shareholders (March 31, 2022: 903,614 shareholders).

The Company has a manufacturing pedigree of more than 4 decades. This is the first full year of operations post the reorganization set out in July-2020 and completed in Jan-2022 with the following strategic objectives:

- Simplifying the group structure by bringing in all the auto components and allied businesses under one umbrella
- Alignment of interest of all stakeholders
- Creating a strong platform for future growth with well-diversified product portfolio, customers, and countries

The group reorganization completed in Jan-2022 resulting in the simplification and unification of the group structure. With Motherson 2.0 the company is well geared to embark on a growth path and has created a strong platform with financial strength and capabilities to capitalize on incoming opportunities.

With Motherson 2.0, the Company has moved to a 3+1 reporting structure with focus towards business divisions instead of individual legal entities, wherein top 3 businesses contribute more than 90% of the business. This aligns well with our broader objective i.e., simplification of group structure & unified vision & also enables us to individually demonstrate and further develop capabilities in each business division.



Macro Environment & Outlook

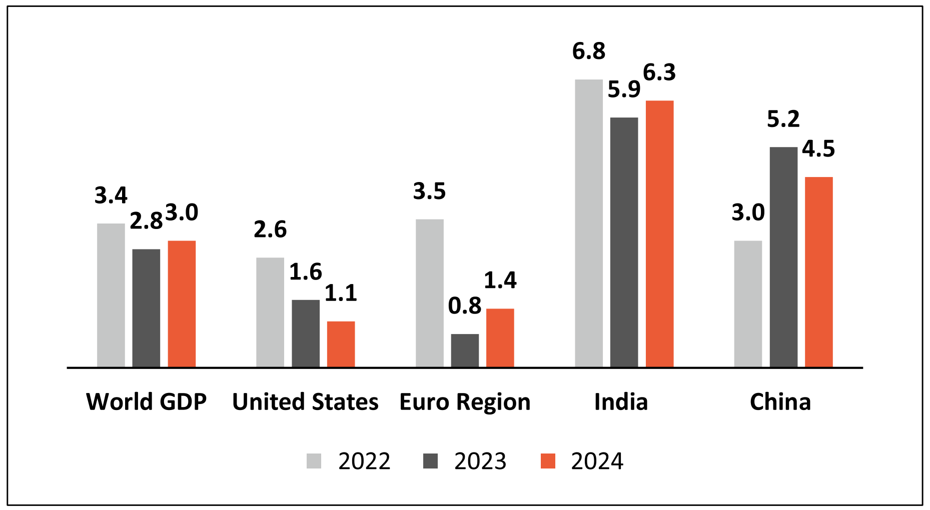
Global Economy Outlook

The global economy has faced multiple headwinds over the past couple of years, International Monetary Fund ("IMF") forecasts the world growth estimates at 2.8% for 2023 (3.4% in 2022) which is comparatively weak as compared to pre-pandemic levels with growth averaging 3.7% 2010-19. The following forces are still at play:

- Ongoing geopolitical conflict of Russia-Ukraine
- Commodity spikes and volatility in energy prices
- Soaring inflation and rising interest rates
- Financial market stress and banking instability

Economies across the world are synchronously tightening monetary policy to curb inflation and additional risks of maintaining banking stability caused by the unexpected failure of specialized regional banks in USA and loss of confidence in Credit Suisse globally. The major forces that shaped the world economy in 2022, carry on this year with varying levels of intensity with economies recovering, commodities settling at elevated levels and easing of supply chain disruptions. Institutions and policy makers continue to tackle the challenges and improve economic prospects and minimize risks.

GDP Forecast by Region in percentage[1]



India Economy Outlook

According to IMF, the Indian economy is expected to grow at 5.9% in 2023. The growth story for India continues to be resilient to external environment and the country remains one of the fastest growing economies in the world despite global headwinds. The upswing is supported by strong investment activity, production linked incentives in various industries and private consumption. India is emerging as a strong manufacturing hub and supplier to global requirements due to favorable government policies & external environment, demographic benefits etc. There may be sluggish spend on discretionary items due to high core inflation along with possible development of El Niño weather conditions as a risk for agriculture related production and income. The reforms and incentivization by the government towards self-reliance and potential for India to be a key part of the global supply chain will continue to aid the growth trajectory.

Industry Developments

The Company's performance is primarily dependent on the automotive production in key geographies that it operates in. The production is directly linked with vehicle sales and consumer confidence. Over and above, there are multiple general economic and industry specific factors which have a bearing on the performance of the company.

While we continue to navigate these challenges, we remain cautiously optimistic. During FY22-23, global automotive production volume has seen good recovery as compared to previous year aided by visible easing in supply chain and better availability of semi-conductor and automotive components. We continue to adapt to changes in the business environment by breathing with the market and to ensure that our business model is sustainable and continues to generate long term value for all our stakeholders.

Covid-19 Pandemic

The world has changed significantly since the outbreak of covid-19 pandemic in 2020. We now live in a post-vaccine world and are constantly recalibrating and adapting to the new normal. While significant progress has been made to ensure the health and safety of people around the world, new variants and macro factors have resulted in situations where the countermeasures have not been sufficient to combat the virus in certain geographies such as China.

The world is moving towards endemicity, and we continue to adapt and find solutions to challenges and lingering effects on health and safety of people, supply chains and normalization of business. Covid has taught us many learnings including virtual working, rationalisation towards travels etc.

Our focus remains on the health and safety of our associates and the community. The resilience of our teams and hard work is demonstrated in our performance.

Semiconductor supply update

Supply chain related headwinds continue to impact chip pricing and volumes resulting in operational inefficiencies with production lines start / stop and OEM based chip allocation to production programs. The lifting of covid-related restrictions has resulted in easing supply chain pressure and better availability of semi-conductors supporting the recovery in automotive volumes. We expect that demand supply lag is improving, however this is yet to fully normalize. Furthermore, the consumer preference has shifted towards high-end / premium variants of vehicles supporting the growth of the industry.

Supply Chain

The supply chain has largely normalized to pre-covid levels with global trade resuming business as usual. The price of a 40ft Container has reached normalized levels of ~1,700 USD per container from a peak of ~10,000 per container during covid resurgence and restrictions.

Energy Prices

The geo-political conflict resulted in an energy crisis in Europe with a sharp rise in energy prices disrupting global trade, in the latter half of FY23 the energy prices have reduced from record highs and settling at elevated levels. The company is continuously monitoring the situation to minimize the risk. Given the volatility of spot rates across Europe, the company is proactively evaluating short and long-term measures such as power purchase agreements and open contracts as well as incorporating efficiency measures across plants such as heating optimization, energy measuring & monitoring systems, reduction in energy usage etc.

Geo-political disruptions

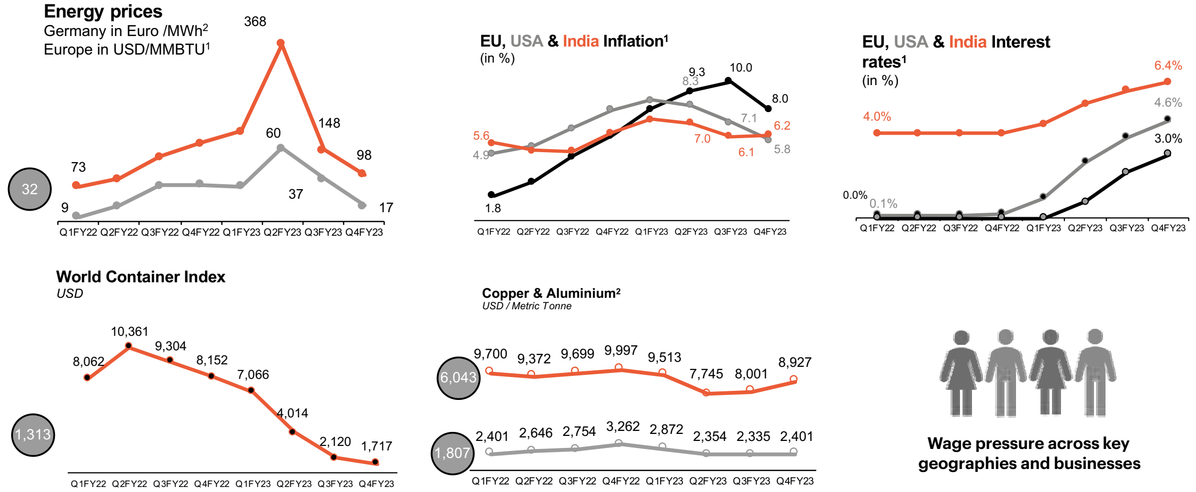
The geo-political conflict continues to shake the foundation of international peace and security resulting in a large humanitarian crisis - We hope for the safety of people that are impacted and return to peace and stability. We remain subject to various pressures & challenges – inflationary pressures, elevated energy costs, disruption in the supply of various commodities and overall supply chain. As a result, the OEMs decisions to suspend or fully halt their production in Russia and disruption in the supply of various commodities, our operations though very limited in Russia were also impacted. As a matter of conservatism an impairment of our assets in Russia is recognized in the financial year and is detailed in below sections.

Inflationary Pressures

The recurring episodic shocks on account of various challenges have resulted in the global economy adjusting to the new normal. We continue to operate in a high inflation and interest rate environment with higher input costs for raw material, energy, freight, labour, capital and other related elements. While some of the elevated pressures have subsided, the higher cost structure will inherently have to be built into the business. This pressure will also be prevalent at our supplier level. Accordingly, customer support, repricing of existing orders and continuous product and process improvements for operational efficiencies will remain a priority for the Company.

1 IMF2023 April, A Rocky Recovery

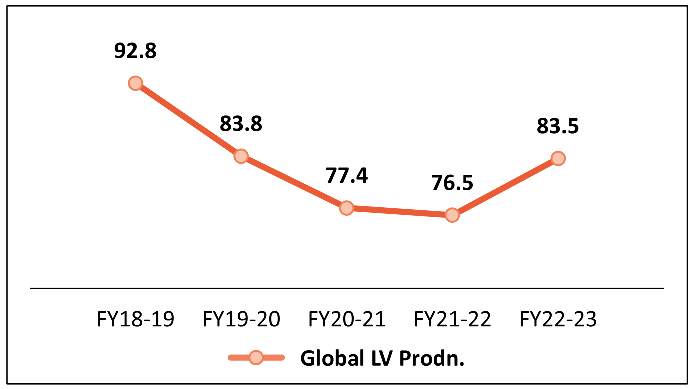
Business Environment[2]



Automotive Industry Outlook

The automotive Light Vehicle production in FY23 clocked in at ~83.5 Mn with normalizing supply chains representing a growth of 9% over the corresponding previous year. While the industry is on the path to recovery, Automotive production is still approximately 10 - 15% behind pre-covid levels.

Global Light Vehicle Production (Units in Millions)[3]



Global Light Vehicle Production by Key Regions (Units in Million)[3]

Region	FY2018-19	FY2019-20	FY2020-21	FY2021-22	FY2022-23
Europe	21.8	20.2	16.6	15.1	16.5
North America	16.8	15.9	12.9	13.0	14.6
India	4.7	3.9	3.5	4.2	5.2
China	26.1	21.9	26.2	25.2	25.9
Others	23.4	21.9	18.2	19	21.3
Global	**92.8**	**83.8**	**77.4**	**76.5**	**83.5**

2 Bloomberg
- All data points are average for the closing numbers for each month in the quarter
- Based on average of spot rates for the quarter

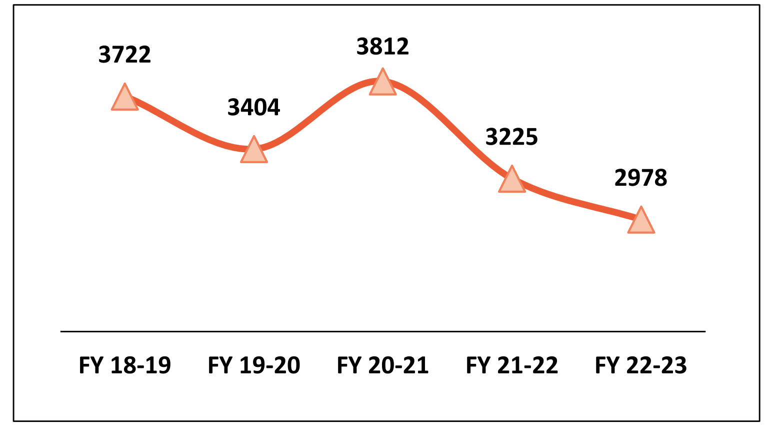
3 S&P Global Mobility, Light Vehicle Production based Powertrain Forecast, 2023-04

Automotive production for light vehicles in all the key geographies have recovered over the last financial year mainly led by North America (YoY 12.3%), Europe (YoY 9.9%) and India (YoY 23.8%) supported by economic growth and robust consumer demand. While there was growth in China (YoY 2.8%) it remained subdued due to resurgence of covid in certain regions during the second half of the year.

Indian Automotive Production - 2W, Passenger Vehicles & Commercial Vehicles (Units in Thousands)[4]

Category	FY2018-19	FY2019-20	FY2020-21	FY2021-22	FY2022-23
Passenger Vehicle	4,028	3,425	3,062	3,651	4,575
Three Wheelers	1,269	1,133	614	759	856
Two Wheelers	24,500	21,033	18,350	17,714	19,459

Global Medium and Heavy Commercial Vehicles (MHCV) Production (Units in Thousands)



Global Medium and Heavy Commercial Vehicles (MHCV) Production Highlights (Units)[5]

Category	FY2019/20	FY2020/21	FY2021/22	FY2022/23
Heavy Truck	316,816	222,161	269,501	330,977
Medium Truck	283,970	237,773	249,207	261,743
North America	**600,786**	**459,934**	**518,708**	**592,720**
Heavy Truck	425,072	377,671	435,221	463,722
Medium Truck	78,662	76,505	75,680	77,063
Europe Total	**565,106**	**502,813**	**562,605**	**593,452**
Heavy Truck	89,535	77,498	125,616	123,528
Medium Truck	22,917	21,115	32,459	26,388
Brazil Total	**139,979**	**116,219**	**177,481**	**181,732**
Heavy Truck	1,142,193	1,906,097	1,024,654	630,884
Medium Truck	131,594	205,570	147,734	86,721
China Total	**1,402,025**	**2,217,665**	**1,267,392**	**808,248**
Others	**603,590**	**487,829**	**668,700**	**731,500**
Global Heavy Duty & Medium Duty Trucks	**3,094,349**	**3,612,219**	**3,028,772**	**2,732,526**

4 SIAM (Society of Indian Automobile Manufacturers)

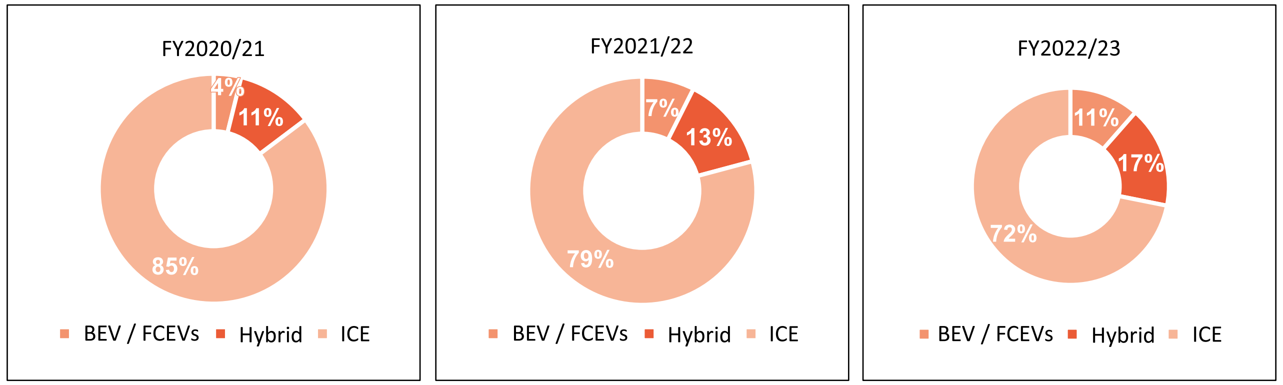
5 GlobalData; Commercial Vehicle Production Forecast 2023-04

The truck (Medium-duty & Heavy-duty trucks) volumes recovered in North America (YoY 14%) and Europe (YoY 5%) however the decline in China (YoY -36%) contributed to the degrowth at a global level.

Key regional drivers for financial year 2023

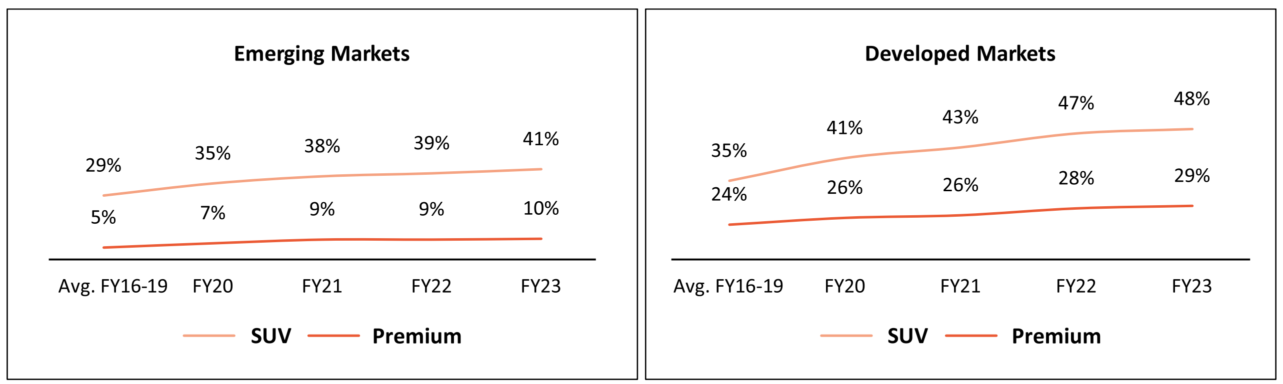
- Volume recovery in Europe with supply chain easing and softening of energy prices
- Oversupply of previous generation trucks due to change in regulation from July 2023 with more stringent emission norms and resurgence of Covid-19 in certain regions of China
- Pent-up capital investments in North America supporting recovery.
- Change in regulations in Brazil resulting in inventory build-up of Euro-V vehicles impacting sales of Euro-VI.

Trend towards zero emission vehicles and hybrids[6]:



As the world moves towards a carbon net zero society, the automotive industry is also evolving with new technology geared towards electric, autonomous and shared mobility. There is also a shift in consumer preferences and behaviour to more sustainable modes of transport. As automotive OEMs realign their strategy and introduce zero emission vehicles (EVs or FCEVs), the de-carbonization trend may not be the same across all regions. Developed markets will have a faster adoption of EVs with the availability of infrastructure however emerging markets (excl. China) may have a higher demand for Hybrids and alternative vehicles as infrastructure to support electrification is still evolving in those geographies.

Premiumization and SUV Trend[6,12]



There is a trend of increasing content per vehicle with change in consumer preferences resulting in most OEMs realigning their product portfolios with an increased line up of SUVS and inclusion of premium features across segments.

6 S&P Global Mobility, Light Vehicle Production based Powertrain Forecast, 2023-04.

Various agencies are forecasting global light vehicle production volumes to rebound to 89 Mn units by FY25 with Global Medium and Heavy-Duty Truck volumes to 3.4 Mn Units. This implying further downside in production volume may be limited, and the industry is on the path to recovery aided by normalization of production schedules and trend of premiumization, SUVs and Electrification.

SAMIL A Platform for Growth - Strategy Overview

Vision 2025

Our Vision is "to be a globally preferred sustainable solutions provider", with aim to build a Company for the long term and future generations. We are halfway through the sixth 5-year plan called Vision 2025, with below targets:

- Revenues of USD 36[7] Billion in FY2024-25 with 40% ROCE (consolidated)
- 3CX10: No country, customer or component should contribute more than 10% to our revenues
- 75% of revenues from automotive industry, 25% from new divisions
- Upto 40% of consolidated profits as dividend

All our targets are interlinked and are aimed at ensuring development of a strong company that can consistently create value for all stakeholders.

In this endeavor to achieve Vision 2025, we continue to follow our Prudent Financial Policies

- Leverage: Net Debt to EBITDA ratio to be maintained below 2.5x on a sustainable basis (~12 Months)
- Liquidity: Maintain diversified sources of funding with a large portion of long-term facilities. Cash and committed undrawn facilities to be at more than 15 days of sales.
- M&A: Robust evaluation framework for strategic fit and internal investment thresholds. Synergies such as vertical integration, access to technology, process and best practices form key metrics in our selection process. We aspire to achieve a steady state ROCE of 40% in all investments.

SAMIL Automotive Booked Business

Our complete automotive gross booked business[8] is approx. USD 69.1 Bn as on 31st March 2023. This comprises booked business of Wiring Harness, Modules & Polymer, Vision Systems, Lighting & Electronics, Precision Metals & Modules and Elastomers divisions. 20% of the booked business is towards Electric Vehicles "EV"[9] platforms. The booked business consists of both Passenger and Commercial vehicles, with an average life of five to six years providing a good run rate visibility on future revenues.

M&A

M&A is a key pillar of our growth strategy. The high interest rate and challenging business environment has resulted in many opportunities with customers looking for strong and healthy partners to support their supply chain. Most of our acquisitions are at customers behest and their support. In FY2022-23 the Company announced 6 transactions, the full growth potential of which will be unlocked in the near future. The combined gross revenue of announced transactions is approx. USD 4.9 Bn (Gross[10]) and USD 1.1 Bn (Net) with approximately 40 facilities and 8,000 employees.

The company has also announced 5 strategic transactions up till 15th July 2023, the combined revenue of approx. 900 Mn USD.

- YMAT is a Joint venture company with Youngshin Components Co. Ltd Korea engaged in manufacturing and assembly of auto clutch products, SAMIL has increased its stake from 50% to 80% basis which full benefits of future growth will accrue to the company. Transaction was closed in June 2023.
- Cirma is engaged in manufacturing and sale of Electrical Wiring & Interconnect Systems (EWIS) for aerospace, shipbuilding and allied Industries based out of France. SAMIL has acquired 100% stake in Cirma, the transaction is expected to be completed by Q3FY24.
- Yachiyo is engaged in manufacturing of Sunroofs, Plastic Fuel Tanks and Resin products. SAMIL has entered into an agreement and strategic partnership with Honda Motor to acquire 81% stake in Yachiyo 4W Business. Transaction is expected to be completed by Q1FY25.

7 Booked business is computed as the sum of lifetime sales of business under production and yet to start production

8 EV sales include only pure EV programs and not electric versions of multi powertrain vehicles and is calculated based on EV sales of wiring harness, module and polymer products and Vision systems business divisions divided by total gross revenues

9 SAS performs the assembly of highly customized components by procuring various parts from suppliers identified by the customers. It acts as an agent as per IFRS-15, under these contracts and as required under the standard, it recognizes revenue only for the net amount it retains for the assembly services.

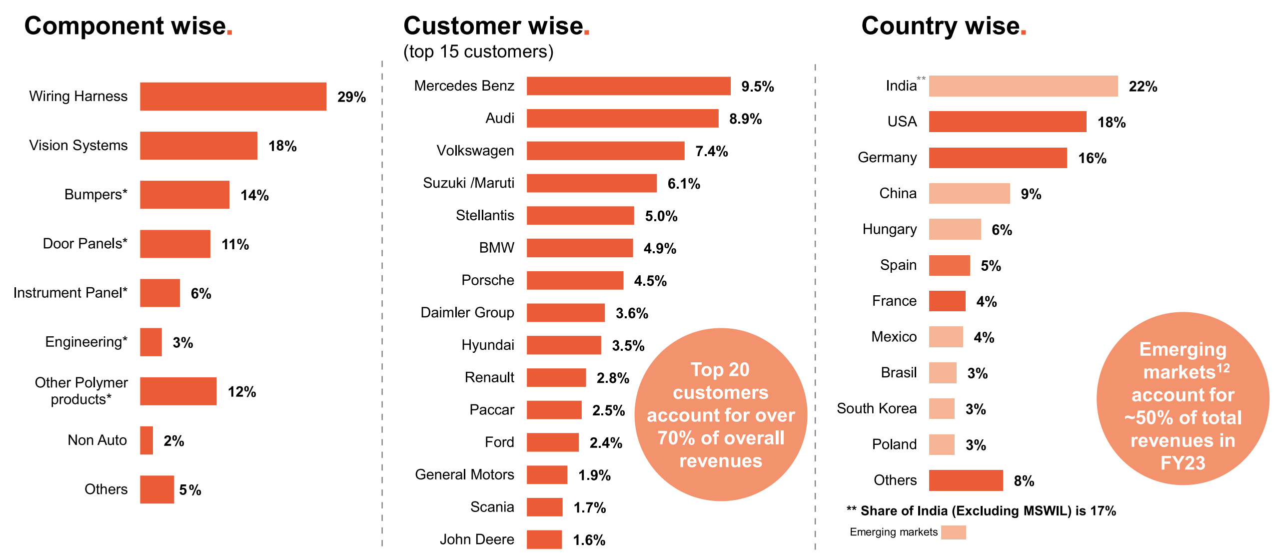
10 Total revenue considered is including 100% of joint venture and associate companies consolidated under equity method.

- Prysm is engaged in design development, manufacturing and sale of large format touch enabled display screens with embedded collaborative software developing Gen-3 prototype. Upon successful delivery of Gen-3 prototype as per agreed specification and associated conditions, which is expected by Q4FY24, the Company would further invest USD 20 Million and convert secured note to equity for majority stake i.e., not less than 72% on a fully diluted basis.
- Roll-on Hydraulics is engaged in the manufacturing, sub-assembly and supply of high precision turned parts, spools, and other machined components with critical engineering applications. The company has acquired 100% stake in Roll-On Hydraulics, the transaction is expected to close by Q2FY24.

Diversification with 3CX10

Our core strategy of 3CX10, where in no country, customer or component should contribute more than 10% of our consolidated revenues enables us to de-risk the business and demonstrate resilient performance. We have successfully achieved 3CX10 on the customer side. We are continuously working on further diversifying our component and geographic mix.

Charts below presents the 3CX10[11,12,13] performance for the financial year 22-23



Share of India excluding MSWIL is calculated after excluding FY23 MSWIL revenues and including procurement done by MSWIL from wiring business of SAMIL. This share is calculated without considering the impact of impairment

* Under Modules and Polymer Products business division

Equal Exposure to Developed & Emerging Markets

SAMIL follows a globally local strategy with the ability to manufacture and supply to customers in the same region. With an equal footing in both developed and emerging markets, the Company is well positioned to innovate technologies, products and features in developed markets, whilst emerging markets provide the upside of best cost countries and talent pool with younger demographics to provide unique solutions. The Company does see higher growth coming out of economies like India and intend to set up 7 new green-fields of which 6 are being setup in India: 3 for automotive (Wiring Harness -2 and Modules & Polymer -1) and 3 for non-automotive in Aerospace, Technology & Solutions and Healthcare with 1 new greenfield in China.

11 Revenue by country is based on manufacturing locations.

12 Emerging markets are defined as Brazil, China, India, Mexico, Sri Lanka, Thailand, South Korea, South Africa, Czech Republic, Hungary, UAE, Slovakia, Serbia, Turkey, Argentina, Philippines, Morocco, Indonesia, Poland as per MSCI Emerging Markets Index
Developed Markets are defined as Unites States, Canada, Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Israel, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, United Kingdom, Australia, Hong Kong, Japan, New Zealand, Singapore as per MSCI Emerging Markets Index

13 Total revenue considered is including 100% of joint venture and associate companies consolidated under equity method

Strong Balance Sheet

The Company continues to focus on financial discipline, Net debt for the year ended 31st March 2023 was INR 91,005 Mn (including lease liabilities INR 16,266 Mn) with a Net Debt to EBITDA ratio of 1.4x in comparison to 31st March 2022 with Net Debt of INR 91,372 Mn (including lease liabilities of INR 13,688 Mn) with Net Debt to EBITDA ratio of 1.9x. The Company has significantly deleveraged over the last six quarters, despite having a challenging business environment, unfavorable foreign exchange movement and continued levels of higher inventory on account of carrying safety stock for customers due to supply chain issues and volatility in customer production schedules. The decline in net debt is partially offset by unfavorable foreign exchange movement.

This is reflected in our ratings by various agencies.

Category	Domestic Ratings (SAMIL)		
	ICRA	CRISIL	India Research & Ratings
Short Term Rating	-	A1+	-
Long Term Rating	-	AA+ / Stable	AAA /Stable
Commercial Papers	A1+	-	A1+
Non-Convertible Debenture	-	-	AAA / Stable
Issuer Rating	-	-	AAA / Stable
Corporate Credit Rating	-	AA+/ Stable	-

Category	International Ratings		
	S&P	Fitch	Moody's
Issuer Credit Rating (SMRP B.V)	BB/Stable	BB/Stable	-
Senior Secured Bonds (SMRP B.V)	BB	BB+	
Corporate Family Rating (SAMIL)	-	-	Ba1/Stable

Key Developments in FY2022-23

M&A Transactions

Acquisition of DICV Frame & Assembly Business – Sept 2022: SAMIL acquired the assets of frame & assembly operations from Daimler India Commercial Vehicles Pvt. Ltd ("DICV") With addition of certain key assets and machinery, this provides a vertical integration opportunity pairing well with existing business of body in white (BIW) and cold stamped products for the customer. This is a testament of the long-standing relationship with Daimler. SAMIL will be the sole supplier for the next 10 years to DICV for Frame and Assembly. The transaction closed on 27th February 2023.

Acquisition of Ichikoh Industries – Sept 2022: SAMIL via its subsidiary SMRP B.V (SMR UK step down subsidiary) has entered into share purchase agreement with Ichikoh industries ("Ichikoh") for the acquisition of 100% equity shares of Misato Industries Co. Ltd, Japan and Ichikoh (Wuxi) Automotive Parts Co ltd, China. The target has 3 facilities across 2 countries supported by approx. 700 employees. The acquisition is in line with our strategy of 3CX10 with increased geographic footprint and increased penetration with Japanese OEMs and will further provide R&D & manufacturing capabilities for the vision systems division. The deal is expected to close by Q2FY24 subject to completion of all conditions' precedents.

Acquisition of Saddles – Jan 2023: SAMIL forays into automotive upholstery business with the acquisition of 51% stake in Saddles International Automotive and Aviation Interiors Private Limited ("Saddles"). Saddles is engaged in manufacturing of premium upholstery (Seat covers, cover for gear knobs and wrapping of door panels) for passenger vehicle applications with 7 facilities and ~2,000 employees across India. With entry into this product segment, Motherson is poised to gain from evolving trends of increased features and upscale automotive interiors, shift towards SUVs and premium vehicles and increased focus on safety related regulations. The deal is closed in July 2023.

Acquisition of SAS Autosystemtechnik GmbH – Feb 2023: Motherson further strengthens its position as a tier 0.5 supplier with the announced acquisition of SAS Autosystemtechnik GmbH ("SAS"). The acquisition further adds the core competency of assembly operations and managing complex logistics for us to be further entrenched in the automotive supply chain as module specialist. SAS had a gross revenue (on principal basis) of EUR 4.4 Bn and net revenue of EUR 896 Mn in FY22 with 24 manufacturing facilities and approx. 5,000 headcounts across 12 countries, the transaction is expected to close by Q2FY24.

Acquisition of FMCEL - Mar 2023: SAMIL acquired balance 50% shares of Fritzmeier Cabin Engineering Pvt Ltd (FMCEL) from its Joint Venture partner F Holdings GmbH Austria. FMCEL is engaged in the development and manufacturing of operator cabins, cover assemblies and fabrications for off-highway applications. The agricultural and construction equipment industry in India is poised for significant growth and all benefits will fully accrue to SAMIL now with FMCEL being a 100% wholly owned subsidiary. Transaction closed on 20th March 2023.

Acquisition of BOLTA - Mar 2023: The Company (via SMP Alabama) has acquired Bolta US Ltd, engaged in manufacturing chrome plated exterior and interior polymer components in US. The Company filed for bankruptcy under chapter 11 of the United States Bankruptcy Code. With this transaction we were able to ensure continuity of supply chain to OEMs and vertical integration by adding new products in the portfolio. This is in line with our strategy of offering more value to customers by combining functional and aesthetical parts. Transaction closed on 16th April 2023.

Consolidation & Amalgamation

Merger of Wholly Owned Subsidiaries of the Company – Jan 2023: To further simplify the structure, the Company approved the scheme of Amalgamation of four wholly owned subsidiaries - Motherson Consultancies Services Limited (MCSL), Motherson Invenzen Xlab Private Limited (Mi-Xlab), Samvardhana Motherson Polymers Limited (SMPL), MS Global India Automotive Private Limited (MSGI) with the Company and their respective shareholders and creditors under sections 230 to 232 and other provisions of the Companies Act 2013. The consolidation of assets and liabilities will result in the following benefits:

- Streamlining and further simplification of the corporate structure
- Elimination of duplicate administrative functions across the transferor companies
- Reduction in legal and regulatory compliance costs coupled with reduced time and multiple record keeping
- Greater synergies by enabling optimal utilization of resources and pooling of management

The merger will not result in any change in the share capital of SAMIL or any kind of dilution for SAMIL shareholders. The transaction was approved by the board on 27th January 2023 and filed with NCLT in March 2023 with all regulatory processes and ROC filings to close by September 2023.

Further Investment in MTSL – Mar 2023: SAMIL made additional investment of INR 1,252 million in Motherson Technology Services Limited (MTSL) (Information technology vertical of Motherson) resulting in increase in holding from 62.92% to 90.44% of total share capital. MTSL is an existing subsidiary of SAMIL and acquisition of additional equity shares is by way of rights issue of MTSL at the price applicable for all existing shareholders.

100% ownership in SMR Jersey – Mar 2023: The Company via its material subsidiary SMRP B.V acquired additional 1.55% shares of Samvardhana Motherson Reflectec Group Holdings Limited (SMR Jersey) for purchase consideration of EUR 18.4 Mn from an independent third-party. The SMR Jersey, which owns most of the Vision vertical, is now a 100% subsidiary of SMRP B.V.

Capital Market Actions

NCD Issuance of 6,000 INR Mn: The board of directors on 08th August 2022, gave an in-principle approval for issuance of Rated, Listed, Unsecured, Redeemable Non-Convertible Debentures of face value of INR 10,00,000/- for an aggregate principal of 1,000 Crores on a private placement basis in one or more tranches to certain eligible investors , out of which INR 600 Crores were allotted in Jan 2023 for cash on private placement basis to be listed on wholesale debt market segment of BSE Limited and NSE Limited.

SAMIL Consolidated Financial Performance

Consolidated Income statement

Figures in INR Million

Results (Continuing Operations)	FY 2021-22	FY 2022-23	% change	% of revenue (FY22)	% of revenue (FY23)
Total revenue from operations	637,740	787,007	23.4%		
Cost of material	367,363	453,174	23.4%	57.6%	57.6%
Employee cost	153,746	179,314	16.6%	24.1%	22.8%
Other expenses	69,637	92,442	32.7%	10.9%	11.7%
EBITDA*	48,393	63,944	32.1%	7.6%	8.1%
EBITDA Margin %	7.6%	8.1%			
Finance costs	5,426	7,809	43.9%	0.9%	1.0%
Depreciation and amortisation expense	29,582	31,358	6.0%	4.6%	4.0%
Profit before tax from continuing operations	14,243	24,048	68.8%	2.2%	3.1%
PAT (concern share)	5,096	14,956	193.5%	0.8%	1.9%
Earnings per share	0.97	2.21	126.9%		

*Before dividend income and interest income.

Amount of erstwhile Samvardhana Motherson International Limited and its subsidiaries are considered only for three months during FY2021-22 and for full year during FY2022-23.

Financial Highlights

a. Revenues: In FY2022-23, The Company reported highest yearly revenues from operation amounting INR 787,007 Mn against INR 637,740 Mn in FY2021-22, representing a 23.4% change year on year. The increase is on account of ~9% recovery in global automotive volumes, due to new launches and ramp-up of new programs supported by content increase per vehicle due to premiumization trends.

b. Cost of material: For the financial year 2023, the cost of goods sold was INR 453,174 Mn vs INR 367,363 Mn in the corresponding previous year. As a % of revenue, cost of material was 57.6% (57.6% in FY22) which is same as previous year, despite sharp increase in commodity prices. On a comparative basis the cost increased by INR 85,811 primarily on account of:

   o higher sales, material and associated costs

   o volatility in commodities & production inputs at elevated price levels (Copper, Resin, Glass)

   Cost of material includes purchase of raw materials (including commodities, bought out parts and various finished components), purchase of goods and tools for resale, discounts for prompt payment, purchase returns and similar transactions, volume discounts, change of inventories, consumption of other supplies and purchase of traded goods. These are primarily variable in nature based on the product mix sold during the period.

c. Employee Cost: Employee costs have increased to INR 179,314 crores in FY23 as compared to INR 153,746 crores in FY22. There is an increase of 16.6% in Employee cost compared to previous year due to

   o increased production levels thereby employing more direct manpower

   o general wage / salary inflation

- o rise in minimum wages in certain countries like Brazil, Mexico, Poland, Serbia, Lithuania etc.

The overall employee cost as a % of revenue, declined by 130 basis points from 24.1% in FY22 to 22.8% in FY23. Employee cost includes direct and indirect cost.

d. Other Expenses: Other expenses increased by INR 22,805 Mn to INR 92,442 Mn in FY23 as compared to INR 69,637 Mn in FY22. The increase is primarily due to

- o full year impact of erstwhile Samvardhana Motherson International Limited and its subsidiaries as compared to three months consolidation during FY2021-22.
- o higher input costs for energy in Europe, because of which overall electricity, water and fuel costs have increased from 2.0% of total revenue during FY22 to 2.7% of total revenue during FY23.
- o Increased legal and professional fee on account of multiple M&A transactions evaluated.

Other expenses include costs related to general administrative expenses, energy, repair and maintenance, rental and lease, freight & forwarding, legal & professional fees, auditors renumeration, net foreign exchange gain / (loss) and other miscellaneous items.

e. Finance Cost: During the year ended March 31st 2023, finance costs amounted to INR 7,809 Mn a 43.9% increase over the corresponding previous year despite reduction in gross debt. Increase in finance cost is largely attributable to

- o the overall increase in benchmarks rates like Euribor, Libor impacting the existing debt and
- o partly due to the increased interest rates on the new borrowings done during the year

Finance costs includes interest expense on borrowings, finance leases, loan processing fees, commitment charger, Mark to market loss/(gain) on fair value hedge and foreign exchange loss / (gain) on long-term loan facilities.

f. Depreciation and Amortization Expenses: For the fiscal year ended March 31st 2023, Depreciation & Amortization expenses were INR 31,358 Mn in comparison to INR 29,582 Mn in FY2022. Increase in depreciation and amortization is due to

- o capex for new plants and to support launch of new programs.
- o depreciation, amortization and impairment expenses of erstwhile Samvardhana Motherson International Limited and its subsidiaries was consolidated for three months during FY2021-22 and for full year during FY2022-23 which also contributed to increase in absolute terms.
- o depreciation and amortization also include INR 431 Mn on account of impairment provision during the year.

During FY2022-23, the Group recognized impairment loss of INR 431 Mn for Property, plant and equipment and Intangible assets with respect to its subsidiaries in Russia. The impairment was triggered due to ongoing geopolitical conflict in Russia and related sanctions, as a consequence OEMs have limited, halted or fully exited their business activities. While the Group continues to explore alternate business opportunities going forward, impairment loss of PPE and intangible assets are recognized in the financial statements and disclosed as "Exceptional expenses" in Consolidated statement of profit and loss.

Depreciation & Amortization refers to the amount recognized in the income statement reflecting the amortized cost of the tangible and intangible assets on a straight-line basis over the estimated useful life of the assets. This also includes depreciation on right to use assets recognized under INDAS-116 in respect of lease contracts.

g. Share of Profits from associates and joint ventures:

Group's share in net profit / (loss) of associates and joint ventures accounted for using the equity method has decreased from profit of INR 160 Mn in FY2021-22 to loss of INR 437 Mn during FY2022-23, primarily on account of loss in one of the Indian Joint Venture Kyungshin Industrial Motherson Private Limited to the tune of INR 5,849 Mn in FY23.

During FY2022-23 the Group has recognized an impairment loss amounting to INR 359 million for Goodwill included in the carrying value of investments in two of its joint venture entities accounted using the equity method. Impairment impact is disclosed under share of profit / (loss) of Associates and joint ventures in the Consolidated statement of profit and loss.

h. Income Taxes: Net tax expense for FY2022-23 was INR 7,352 Mn as compared to INR 6,069 Mn in FY2021-22 primarily due to increase in taxable income. Hence, weighted average applicable tax rate also reduced from 42.6% in FY2021-22 to 30.6% in FY2022-23. There have been no significant changes in tax rates applicable to the Group's subsidiaries during the year, but recognition of deferred tax assets in certain green field and other locations which was not recognized in past year due to conservative approach reduced consolidated weighted average tax rate.

i. Earnings: Earning per share (PAT Concern Share) increased to 2.21 in FY23 from 0.97 in FY22.

Consolidated Balance Sheet

Figures in INR Million

Financial Position	31-Mar 22	31-Mar-23	% change
Property, plant, and equipment	145,252	156,445	7.7%
Right-to-use assets	16,031	19,181	19.7%
Capital work-in-progress	12,488	14,222	13.9%
Investment properties	5,241	4,993	-4.7%
Goodwill	33,743	37,726	11.8%
Other intangible assets (including intangible assets under development)	14,454	13,681	-5.4%
Other assets			
- Inventories	64,417	78,228	21.4%
- Trade receivables	80,247	98,379	22.6%
- Cash & bank balances	49,994	46,987	-6.0%
- Other assets	140,834	148,676	5.6%
Total assets	**562,701**	**618,517**	**9.9%**
Liabilities of continuing operations (other than borrowings and lease liabilities)	197,758	236,825	19.8%
Net assets	**364,943**	**381,692**	**4.6%**
Source of funding:			
Net worth	204,220	222,852	9.1%
Reserve on amalgamation	1,663	1,663	-
Non-controlling interests	17,763	19,254	8.4%
Loans outstanding:			
- Long-term loans payable within one year	10,551	33,345	216.0%
- Short-term loans (other than payable within one year)	32,051	22,130	-31.0%
- Long-term loans	85,007	66,183	-22.1%
- Lease liabilities	13,688	16,266	18.8%
Total loans including lease liabilities	**141,297**	**137,924**	**-2.4%**
Cash & bank balance (excluding unpaid dividend)	49,925	46,919	-6.0%
Loans (net of cash and bank balances)	**91,372**	**91,005**	**-0.4%**
Net Debt (excluding lease liabilities)	**77,684**	**74,739**	**-3.8%**

Capital Expenditure

Figures in INR Million

Segment	FY2021-22	FY2022-23
Wiring Harness Division	4,794	4,140
Modules & Polymer Products	15,740	12,524
Vision Systems	2,495	3,359
Emerging Divisions	1,334	1,805
Total	**24,363**	**21,828**

The capex for the fiscal period is primarily on account of maintenance capex of new programs and productivity improvements. During the year, the Company incurred capital expenditure of INR 21,828 Mn primarily financed from internal accruals and external borrowings.

Consolidated Cash Flow Statement

Figures in INR Million

Consolidated Cash Flow (Including discontinuing operations till effective date of composite scheme of arrangement)	FY2021-22	FY2022-23
Cash flow from operations	32,951	54,965
Taxes paid	(8,324)	(8,535)
Cash flow from operating activities	**24,627**	**46,430**
Capital Expenditure (net of disposals)	(24,363)	(21,828)
Proceeds from sale / (payment for purchase) of investments (net)	135	(279)
Consideration paid on acquisition of subsidiaries net of cash balance acquired	(1,081)	(2,592)
Dividend received	793	1,982
Interest received	1,157	690
Cash flow from other investing activities	240	(422)
Cash flow from Investing activities	**(23,119)**	**(22,448)**
Proceeds & (repayments) of borrowings	2,456	(10,562)
Dividend paid	(6,457)	(3,308)
Interest paid	(5,528)	(8,083)
Cash flow from other financing activities	(2,645)	(5,389)
Cash flow from Financing activities	**(12,174)**	**(27,342)**
Net Increase/(Decrease) in Cash & Cash Equivalents	(10,666)	(3,359)
Net Cash and Cash equivalents at the beginning of the year	59,366	48,775
Cash and cash equivalents as at current year closing*	**48,700**	**45,416**

*(including exchange difference on bank balances in foreign currency with banks)

Operating Activities:

Net cash generated from operating activities has increased from INR 24,627 Mn in FY2021-22 to INR 46,430 Mn in FY2022-23. Cash flow generated from operating profits before working capital changes and income tax paid was INR 61,810 Mn in FY2022-23 as compared to INR 53,736 Mn in FY2021-22. Cash used in working capital was INR 6,846 Mn in FY2022-23 as compared to INR 20,785 Mn in FY2021-22 and tax paid has largely remained the same i.e., INR 8,535 Mn in FY2022-23 as compared to INR 8,324 Mn in FY2021-22.

Investing Activities:

Net cash used in Investing activities was INR 22,448 Mn in FY2022-23, primary towards capital expenditure amounting to INR 21,828 Mn, INR 2,592 Mn for consideration paid for acquisition of subsidiaries (CIM Tools Private Limited including step down subsidiary and JVs & Fritzmeier Motherson Cabin Engineering Private Limited) partly offset by received of dividend from Joint ventures amounting to INR 1,982 Mn.

Financing Activities:

Net cash used in financing activities was INR 27,342 Mn in FY2022-23, primarily on account of net repayment of borrowings (including lease liabilities) amounting to INR 14,498 Mn, dividend payment amounting to INR 3,308 Mn and interest paid amounting to INR 8,083 Mn.

Ratio Analysis

Key Ratios	FY2021-22	FY2022-23
Current Ratios (in times)	1.07	1.11
Debt- Equity Ratio (in times)	0.69	0.61
Debt Service Coverage ratio (in times)	2.66	1.38
Return on Equity ratio (in %)	4.93%	7.76%
Inventory Turnover ratio (in times)	6.42	6.35
Trade Receivable Turnover Ratio (in times)	7.91	8.75
Trade Payable Turnover Ratio (in times)	3.38	3.64
Net Capital Turnover Ratio (in times)	39.62	39.09
Net Profit ratio (in %)	1.3%	2.1%
Return on Capital Employed (in %)	5.8%	8.7%
Return on Capital Employed excluding fair valuation impact** (in %)	7.2%	10.8%
Return on Investment (in %)	0.5%	-0.7%

Calculation of Key Indicators (Ratio Analysis)

EBITDA	Profit before exceptional items, share of net profit of investments accounted for using equity method and tax + Finance costs + Depreciation and amortization expense - interest income - dividend income
PBT	Profit before exceptional items, share of net profit of investments accounted for using equity method and tax
Trade Receivable Turnover	Revenue from contract with customers
	Average trade receivables
Trade Payable Turnover Ratio	Purchase of goods
	Average trade payable
Inventory Turnover	Cost of goods sold
	Average inventories
Debt service Coverage Ratio	(Earnings before interest, depreciation, dividend income, interest income, loss on sale of FA and exceptional items but after tax)
	(Interest expense on short term and long-term borrowings + scheduled principal repayment of long-term borrowing during the year)
Net Capital Turnover Ratio	(Revenue from contract with customers)
	(Average working capital)
Return on Investment	[(Dividend income + Group's share in net profit (loss) of associates and joint ventures accounted for using the equity method)
	(Average Investment)
Return on Equity ratio	[Net Profits after Taxes]
	Average Shareholders Equity
Current Ratio	Current Assets
	Current liabilities - Current maturities of long term borrowings
Debt Equity Ratio	(Long term borrowing including current maturities + short term borrowing + lease liabilities)
	Shareholders equity
Net Profit Ratio	Profit / (loss) for the period
	Revenue from operations
Return on Capital Employed	(Earnings before interest and taxes)
	(Average capital employed)

Performance SAMIL Standalone

Standalone Income Statement

Figures in INR Million

Results (continuing operations)	FY 2021-22	FY 2022-23	% Change
Revenue from operation	54,163	73,550	35.8%
Cost of goods sold	33,927	46,230	36.3%
Employee cost	6,077	7,995	31.6%
Other expenses	7,426	11,130	49.9%
EBITDA*	7,345	8,949	21.8%
EBITDA%	13.6%	12.2%	
Finance costs	1,411	1,446	2.5%
Depreciation and amortization expense	2,042	2,313	13.2%
Profit before tax from continuing operations	9,198	9,092	-1.2%
PAT (concern share)	7,996	7,735	-3.3%
Earnings per share	1.53	1.14	-25.5%

* Before dividend and interest income

Standalone Balance Sheet

Figures in INR Million

Financial Position	31-Mar 22	31- Mar 23	% Change
Property, plant, and equipment	11,123	13,120	18.0%
Right-to-use assets	1,793	2,552	42.3%
Capital work-in-progress	538	658	22.3%
Investment properties	4,748	4,536	-4.5%
Other intangible assets	14	25	78.6%
Other assets			
- Inventories	6,877	9,178	33.5%
- Trade receivables	11,215	14,647	30.6%
- Cash & bank balances	6,317	2,189	-65.3%
- Other assets	334,922	340,486	1.7%
Total assets	**377,547**	**387,391**	**2.6%**

Figures in INR Million

Financial Position	31-Mar 22	31- Mar 23	% Change
Liabilities of continuing operations (other than loans and lease liabilities)	14,074	15,320	8.9%
Net assets	**363,473**	**372,071**	**2.4%**
Source of funding:			
Net worth	307,537	312,633	1.7%
Reserve on amalgamation	1,773	1,773	-
Loans outstanding:			
- Long-term loans payable within one year	7,489	27,528	267.6%
- Short-term loans	750	-	-100.0%
- Long-term loans	45,213	28,690	-36.5%
- Lease liabilities	711	1,447	103.5%
Total loans including lease liabilities	**54,163**	**57,665**	**6.5%**
Cash & bank balance (excluding unpaid dividend)	6,246	2,122	-66.0%
Loans (net of cash and bank balances)	**47,917**	**55,543**	**15.9%**
Net Debt (excluding lease liabilities)	**47,206**	**54,096**	**14.6%**

Standalone Ratio Analysis

Key Ratios	FY2021-22	FY2022-23
Current Ratios (in times)	2.28	3.68
Debt- Equity Ratio (in times)	0.18	0.18
Debt Service Coverage ratio (in times)	0.70	0.26
Return on Equity ratio (in %)	4.24%	2.48%
Inventory Turnover ratio (in times)	5.46	5.76
Trade Receivable Turnover Ratio (in times)	6.46	5.58
Trade Payable Turnover Ratio (in times)	5.06	5.74
Net Capital Turnover Ratio (in times)	3.96	2.51
Net Profit ratio (in %)	14.76%	10.52%
Return on Capital Employed (in %)	17.33%	18.34%
Return on Investment (in %)	28.70%	4.22%

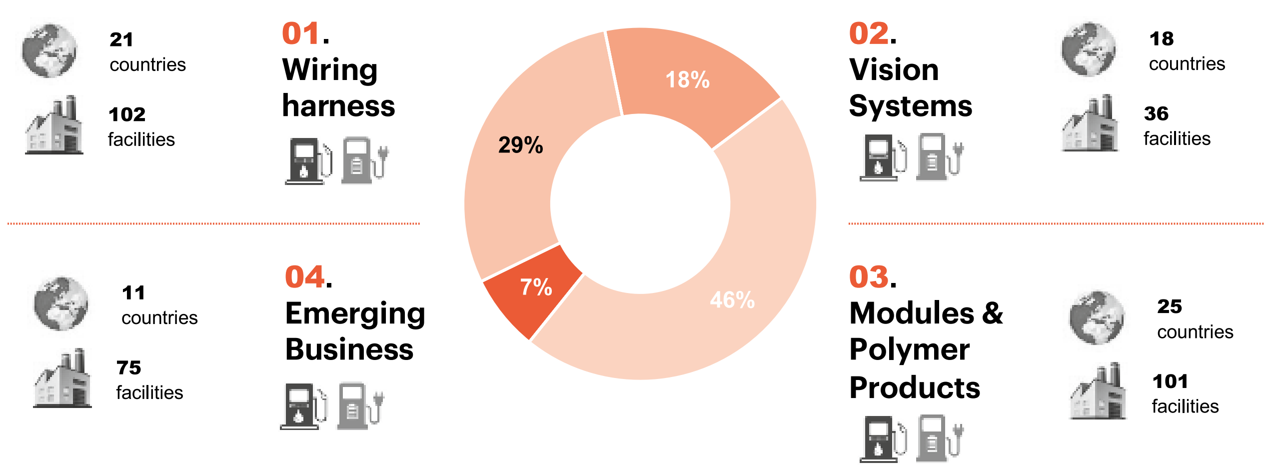
* Investment and loan given is excluded from capital employed for calculation of return on capital employed since return from those assets are not considered in EBIT.

Key indicators are mentioned at the end of management discussion and analysis

Standalone Cash Flow Statement

Standalone Cash Flow (Including discontinuing operations till effective date of scheme of arrangement)	FY2021-22	FY2022-23
Cash flow from operations	**6,202**	**4,181**
Taxes paid	(2,519)	(1,290)
Cash flow from operating activities	**3,683**	**2,891**
Capital Expenditure (net of disposals)	(2,582)	(3,976)
Dividend received from subsidiaries & Joint ventures	4,549	2,752
Proceeds from sale / (payment for purchase) of investments (net)	-	(6,128)
Loan (to)/repaid by related parties (net)	5,500	1,818
Cash flow from other investing activities	1,406	966
Cash flow from Investing activities	**8,873**	**(4,569)**
Proceeds & (repayments) of borrowings	(1,817)	2,713
Dividend paid	(4,731)	(2,938)
Interest paid	(2,654)	(2,063)
Cash flow from other financing activities	(191)	(227)
Cash flow from financing activities	**(9,393)**	**(2,516)**
Net Increase/(Decrease) in Cash & Cash Equivalents	3,163	(4,193)
Net Cash and Cash equivalents at the beginning of the year	2,867	6,246
Cash and cash equivalents acquired consequent to Composite Scheme of Amalgamation and Arrangement	145	-
Cash and cash equivalents as at current year closing*	**6,175**	**2,053**

Division Performance



Note: Segment spilt is based on the gross numbers i.e., before elimination of inter segment Revenues and EBITDA, includes 100% revenue of joint ventures and associates accounted for as per equity method. Facilities include all operational units (manufacturing plants, module centres, assembly centres, units for service businesses), tech centres and representative offices.

Wiring Harness Division

Figures in INR Million

	FY2021-22	FY2022-23	Growth
Revenue	219,698	265,013	20.6%
EBITDA	19,130*	22,785	19.1%
EBITDA Margin	8.7%	8.6%	

Performance Overview:

- This division has demonstrated a strong growth of 20.6% in FY23 as compared to corresponding previous year which is largely in line with the growth in Indian passenger vehicle market and CV market in North America and Europe.
- During the year EBITDA has also increased by 19.1% in line with growth in revenue as compared to corresponding previous year whilst navigating an inflationary environment.
- EBITDA margin declined by 10 bps from 8.7% in FY22 to 8.6% in FY23, the key elements of the same as a percentage of revenue is given below:
  - o 10 basis points increase in cost of material due to increase in copper price and unfavourable movement in exchange rates of bought out parts etc
  - o 80 basis points increase in employee benefit expenses due to rise in minimum wages across multiple geographies.
  - o 80 basis points decrease in other expenses
- The division incurred capital expenditure of INR 4,140 Mn (~14% lower than PY)

Modules & Polymer

Figures in INR Million

	FY2021-22	FY2022-23	Growth
Revenue	354,200	422,557	19.3%
EBITDA	24,482	27,239	11.3%
EBITDA Margin	6.9%	6.4%	

Performance Overview:

- This division has demonstrated a strong growth of 19.3% in FY23 as compared to corresponding previous year despite marginal recovery in global production volumes of approximately 9% as compared to previous year.
- During the year EBITDA has also increased by 11.3% as compared to corresponding previous year despite elevated commodity and energy prices coupled with high inflation cost.
- During the year EBITDA margin has declined by 50 bps from 6.9% in FY22 to 6.4% in FY23, the key elements of the same as a percentage of revenue is given below:
  - o 70 basis points increase in cost of material due to increase in commodity prices like Resin etc.
  - o 200 basis points as a percentage to revenue decrease in employee benefit expenses due to operating leverage.
  - o 180 basis points increase in other expenses primarily due to increase in power & fuel and freight cost.

  The division has incurred a capital expenditure of INR 12,524 Mn (20.4% lower than PY) to remain prudent.

Vision Systems

Figures in INR Million

	FY2021-22	FY2022-23	Growth
Revenue	134,976	165,688	22.8%
EBITDA	12,889	17,110	32.7%
EBITDA Margin	9.5%	10.3%	

Financial Update:

- The division continues to grow on the back of recovery in global production volumes demonstrating a strong growth of 22.8% in FY23 as compared to corresponding year.
- Absolute EBITDA has also increased by 32.7% as compared to corresponding previous year despite supply chain related challenges and elevated commodity prices supported by customers on sharing of inflationary cost structures
- During the year EBITDA margin has increased by 80 bps from 9.5% in FY22 to 10.3% in FY23, the key elements of the same as a percentage of revenue is given below:
  - o 160 basis points increase in COGS due to increase in commodity price like Aluminium and resin prices and change in product mix
  - o 200 basis points decrease in employee benefit expenses
  - o 40 basis points decrease in other expenses primarily due to economies of scale
- Strong growth momentum as the business continues to expand having incurred capex of INR 3,559 Mn (34.6% higher than PY) to support new customer programs and launches.

Emerging Businesses

Figures in INR Million

	FY 2021-22			FY 2022-23		
Division	**Revenue**	**EBITDA**	**EBITDA Margin**	**Revenue**	**EBITDA**	**EBITDA Margin**
Lighting & Electronics	10,316	1,427	13.8%	29,530	4,294	14.5%
Precision Metals & Modules	5,621	799	14.2%	17,263	2,708	15.7%
Elastomer	4,835	696	14.4%	6,729	824	12.2%
Aerospace	-	-	-	2,451	552	22.5%
Logistics Solutions	237	-21	-8.9%	1,250	35	2.8%
Technology & IT solutions	1,585	-104	-6.6%	7,870	-150	-1.9%
Health & Medical	-	-	-	133	-241	-181.2%
Services	3,236	-519	-16.0%	4,440	-318	-7.2%
(Elimination and central support cost)	-163	27	-1,397	24		
Total	**25,668**	**2,306**	**9.0%**	**68,269**	**7,728**	**11.3%**

Subsidiaries and joint venture of erstwhile Samvardhana Motherson International Limited was consolidated only for three months during FY2021-22 and for full year during FY2022-23, hence the financials of the segment are not strictly comparable.

Debt Position and Liquidity

The Company's comparative debt position for the last two years is as follows:

Particulars (INR in Million)	Consolidated	
	March 31, 2022	March 31, 2023
Long term debt	95,077	78,239
Long term debt due in one year	14,169	37,555
Short term debt	32,051	22,130
Gross debt*	**141,297**	**137,924**
Cash and Bank Balance	49,925	46,919

Particulars (INR in Million)	Consolidated	
	March 31, 2022	March 31, 2023
Net debt*	**91,372**	**91,005**
Includes lease liabilities	13,688	16,266
In Long term debt	10,070	12,056
In long term debt due in one year	3,618	4,210

Risk Management

The Company has a global presence and decentralised management structure. The financial year 2022-23 saw multiple external and internal challenges continuing to shape the overall risk profile of the company. Macroeconomic and geo-political risks had an impact throughout the year. At the macro level, the Company is exposed to risks associated with global organisations and the automotive industry in particular. Mitigating risks from all directions is one of the challenges that the Company targets. Risks are an integral part of business growth, but not all risks are created equal. Management and mitigation efforts must be calibrated according to the likelihood of exposure and the potential downside of an incident. The Company is exposed to various risks within each of its business segments and products. The first step for risk management is in creating an effective risk-management system to understand the qualitative distinctions among the types of risks that organisations face. The Company has set up a Risk Management Committee (RMC) at the Board level to periodically, inter-alia, review Operating Risks, financial & account Risks, Regulatory Risks, Strategic Risks and IT & Information Security Risks in the business and their mitigating factors.

RMC has formulated Risk Management Policy for the Company which was approved by the Board. RMC considers a holistic understanding of the risks that can potentially impact the operations as well as takes actions on how to effectively mitigate those risks to protect their assets and to keep operations running smoothly. The policy formulated outlines the risk management framework to help minimise the impact of uncertainty on the Company's strategic goals. The framework enables a structured and disciplined approach to risk management. The guidelines developed cover risk controlling and the use of financial instruments. These guidelines contain a clear allocation of duties. Risks are controlled and monitored by means of operational and financial measures.

The diverse businesses with different geographical exposure makes it critical to identify and mitigate risks at the key level of business divisions and operating units which might impact the overall group performance. The risk management policy ensures that the business divisions remain aligned with global risk management for the company.

As the group grows with Motherson 2.0 and keeping Vision 2025 in perspective with the changing business landscape and unexpected risks and uncertain events, the group has adopted a bottom-up approach to risk management in order to capture and manage risk at operating levels which may impact the group performance. Each vertical is responsible for own risk assessment with a defined team structure and engagement with continuous monitoring.

As a part of this structure, each division has a nominated risk officer responsible risk monitoring, policy making and process control. Further there are identified risk leaders responsible for identification, evaluation and mitigation of risks within the scope of designated functions such as Sales, HR, IT, Finance, Operations etc.

The divisions conduct half yearly meetings to assess and update the risk ratings, discuss progress on mitigation plans and its effectiveness or required course correction. This is a continuous exercise aligned with the Company's Risk Management Committee.

The Company follows a robust process of risk management by following 3 step approach

1. Step 1: Risk Identification (which includes education on the identification of risk, probability evaluation as to likelihood and finally consequence evaluation as to the impact/financial losses to determine the size of risk),
2. Step 2: Risk Evaluation and
3. Step 3: Action to mitigate or eliminate the risk with a monitoring mechanism in place.

In addition to RMC meetings, during the regular management meetings at all management levels, opportunities, risks and optimisation measures are reviewed in detail. Any exceptional situations having potential risks are identified and treated at the early stage to minimise their impact on financial and income positions. Also RMC reviews the risks for all key verticals of Motherson Group, i.e., Wiring Harness Vertical, Modules & Polymers Vertical and Vision Vertical.

Based on analysis and evaluation, RMC assesses various risks in the following categories:

1. <u>Operating Risks:</u>

   The Operating Risks can be arising from internal factors and/or external factors. Further, the operating risks includes the following:

   (a) Internal Factors:

   - Sourcing and supplies for changes in raw material prices; shortage of raw material and components; supplier issues; and energy availability and pricing.
   - Revenue for continuous pressure from OEM to reduce prices; reliance on single customer / market; and increased directed sourcing and multi-supplier sourcing by OEMs.
   - Quality & Product liability
   - Managing Manufacturing capacities
   - Processes – Internal control
   - Effective training of employees.

   (b) External factors:

   - Future growth-Industry trend & preferences
   - Social, Political and Economic risk
   - Reputation Risk
   - Act of GOD
   - Natural factors (COVID-19)
   - Geo-political risk
   - Environment, Social Policy and Governance (ESG)

   Motherson has a strategy of 3CX10 for Vision 2025, which means that no customer, no component and no country should contribute more than 10% to the overall business. Further, as part of Vision 2025, Motherson aims to achieve new segments contributing to 25% of revenues of US $ 36 billion target. If we are unable to effectively implement or manage our growth strategy and strategy to deliver competitive business efficiency, our business, prospects, financial condition and results of operations could be materially and adversely affected.

2. <u>Financial & Accounting Risks:</u>

   This includes risks in terms of capital structure, forex risks such as currency risks, interest risks as well as financial obligations including liquidity, financial and other obligations under financing arrangements etc. As part of the overall strategy, the Company has facilities across globe, close to the customer, minimising the currency risks (other than translation). The Company has expanded the investors' base since 2020 by doing 6(Six) series of Non-convertible Debentures (NCDs) issuance in Indian market.

3. <u>Regulatory Risks:</u>

   This includes risks with respect to multiple jurisdiction laws and regulations, intellectual property, patents etc. Motherson as a global organization, has to comply with a complex regulatory landscape across multiple jurisdictions, covering areas such as Employment and Labour, Taxation, Foreign Exchange and Export Control, Sanctions restrictions, Environment, Health and Safety, Anti-Bribery and Anti-Corruption, Data Privacy and so on. The laws and regulations are continuously evolving, increasing in number and complexity. This has resulted in greater compliance risk and cost of compliance for the Company. As a mitigation tool, Motherson has also formulated Code of Conduct for best ethical practices and other best practices as part of Global Policies applicable to all associates of the Motherson Group on uniform basis. The Company conducts training(s) and an annual affirmation programme for its associates through a specialized developed digital platform.

   For the management of Regulatory Risk, Motherson has legal experts appointed in various jurisdictions who support and provide guidance to officers ensuing compliances in various plants and other locations. Further, Regional Chairman Offices (RCOs) in different regions adopt best practices to mitigate the risks from regulatory perspective.

4. <u>Strategic Risks:</u>

   This includes risks with respect to new business opportunities, M & A actions etc. Motherson's acquisition strategy is customers driven and has strong team to evaluate and strategise the acquisition.

5. <u>IT and Information Security Risks:</u>

   This includes risk with respect to IT solutions and lack of awareness among employees towards IT security policy, system adequacy, protection of systems, safeguard from emerging cyber threats and data security.

   The Company has well-institutionalised information security management system based on internationally recognised standards and best practices and is continually improving its cybersecurity posture to safeguard from the emerging cyber threats to its business. These momentous cyber risk management efforts are further augmented by embedding global security governance roles in the centralised Group CIO function, and by effectively making use of innovative and new-age technology solutions to proactively detect and prevent sophisticated cyber threats.

6. <u>Environment, Sustainability & Governance (ESG):</u>

   As a result of changing weather and seasonal patterns, there are increasing cases of seasonal diseases, epidemics and pandemics besides threat to human safety and business disruption. With globally distributed operations, the Company faces physical risks to life and property due to extreme weather events; transition risks resulting from disruptions in the market and emerging regulations; disruptions to operations due to water scarcity, e-waste and solid waste regulations. To emphasize the fundamental principles shaping the responsibility of Motherson with regard to Climate Change, the Board of Directors of the Company on August 26, 2021 inter-alia, adopted a Climate Change Policy which is available on the website of the Company at https://www.motherson.com/storage/Group-Policies/Climate-Change-Policy.pdf.

The various identified risks are further categorised on the scale and likelihood of occurrence in following categories:

(a) Extreme: This inter-alia includes risks associated with international long- term negative rating impact, significant prosecution and fines, litigation including class actions, significant injuries or fatalities to employees or third parties, such as customers or vendors etc.

(b) Moderate: This inter-alia includes risks associated with national short-term negative rating impact, report of breach to regulator with immediate correction to be implemented, widespread staff morale problems and high turnover etc.

(c) Minor: This inter-alia includes risks associated with reputational damage, reportable incident to regulator, general staff morale problems and increase in turnover etc.

The management also defines the probability and financial criteria of expected financial losses for each of the above categories which are revisited and revised considering the guidance of RMC.

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors.

Internal Control Systems

As the Company has a large global footprint and presence in 41 countries, having strong and robust internal control processes is of utmost importance. The Company invests sizeable resources to ensure that the Company has a well embedded system of internal control processes which are in line with the current systems of internal financial control with the requirement of the Companies Act, 2013 and globally accepted best practices. Further, the Company has documented policies and procedures covering all financial and operating functions.

The Company has an adequate system of internal control commensurate to its size and the nature of its operations. The internal control system & process are designed to ensure:

(a) Transactions recorded are accurate, complete, authorised and are in adherence to Accounting Standards.

(b) Compliance to applicable statutes, corporate policies and procedures.

(c) Maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations.

(d) Effective usage of resources and safeguarding of assets and ensuring its authorized use.

Further, some significant features of the internal control of systems are:

- Regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices, if any.
- Robust Enterprise Resource Planning, supplier relations management and customer relations management connect our different locations, dealers and vendors for efficient and seamless information exchange.
- Detailed business plans for each segment, investment strategies, year-on-year reviews, annual financial and operating plans and monthly monitoring are part of the established practices for all operating and service functions; and
- An ongoing programme, for the reinforcement of the Motherson Code of Conduct is prevalent across the organization. The Code covers integrity of financial reporting, ethical conduct, regulatory compliance, conflicts of interest's review and reporting of concerns.

For review & testing the effectiveness of the internal control system, the Company has a well-established, independent, multi-disciplinary Internal Audit team, which operates in line with governance best practices. The Internal Audit function collaborates with independent internal auditors to periodically review compliance with respect to the established design of the internal control and assess the effectiveness as well as the efficiency of operations.

The Company also undergoes periodic audit by specialized third party consultants and professionals for business specific compliances such as arm's length analysis for related party transactions, quality management, service management, information security etc.

The significant audit findings are reviewed at regular intervals by the Audit Committee of the Board of Directors, comprising majority independent directors (including the Chairman being an independent director). Further, the Audit Committee also monitors the status of management actions emanating from the internal audit reviews.

Processes in the Internal Audit function have been continuously strengthened for enhanced effectiveness and productivity including the deployment of best-in class tools for analytics in the Audit domain which has further enhanced the depth, coverage, and sharpness of the internal audits. The Company is using the latest IT tools such as data analytics to enhance the scope and effectiveness of the internal audit function. Adherence to the statutory compliances at each of the locations is also ensured through a continuous monitoring mechanism. The Company has also identified various business risks and laid down necessary procedures for mitigation of the same.

There have been no changes in our internal control over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The statutory auditors of the Company have audited the financial statements included in this Annual Report and have issued an attestation report on the Company's internal control over financial reporting (as defined in section 143 of the Companies Act, 2013).

Management has assessed the effectiveness of the Company's internal control over financial reporting (as defined in Regulation 17 of SEBI Regulations 2015 applicable on Indian entities) as on March 31, 2023.

During Financial Year 2022-23, the effectiveness of the Internal Control over Financial Reporting been assessed and has determined that the Internal Control over Financial Reporting as of March 31, 2023 is effective.

Human Resource

Motherson is a people's Company and we put our people first. The Company is driven by highly motivated employees spread across the world in 41 countries. We are a family with multicultural and multilingual backgrounds. Motherson is a truly global organization that recognizes the capabilities, contributions, potential, and value of its human capital.

Motherson is committed to contributing to and respecting internationally recognized human rights. Preventing violations of human rights forms an integral part of Motherson's values. Human rights are universal. Inherent dignity and equality for all is the foundation of freedom, justice and peace all around the world. Motherson subscribes to the principle that every human being has the right to be treated with dignity, fairness and respect. Motherson upholds the dignity, fundamental freedoms and human rights of its employees, contractors and the communities in which they live and work. Motherson respects human rights and cares about its role as a good corporate citizen for the human rights of each individual. Motherson as business enterprises will comply with all applicable laws with full respect to human rights.

With the above objective, the Board of Directors of the Company on May 19, 2023 has adopted a Human Rights Policy and the same is available on the website of the Company at https://www.motherson.com/storage/Group-Policies/Global-Citizenship-Policy.pdf.

Building a Strong Workforce Motherson globally employed approximately 155,000 and 168,712 employees as of March 31, 2022, and March 31, 2023, respectively.

Diversity & Inclusion

Diversity in the workplace includes inherent culture, ethnicity, race, gender, nationality, age, religion, disability, education, opinions and beliefs.

The Board of Directors of the Company on August 10, 2021, inter- alia, approved and adopted the 'Inclusion and Diversity Policy'. The Policy outlines Company's approach and commitment to Inclusion and Diversity, which is aligned with Motherson's beliefs. The Inclusion and Diversity Policy sets out the objective to drive better business outcomes and an improved people experience through shared accountability for Inclusion and Diversity.

Inclusion and Diversity Policy approved and adopted by the Board of Directors of the Company on August 10, 2021 is available on the website of the Company at https://www.motherson.com/storage/Group-Policies/Inclusion-and-Diversity-Policy.pdf

Our diversity is our strength. By acknowledging and valuing these differences we emerge as a stronger and better organization. At Motherson, we believe that the core of our success lies in the collaborations with our different stakeholders, which are relationships based on trust and respect for each other.

Motherson is committed to providing a safe, flexible and respectful environment for its staff and clients free from all forms of discrimination, intimidation, exploitation and harassment. The group sets a standard of 'zero tolerance' for any kind of discrimination at work. Each person representing the Company is responsible for ensuring that all actions or behaviour that are or could be viewed as discriminatory are avoided.

By helping and supporting one another, we foster a real sense of togetherness. We celebrate the uniqueness of each of our employees, but we are 'One Motherson' with a single vision: **to be a globally preferred sustainable solutions provider for our customers.**

Employee Well-being

People's safety and well-being are utmost priority of Motherson. Our objective is always to identify and adopt the best practices of every region in our work culture. The Human Resource function of Motherson leads from the front and leaves no stone unturned to make a positive difference in the lives of its employees.

Employee communication and engagement remained at the heart of our approach and are facilitated by technology. To foster a more connected organization, the Company has been using various tools to stay connected with the workforce, providing emotional support.

It has been about two years since we at Motherson transitioned to hybrid work, prioritizing safety and flexibility. This shift has enabled us to be more responsive to customer demands, more resilient to disruption and more productive in our work, characterized by empathy and flexibility. Today, our offices have integrated technology into their designs to deliver an experience far beyond the traditional way of working. At Motherson, our objective is to build and retain social capital among employees to enhance collaboration and innovation in a hybrid workplace. In addition, working from the office in a hybrid model promotes ideation and self-learning, which fosters self-development. Our approach to returning to work has been balanced with a focus on flexibility, employee safety and well-being and client commitments.

Learning and Development

At Motherson, our success stems from success of our people. We aim to help each employee reach their fullest potential and thus employee development strategy is aimed at creating a dynamic talent pipeline, capable of supporting the organization to meet evolving business challenges in the long run.

We educate our employees through regular training which helps them acquire new skills, increase their productivity, climb the corporate ladder and take up bigger responsibilities and above all keep them motivated and aligned to organizational goals.

A step forward in this direction has been the development of a web-based e-learning platform that has also been developed and deployed across the organization. This digital model of learning has ensured the collaboration of a larger audience while being seated and learning from anywhere.

Leadership development is important for every organization, and at Motherson we initiated a pilot programme for our leaders. The programme aims to familiarise future leaders of the group with the Motherson philosophy and to acquaint them with all main areas of expertise within the group. This programme included participants from across several continents who participated in an 18-month training and practical programme in which emphasis was placed on enhancing their knowledge of the various aspects of the business and building their leadership skills. Now the same programme is being emulated regionally across the group.

Quality Circles are another vital employee development activity where employees come together as a team and work towards solving work-related problems. They are encouraged to present their innovative project ideas and methods of implementation to the larger team.

We have been successfully involving and evolving employees in this movement for the past two decades. This is a great way to develop a solution-oriented approach in our employees and teach them different problem-solving techniques.

As of Dec 31,2022, there are 1599 Quality Circles actively operating within the Motherson Group. 4031 quality projects have been completed by the Quality Circles, in the year that has gone by.

We closely monitor the skill matrix of all our people and ensure their personal goals are mapped with their professional grooming to help them live fulfilled professional lives and better enhance their tenure at the Company.

Opportunity to grow

Motherson believes in providing Equal Growth Opportunities to all those who have the ability and willingness to perform. Meritocracy is the only criteria to rise in rank. All employees have documented key result areas for performance, which are set based on work profile and business requirements through discussion with respective reporting managers. The annual performance appraisal cycle helps to set the expectation via defined targets and objectives along with stating the development needs of the employees. Constant focus on improving over past performance is what is driving the growth in the organization.

The Company is committed to the growth and development of its employees to strengthen their functional, managerial and leadership capabilities. We have a focused approach with the objective of addressing all capability gaps and preparing our employees to adapt to the fast-changing external environment to meet the Company's strategic objective.

Motherson follows the mantra of BY-BY (By Yourself - Better Yourself), which says "Be your own benchmark, set it high and constantly beat it. Even a small improvement every day will take you to whole new levels". Continual improvement in all areas is our way of life.

Open Door Communication to Create Trust & Transparency

We harbour a culture of trust and transparency by following an Open-Door Policy. We have various policies including Whistle Blower Policy that work towards open communication and transparency. Objective of these policies are having an all-encompassing platform for both management and employees that extends to the realms of establishing a system of fair practices and guiding principles for everyone to abide.

Motherson has several ways to engage with employees. Interaction sessions, communication meetings, work councils and various forums are interactive engagement channel that enables two-way communication with employees. Various Cross-Functional Teams (CFT) are in place to collectively brainstorm on practices and improve the process and policies based on the suggestions received. To address any grievance of its workmen, including the temporary workforce, the Company has a well-structured grievance redressal mechanism.

Technology has reshaped the way we think, live, and connect. Digital engagement tools have been designed and developed for employees' convenience. This group intranet is a connecting highway that facilitates mutual support to move ahead together, encourages collaboration, increases efficiency, and enables the exchange of ideas and information.

An employee engagement survey is also conducted to gauge the satisfaction levels among the workforce. Based on employee feedback, initiatives have been taken for strengthening communication and workplace improvements.

In short, employee-centric policies and communication forums ensure a safe and secure working environment for all employees.

Health & Safety

The organization regards health and safety as a high priority and a fundamental value to be upheld at all times by all persons. Inspired by the organization's philosophy of 'Safety First', strong processes and systems are in place to minimize risks and ensure the safety and well-being of the workforce. All employees, right from the shop floor up to the top management, are trained to execute their work safely and responsibly.

The Company is committed to creating a safe work environment where everyone feels comfortable to act and speak freely and feels encouraged to seek help and support wherever required. We are also committed to preventing and mitigating workplace risks and hazards to the safety and health of all our employees. The Board of Directors of the Company on May 19, 2023 inter-alia, adopted Occupational Health and Safety Principles Statement which is available on the website of the Company at https://www.motherson.com/storage/Group-Policies/Occupational-Health-and-Safety-Principles-Statement.pdf.

Further, the best safety measures by the companies/units are recognized by awards, and such measures are shared on the intranet electronically amongst all the companies/units.

Safety committees with representation from the management and associates are formulated which ensures that safety is everybody's responsibility. Scheduled Safety Walk-Throughs, Regular Risk assessments, Corrective actions Implementations and Leadership Commitments install a safety culture in the organization. Every employee is made aware of raising the flag in case any unsafe act or situation is noticed. Our efforts to minimize the near-misses ensure that we all work safely and responsibly to have zero accidents and zero work-related fatalities.

Environmental Responsibility

Motherson Environment Stewardship conveys organisations efforts to minimize the environmental footprint. Motherson complies with regulations, advocates for progressive environmental policies, and protects workers' safety as part of its corporate responsibility. The Company recognises its corporate responsibility to carry out its operations whilst minimising the impact on the environment. It also aims to comply with all applicable environmental legislation to prevent pollution and to minimise environmental damage occurring as a result of its activities. Across the Motherson Group, alongside

IATF16949 accreditation, the organisation is duly certified with ISO14001:2015 accreditation across the business focusing on environmental aspects.

We are carefully monitoring all aspects of the environmental footprint of our operations and our products. From the choice of materials and product design to management of our supplier base, from energy use and waste handling to product delivery, there are great sustainability initiatives taking place across the group. The organisation is progressively increasing the share of solar power and wind power in its energy consumption and is graduating to energy-efficient lighting with the adoption of LED lights across its facilities.

The United Nations Framework Convention on Climate Change (UNFCCC) and the Paris Climate agreement provide the framework of a collective commitment to minimize the effects of global warming. The Paris Agreement acknowledges the urgent need to scale up global response to climate change. This requires international business across all industries to play their part in addressing the challenge. We at Motherson are committed in contributing to passing on to our next generation a clean environment and making every effort in preserving earth's future by adopting environment friendly technologies, business practices and innovation which lead to a clean and green future. For Motherson and our stakeholders this is an issue of very high material importance where we have the ambition to make a positive contribution. In this respect, Motherson is actively working on following Principles to minimize the environmental impact of its current operations and supply chain, focusing on the following areas:

(a) Minimise and wherever possible eliminate the emission of greenhouse gases.

(b) Improve energy efficiency in all areas and maximise access to sources of renewable energy.

(c) Improve water utilisation efficiency and harvesting.

(d) Minimise and wherever possible eliminate waste focusing on the increased application of recycling solutions.

(e) Focus on climate positive actions and maximising economic circularity.

(f) Adapt and maintain compliance to evolving regional and country specific environmental goals.

Further, to emphasize the fundamental principles shaping the responsibility of Motherson with regard to Climate Change, the Board of Directors of the Company on August 26, 2021 inter-alia, adopted a Climate Change Policy which is available on the website of the Company at https://www.motherson.com/storage/Group-Policies/Climate-Change-Policy.pdf

Further, the Company is also committed to passing on to future generations a clean environment and a sustainable business. The Board of Directors of the Company on May 19, 2023 inter-alia, adopted a Environment Policy which is available on the website of the Company at https://www.motherson.com/storage/Group-Policies/Group-Environment-Policy.pdf.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L34300MH1986PLC284510
2	Name of the Listed Entity	Samvardhana Motherson International Limited (Formerly Motherson Sumi Systems Limited)
3.	Year of incorporation	1986
4.	Registered office address	Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai - 400051, Maharashtra, India
5.	Corporate address	Motherson Corporate Tower, Plot No. 1, Sector 127, Noida - 201301, Uttar Pradesh, India
6.	E-mail	investorrelations@motherson.com
7.	Telephone	+91 22 61354800
8.	Website	www.motherson.com
9.	Financial year for which reporting is being done	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	1. BSE Limited 2. National Stock Exchange of India Limited
11.	Paid-up Capital	INR 6,776,421,366
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	1 Mr. Barrie Painter +91 120 6679500 sustainability@motherson.com Mr. Barrie Painter is Chief Sustainability Officer employed in wholly owned subsidiary of Samvardhana Motherson Automotive Systems Group B.V., Netherlands ('SMRP B.V.'). SMRP B.V. is a wholly owned subsidiary of the Company. Mr. Painter is heading all sustainability and ESG development goals of Motherson Group. 2 Mr. Pankaj Mital Chief Operating Officer +91 120 6752100 sustainability@motherson.com

13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).

The disclosure under this report are made for entities which are fully consolidated in the financials.

The data management techniques used and basis of calculations and estimates have been mentioned in the relevant areas of this report. For any material change in basis or assumption from the previous year, the Company intends to provide specific reference for such change. The Company does not believe there is any substantial divergence from the requested reporting convention.

The data is sourced from various operating units and complied at the central level. The management intent is to include all its consolidated joint ventures partners and associates for adoption of policies, sustainability goals and reporting for the company. Any increase / change in reporting boundaries and/or re-classification of data points to bring higher alignment with respective data point, may result into variation of reported for previous year. The Company intends to provide specific reference for any such material change(s), if any, and having impact on achieving sustainability goals of the Company.

No independent assessment / evaluation / assurance has been carried out by an external agency.

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Sale of manufacturing product	Manufacturing of goods	96%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)*:

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Polymer & Modules	29302	54%
2	Wiring Harness	29304	25%
3	Vision Systems	29302	18%

*excludes revenue of joint ventures & associates accounted for as per equity method

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	73	9	82
International	142	36	198

17. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	28 States + 8 Union Territories
International (No. of Countries)	58

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Out of the consolidated revenue from operation of the entity, export from India to external customer is 1.3%, while revenue from external customer outside India is INR 700,644 million

c. A brief on types of customers

Revenues of the group are largely on a Business to Business basis to OEM customers as a tier 1 supplier, or to other tier 1 suppliers in the interest of supply chain optimisation as requested by the OEMs.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1	Permanent (D)	25831	18890	73%	6941	27%
2	Other than Permanent (E)	2732	2024	74%	708	26%
3	**Total employees (D + E)**	28563	20914	73%	7649	27%
	WORKERS					
4	Permanent (F)	41588	18922	45%	22666	55%
5	Other than Permanent (G)	22292	13178	59%	9114	41%
6	**Total workers (F + G)**	63880	32100	50%	31780	50%

225 workers are not part of the HC as they are mentioned in others gender category and not included in the total HC number.

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1	Permanent (D)	398	296	74%	102	26%
2	Other than Permanent (E)	8	5	63%	3	38%
3	**Total differently abled employees (D + E)**	406	301	74%	105	26%
	DIFFERENTLY ABLED WORKERS					
4	Permanent (F)	630	344	55%	286	45%
5	Other than permanent (G)	36	17	47%	19	53%
6	**Total differently abled workers (F + G)**	666	361	54%	305	46%

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	1	10%
Key Management Personnel	3	0	0

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17%	17%	17%	7%	11%	8%	Not available at a consolidated level for the previous fiscal year		
Permanent Workers	52%	58%	55%	21%	24%	23%			

Variance in turnover data from FY 23 to FY 22 is largely driven by a change of working practice being applied in certain regions of the world, re-classifying contracts issued to temporary workers as permanent thus increasing the reported turnover rate.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	MSSL Mauritius Holdings Ltd. (MMHL)	Subsidiary	100%	Yes
2	Motherson Electrical Wires Lanka Pvt. Ltd.	Subsidiary	100%	Yes
3	MSSL Mideast (FZE)	Subsidiary	100%	Yes
4	MSSL (S) Pte Ltd.	Subsidiary	100%	Yes
5	Motherson Innovations Tech Limited	Subsidiary	100%	Yes
6	Samvardhana Motherson Polymers Limited (SMPL)	Subsidiary	100%	Yes
7	MSSL (GB) Limited (Jointly held by the Company and MSSL Mideast (FZE))	Subsidiary	100%	Yes
8	Motherson Wiring System (FZE) (held by MSSL Mideast (FZE))	Subsidiary	100%	Yes
9	MSSL Tooling (FZE) (held by MSSL Mideast (FZE))	Subsidiary	100%	Yes
10	Motherson Air Travel Pvt. Ltd. (held by MSSL Mideast (FZE))	Subsidiary	100%	Yes
11	MSSL GmbH (held by MSSL Mideast (FZE))	Subsidiary	100%	Yes
12	MSSL Advanced Polymers s.r.o. (held by MSSL GmbH)	Subsidiary	100%	Yes
13	Motherson Air Travel Agency GmbH (held by MSSL GmbH)	Subsidiary	100%	Yes
14	MSSL s.r.l. Unipersonale (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
15	Motherson Techno Precision México, S.A. de C.V (held by Motherson Air Travel Agency GmbH)	Subsidiary	100%	Yes
16	MSSL Australia Pty Ltd. (held by MSSL Mauritius Holdings Limited)	Subsidiary	80%	Yes
17	Motherson Elastomers Pty Ltd. (100% held by MSSL Australia Pty Limited)	Subsidiary	80%	Yes
18	Motherson Investments Pty Ltd. (100% held by MSSL Australia Pty Limited)	Subsidiary	80%	Yes
19	MSSL Ireland Private Limited (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
20	MSSL Global RSA Module Engineering Limited (held by MMHL)	Subsidiary	100%	Yes
21	MSSL Japan Limited (held by MSSL (S) Pte Ltd.)	Subsidiary	100%	Yes
22	Vacuform 2000 (Proprietary) Limited (held by MMHL)	Subsidiary	51%	Yes
23	MSSL México, S.A. De C.V. (held by MSSL (S) Pte Ltd.)	Subsidiary	100%	Yes
24	MSSL WH System (Thailand) Co., Ltd (held by MSSL (S) Pte. Ltd.)	Subsidiary	100%	Yes
25	MSSL Korea WH Limited (held by MSSL (S) Pte. Ltd.)	Subsidiary	100%	Yes
26	MSSL Consolidated Inc. (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
27	MSSL Wiring System Inc. (held by MSSL Consolidated Inc.)	Subsidiary	100%	Yes
28	Alphabet de Mexico, S.A. de C.V. (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
29	Alphabet de Mexico de Monclova, S.A. de C.V. (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
30	Alphabet de Saltillo, S.A. de C.V. (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
31	MSSL Wirings Juarez, S.A. de C.V. (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
32	Samvardhana Motherson Global Holdings Ltd. (SMGHL) (jointly held by MSSL Mauritius Holdings Ltd. & Samvardhana Motherson Holding (M) Pvt. Ltd.)	Subsidiary	100%	Yes
33	Samvardhana Motherson Automotive Systems Group B.V. (SMRPBV) (held by SMGHL and SMPL)	Subsidiary	100%	Yes
34	Samvardhana Motherson Reflectec Group Holdings Limited (SMR) (held by SMRPBV)	Subsidiary	100%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
35	SMR Automotive Technology Holding Cyprus Limited (held by SMR)	Subsidiary	100%	Yes
36	SMR Automotive Mirror Parts and Holdings UK Ltd (held by SMR)	Subsidiary	100%	Yes
37	SMR Automotive Holding Hong Kong Limited (held by SMR)	Subsidiary	100%	Yes
38	SMR Automotive Systems India Limited (Jointly held by the Company and SMR Automotive Technology Holding Cyprus Limited)	Subsidiary	100%	Yes
39	SMR Automotive Systems France S.A. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
40	SMR Automotive Mirror Technology Holding Hungary KFT (held by SMR Automotive Technology Holding Cyprus Limited)	Subsidiary	100%	Yes
41	SMR Patents s.a.r.l. (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Subsidiary	100%	Yes
42	SMR Automotive Technology Valencia S.A.U. (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Subsidiary	100%	Yes
43	SMR Automotive Mirrors UK Limited (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Subsidiary	100%	Yes
44	SMR Automotive Mirror International USA Inc. (held by SMR Mirrors UK Limited)	Subsidiary	100%	Yes
45	SMR Automotive Systems USA Inc. (held by SMR Automotive Mirror International USA Inc.)	Subsidiary	100%	Yes
46	SMR Automotive Beijing Company Limited (held by SMR Automotive Holding Hong Kong Limited)	Subsidiary	100%	Yes
47	SMR Automotive Yancheng Co. Limited (held by SMR Automotive Holding Hong Kong Limited)	Subsidiary	100%	Yes
48	SMR Automotive Mirror Systems Holding Deutschland GmbH (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Subsidiary	100%	Yes
49	SMR Holding Australia Pty Ltd. (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Subsidiary	100%	Yes
50	SMR Automotive Australia Pty Ltd. (held by SMR Holding Australia Pty Ltd.)	Subsidiary	100%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
51	SMR Automotive Mirror Technology Hungary BT (jointly held by SMR Automotive Technology Holding Cyprus Limited and SMR Automotive Mirror Parts and Holding UK Ltd.)	Subsidiary	100%	Yes
52	Motherson Business Service Hungary Kft. (held by SMR Automotive Mirror Technology Hungary BT)	Subsidiary	100%	Yes
53	SMR Automotive Modules Korea Ltd. (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Subsidiary	100%	Yes
54	SMR Automotive Beteiligungen Deutschland GmbH (held by SMP)	Subsidiary	100%	Yes
55	SMR Hyosang Automotive Ltd. (held by SMR Automotive Modules Korea Ltd.)	Subsidiary	100%	Yes
56	SMR Automotive Mirrors Stuttgart GmbH (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Subsidiary	100%	Yes
57	SMR Automotive Systems Spain S.A.U (held by SMR Automotive Mirrors Stuttgart GmbH)	Subsidiary	100%	Yes
58	SMR Automotive Vision Systems Mexico S.A de C.V (Jointly held by SMR Automotive Mirrors Stuttgart GmbH and SMR Automotive Systems Spain S.A.U.)	Subsidiary	100%	Yes
59	Samvardhana Motherson Corp Management Shanghai Co Ltd. (held by SMR Automotive Mirrors Stuttgart GmbH)	Subsidiary	100%	Yes
60	SMR Grundbesitz GmbH & Co. KG (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Subsidiary	93.07%	Yes
61	SMR Automotive Brasil Ltda. (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Subsidiary	100%	Yes
62	SMR Automotive System (Thailand) Limited (held by SMR Automotive Technology Holding Cyprus Limited)	Subsidiary	100%	Yes
63	SMR Automotives Systems Macedonia Dooel Skopje (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Subsidiary	100%	Yes
64	SMR Automotive Operations Japan K.K. (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Subsidiary	100%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
65	SMR Automotive (Langfang) Co. Ltd (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Subsidiary	100%	Yes
66	SMR Automotive Vision System Operations USA INC (held by SMR Automotive Mirror Parts and Holdings UK Ltd)	Subsidiary	100%	Yes
67	SMR Mirror UK Limited (held by SMR Automotive Vision System Operations USA INC)	Subsidiary	100%	Yes
68	Motherson Innovations Company Limited (held by SMR)	Subsidiary	100%	Yes
69	Motherson Innovations Deutschland GmbH (held by Motherson Innovations Company Limited)	Subsidiary	100%	Yes
70	Samvardhana Motherson Global (FZE) (held by SMR)	Subsidiary	100%	Yes
71	SMR Automotive Industries RUS Limited Liability Company (jointly held by SMR Automotive Mirror Technology Holding Hungary Kft and SMR Automotive Technology Holding Cyprus Ltd.)	Subsidiary	100%	Yes
72	SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Sirketi (held by SMR Automotive Mirrors Stuttgart GmbH)	Subsidiary	75%	Yes
73	SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi (held by SMR Automotive Mirrors Stuttgart GmbH)	Subsidiary	75%	Yes
74	Samvardhana Motherson Peguform GmbH (SMP) (held by SMRPBV)	Subsidiary	100%	Yes
75	SMP Automotive Interiors (Beijing) Co. Ltd. (held by SMRPBV)	Subsidiary	100%	Yes
76	SMP Deutschland GmbH (held by SMP and SMGHL)	Subsidiary	100%	Yes
77	SMP Logistik Service GmbH (held by SMP Deutschland GmbH)	Subsidiary	100%	Yes
78	SMP Automotive Solutions Slovakia s.r.o. (held by SMP Deutschland GmbH)	Subsidiary	100%	Yes
79	Changchun Peguform Automotive Plastics Technology Co., Ltd. (held by SMP Deutschland GmbH)	Subsidiary	50% + 1 Share	Yes
80	Foshan Peguform Automotive Plastics Technology Co. Ltd. (100% held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	Subsidiary	50% + 1 Share	Yes
81	Tianjin SMP Automotive Component Company Limited (100% held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	Subsidiary	50% + 1 Share	Yes
82	Shenyang SMP Automotive Trim Co., Ltd (100% held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	Subsidiary	50% + 1 Share	Yes
83	Zhaoqing SMP Automotive Components Co., Ltd (100% held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	Subsidiary	50% + 1 Share	Yes
84	SMP Automotive Technology Iberica S.L. (held by SMRPBV)	Subsidiary	100%	Yes
85	Samvardhana Motherson Peguform Barcelona S.L.U (held by SMP Automotive Technology Iberica S.L.)	Subsidiary	100%	Yes
86	SMP Automotive Technologies Teruel Sociedad Limitada (held by SMP Automotive Technology Iberica S.L.)	Subsidiary	100%	Yes
87	Samvardhana Motherson Peguform Automotive Technology Portugal S.A. (held by SMP Automotive Technology Iberica S.L.)	Subsidiary	100%	Yes
88	SMP Automotive Systems Mexico S.A. de C.V. (held by SMP Automotive Technology Iberica S.L.)	Subsidiary	100%	Yes
89	SMP Automotive Produtos Automotivos do Brasil Ltda. (held by SMP Automotive Technology Iberica S.L.)	Subsidiary	100%	Yes
90	SMP Automotive Exterior GmbH (held by SMP)	Subsidiary	100%	Yes
91	Samvardhana Motherson Innovative Autosystems B.V. & Co. KG (held by SMP)	Subsidiary	100%	Yes
92	Samvardhana Motherson Innovative Autosystems Holding Company BV (held by SMR)	Subsidiary	100%	Yes
93	SM Real Estate GmbH (held by SMGHL & SMP Automotive Exterior GmbH)	Subsidiary	100%	Yes
94	Samvardhana Motherson Innovative Autosystems de Mexico, S.A. de C.V. (held jointly by SMR & SMP)	Subsidiary	100%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
95	SMP Automotive Systems Alabama Inc. (held by SMR Automotive Mirror International USA Inc.)	Subsidiary	100%	Yes
96	Celulosa Fabril (Cefa) S.A. (held by SMP Automotive Technology Iberica S.L.)	Subsidiary	50%	Yes
97	Modulos Ribera Alta S.L.Unipersonal (100% held by Celulosa Fabril (Cefa) S.A.)	Subsidiary	50%	Yes
98	Motherson Innovations Lights GmbH & Co KG (held by SMP)	Subsidiary	100%	Yes
99	Motherson Innovations Lights Verwaltungs GmbH (held by Motherson Innovations Lights GmbH & Co KG)	Subsidiary	100%	Yes
100	SMP Automotive Interior Modules d.o.o. Ćuprija (held by SMRC Automotive Modules France SAS)	Subsidiary	100%	Yes
101	MSSL Estonia WH OÜ (held by MSSL (GB) Limited)	Subsidiary	100%	Yes
102	PKC Group Oy (held by MSSL Estonia WH OÜ)	Subsidiary	100%	Yes
103	PKC Wiring Systems Oy (held by PKC Group Oy)	Subsidiary	100%	Yes
104	PKC Group Poland Sp. z o.o. (held by PKC Eesti AS)	Subsidiary	100%	Yes
105	PKC Wiring Systems Llc (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
106	PKC Group APAC Limited (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
107	PKC Group Canada Inc. (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
108	PKC Group USA Inc. (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
109	PKC Group Mexico S.A. de C.V. (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
110	Project del Holding S.a.r.l. (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
111	PK Cables do Brasil Ltda (jointly held by PKC Wiring Systems Oy and Project Del Holding S.à.r.l.)	Subsidiary	100%	Yes
112	PKC Eesti AS (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
113	TKV-sarjat Oy (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
114	Motherson Rolling Stocks S. de R.L. de C.V. (Jointly held by TKV-sarjat Oy and MSSL (GB) Limited)	Subsidiary	100%	Yes
115	PKC SEGU Systemelektrik GmbH (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
116	Groclin Luxembourg S.à r.l. (held by PKC Group Poland Holding Sp. z o.o.)	Subsidiary	100%	Yes
117	PKC Vehicle Technology (Suzhou) Co., Ltd. (held by PKC Group APAC Limited)	Subsidiary	100%	Yes
118	AEES Inc. (held by PKC Group USA Inc.)	Subsidiary	100%	Yes
119	PKC Group Lithuania UAB (held by PKC Eesti AS)	Subsidiary	100%	Yes
120	PKC Group Poland Holding Sp. z o.o. (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
121	OOO AEK (jointly held by PKC Eesti AS and TKV Sarjat Oy)	Subsidiary	100%	Yes
122	Kabel-Technik-Polska Sp. z o.o. (held by Groclin Luxembourg S.à r.l.)	Subsidiary	100%	Yes
123	T.I.C.S. Corporation (held by AEES Inc.)	Subsidiary	100%	Yes
124	AEES Power Systems Limited Partnership (jointly held by T.I.C.S. Corporation and AEES Inc.)	Subsidiary	100%	Yes
125	Fortitude Industries Inc. (held by AEES Inc.)	Subsidiary	100%	Yes
126	AEES Manufactuera, S. De R.L de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
127	Cableodos del Norte II, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
128	Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
129	Arneses y Accesorios de México, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
130	Asesoria Mexicana Empresarial, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
131	Arneses de Ciudad Juarez, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
132	PKC Group de Piedras Negras, S. de R.L. de C.V. (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
133	PKC Group AEES Commercial S. de R.L de C.V (held by Project del Holding S.a.r.l.)	Subsidiary	100%	Yes
134	Jiangsu Huakai-PKC Wire Harness Co., Ltd. (held by PKC Group APAC Limited)	Subsidiary	50%	Yes
135	PKC Vechicle Technology (Hefei) Co, Ltd. (held by PKC Group APAC Limited)	Subsidiary	50%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
136	Fuyang PKC Vehicle Technology Co., Ltd. (100% held by PKC Vechicle Technology (Hefei) Co, Ltd.)	Subsidiary	50%	Yes
137	Shangdong Huakai-PKC Wire Harness Co., Ltd. (100% held by Jiangsu Huakai-PKC Wire Harness Co., Ltd.)	Subsidiary	50%	Yes
138	Jilin Huakai PKC Wire Harness Co. Ltd. (25% held by PKC Wiring Systems Oy and 50% held by Jiangsu Huakai-PKC Wire Harness Co., Ltd.)	Subsidiary	50%	Yes
139	Motherson PKC Harness Systems FZ-LLC (held by PKC Eesti AS)	Subsidiary	100%	Yes
140	Global Environment Management (FZE) (held by MMHL)	Subsidiary	100%	Yes
141	SMRC Automotive Holdings Netherlands B.V. (held by SMRPBV)	Subsidiary	100%	Yes
142	SMRC Automotives Techno Minority Holdings B.V. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
143	SMRC Automotive Modules France SAS (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
144	Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
145	SMRC Automotive Interiors Spain S.L.U. (held by Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U.)	Subsidiary	100%	Yes
146	SMRC Automotive Interior Modules Croatia d.o.o (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
147	Samvardhana Motherson Reydel Autotecc Morocco SAS (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
148	SMRC Automotive Technology RU LLC (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
149	SMRC Smart Interior Systems Germany GmbH (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
150	SMRC Automotive Solutions Slovakia s.r.o. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
151	SMRC Automotive Holding South America B.V. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
152	SMRC Automotive Modules South America Minority Holdings B.V. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
153	SMRC Automotive Tech Argentina S.A. (jointly held by SMRC Automotive Holding South America B.V. and SMRC Automotive Modules South America Minority Holdings B.V.)	Subsidiary	100%	Yes
154	SMRC Fabricacao e Comercio de Produtos Automotivos do Brasil Ltda (held by SMRC Automotive Holding South America B.V.)	Subsidiary	100%	Yes
155	SMRC Automotive Products India Limited (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
156	SMRC Automotive Smart Interior Tech (Thailand) Ltd. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
157	SMRC Automotive Interiors Japan Ltd. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
158	Shanghai SMRC Automotive Interiors Tech Consulting Co. Ltd. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
159	PT SMRC Automotive Technology Indonesia (jointly held by SMRC Automotive Holdings Netherlands B.V. & SMRC Automotives Techno Minority Holdings B.V.)	Subsidiary	100%	Yes
160	Yujin SMRC Automotive Techno Corp. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
161	SMRC Automotives Technology Phil Inc. (held by SMRC Automotive Holdings Netherlands B.V.)	Subsidiary	100%	Yes
162	Re-Time Pty Limited (held by SMR Automotive Australia Pty Ltd.)	Subsidiary	96.58%	Yes
163	Wisetime Oy (held by PKC Wiring Systems Oy)	Subsidiary	100%	Yes
164	Motherson Consultancies Service Limited	Subsidiary	100%	Yes
165	Samvardhana Motherson Finance Service Cyprus Limited	Subsidiary	100%	Yes
166	Samvardhana Motherson Holding (M) Private Limited	Subsidiary	100%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
167	Samvardhana Motherson Auto Component Private Limited	Subsidiary	100%	Yes
168	MS Global India Automotive Private Limited	Subsidiary	100%	Yes
169	Samvardhana Motherson Maadhyam International Limited	Subsidiary	100%	Yes
170	Samvardhana Motherson Global Carriers Limited	Subsidiary	100%	Yes
171	Samvardhana Motherson Innovative Solutions Limited (SMISL)	Subsidiary	100%	Yes
172	Samvardhana Motherson Refrigeration Product Limited (held by SMISL)	Subsidiary	100%	Yes
173	Motherson Machinery and Automations Limited (held by SMISL)	Subsidiary	100%	Yes
174	Samvardhana Motherson Auto System Private Limited (held by SMISL)	Subsidiary	100%	Yes
175	Motherson Sintermetal Technology B.V. (held by SMISL)	Subsidiary	100%	Yes
176	Motherson Invenzen XLab Private Limited	Subsidiary	100%	Yes
177	Motherson Technology Services Limited (MTSL)	Subsidiary	90.44%	Yes
178	Motherson Technology Services USA Limited (100% held by MTSL)	Subsidiary	90.44%	Yes
179	Motherson Technology Services GmbH (100% held by MTSL)	Subsidiary	90.44%	Yes
180	Motherson Technology Service SG Pte. Ltd. (100% held by MTSL)	Subsidiary	90.44%	Yes
181	Motherson Technology Services Kabushiki Gaisha (85.71% held on Motherson Technology Service SG Pte. Ltd.)	Subsidiary	90.44%	Yes
182	Motherson Technology Service Mid East FZ-LLC (100% held by MTSL)	Subsidiary	90.44%	Yes
183	Motherson Technology Services United Kingdom Limited (100% held by MTSL)	Subsidiary	90.44%	Yes
184	Motherson Auto Engineering Service Limited (100% held by MTSL)	Subsidiary	90.44%	Yes
185	Samvardhana Motherson Health Solutions Limited (100% held by MTSL)	Subsidiary	90.44%	Yes
186	SMI Technologies Inc. (100% held by MTSL)	Subsidiary	90.44%	Yes
187	Motherson Technology Services Spain S.L.U. (100% held by MTSL)	Subsidiary	90.44%	Yes

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
188	Samvardhana Motherson Virtual Analysis Limited (100% held by MTSL)	Subsidiary	90.44%	Yes
189	SAKS Ancillaries Limited (Jointly held by the Company and SMISL)	Subsidiary	98.32%	Yes
190	Samvardhana Motherson Hamakyorex Engineered Logistics Limited (held by Samvardhana Motherson Global Carriers Ltd.)	Subsidiary	50%	Yes
191	Motherson Techno Tools Limited (held by SMISL)	Subsidiary	60.06%	Yes
192	Motherson Techno Tools Mideast FZE (100% held by Motherson Techno Tools Limited)	Subsidiary	60.06%	Yes
193	Motherson Molds and Diecasting Limited (jointly held by the Company and CTM India Limited)	Subsidiary	100%	Yes
194	Motherson Air Travel Agencies Limited	Subsidiary	74%	Yes
195	CTM India Limited	Subsidiary	41%	Yes
196	Motherson Auto Solutions Limited (held by SMISL)	Joint Venture	66%	No
197	Fritzmeier Motherson Cabin Engineering Private Limited	Subsidiary	100%	No
198	Motherson Electronic Components Private Limited	Subsidiary	100%	Yes
199	CIM Tools Private Limited	Subsidiary	55%	Yes
200	Aero Treatments Private Limited (83% held by CIM Tools Private Ltd.)	Subsidiary	55%	Yes
201	Motherson Automotive Giken Industries Corp Ltd. (held by MSSL Japan Ltd.)	Subsidiary	50%	Yes
202	MSSL Germany Real Estate B.V. & Co. KG (jointly held by MSSL GmbH and SMRPBV)	Subsidiary	100%	Yes
203	SMP Automotive Ex Real Estate B.V. & Co. KG (jointly held by SM Real Estate GmbH and MSSL GmbH)	Subsidiary	100%	Yes
204	SMP D Real Estates B.V. & Co. KG (jointly held by SMP Deutschland GmbH and MSSL GmbH)	Subsidiary	100%	Yes
205	Purpurin Grundstücks-verwaltungsgesellschaft GmbH & Co. Vermietungs KG (held by SMP Deutschland GmbH)	Subsidiary	100%	Yes
206	Kyungshin Industrial Motherson Private Limited	Joint Venture	50%	No
207	Calsonic Kansei Motherson Auto Products Private Limited	Joint Venture	49%	No

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
208	Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd. (100% held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Joint Venture	50%	No
209	Chongqing SMR Huaxiang Automotive Products Limited (100% held by Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd.)	Joint Venture	50%	No
210	Tianjin SMR Huaxiang Automotive Part Co. Limited (100% held by Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd.)	Joint Venture	50%	No
211	Nanchang JMCG SMR Huaxiang Mirror Co. Ltd. (100% held by Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd.)	Joint Venture	50%	No
212	Eissmann SMP Automotive Interieur Slovensko s.r.o (through SMP Deutschland GmbH)	Joint Venture	49%	No
213	Motherson Sumi Wiring India Limited	Joint Venture	33%	No
214	Anest Iwata Motherson Coating Equipment Private Limited (through SMISL)	Joint Venture	49%	No
215	Anest Iwata Motherson Private Limited (through SMISL)	Joint Venture	49%	No
216	Marelli Motherson Automotive Lighting India Private Limited	Joint Venture	50%	No
217	Marelli Motherson Auto Suspension Parts Private Limited	Joint Venture	50%	No
218	Valeo Motherson Thermal Commercial Vehicles India Limited	Joint Venture	49%	No
219	Matsui Technologies India Limited	Joint Venture	50% - 1 Share	No
220	Frigel Intelligent Cooling Systems India Private Limited (50% held by Matsui Technologies India Limited)	Joint Venture	25%	No
221	Nissin Advanced Coating Indo Co. Private Limited (through SMISL)	Joint Venture	49%	No
222	Motherson Bergstrom HVAC Solutions Private Limited	Joint Venture	50%	No
223	Youngshin Motherson Auto Tech Limited	Joint Venture	50%	No

Sl. No.	Name of the holding / subsidiary/ associate companies / joint ventures	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
224	AES (India) Engineering Limited (held by SMISL)	Joint Venture	26%	No
225	Lauak CIM Aerospace Private Limited (Through CIM Tools Private Limited)	Joint Venture	49.90%	No
226	Hubei Zhengao PKC Automotive Wiring Company Ltd. (held by PKC Group APAC Limited)	Associate	40%	No

Note: The entities which are considered in business responsibility report are such where the Company has consolidated its revenue in accordance with the Indian Accounting Standards. Further, the entities which are not considered in business responsibility report are such where the Company has not consolidated its revenue but consolidated its financials as per equity method.

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

(ii) Turnover (in Rs.) 73,550 million*

(iii) Net worth (in Rs.) 3,08,549 million*

* SAMIL Standalone

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redresal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
		No. of complaints filed this year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed this year	No. of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	NA	0	0	NA
Investors (other than shareholders)	Yes	0	0	NA	0	0	NA

Stakeholder group from whom complaint is received	Grievance Redresal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)		FY 2022-23 Current Financial Year			FY 2021 - 22 Previous Financial Year		
			No. of complaints filed this year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed this year	No. of complaints pending resolution at close of the year	Remarks
Shareholders	Yes		2	4	SAMIL is a listed company with BSE Ltd. and National Stock Exchange of India Limited. As on March 31, 2023, SAMIL had more than 10,27,023 shareholders. The reported complaints mainly related to transmission of shares, change of name of shareholder etc. and the outcome is on external factors.	0	2	NA
Employees and workers	Yes		217	720	The reported cases mainly relate to ongoing labour matters where the outcome depends upon external factors.	77	632	NA
Customers	Yes		4	18	NA	1	14	NA
Value Chain Partners	Yes		0	2	NA	0	2	NA
Others (please specify)	Yes	NA	0	0	NA	0	0	NA

For detailed policies for grievance redressal mechanisms please refer to https://www.motherson.com/performance/samil-investors/queries-and-grievances. For detailed policies for Human Rights, please refer to https://www.motherson.com/storage/Group-Policies/Human-Rights-Policy.pdf

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Operational Waste	Opportunity & Risk	O: Environment benefit, reduce waste, manage unavoidable waste, improved economic circularity and performance R: Increase in waste could increase cost and adversely impact reputation	Intent to enhance and optimise waste management process.	Positive as opportunity exists to reduce waste by taking appropriate measures thus having financial savings in absence of same the impact remains negative.
2	Water	Opportunity & Risk	O: Reduction in consumption in our operations and processes, R: Operating in water stressed countries	Actively reducing reliance and consumption while expanding water preservation initiatives	Minor financial impact
3	Emisssions & Climate and environmental action	Opportunity & Risk	O: Pro-activity as a sustainable solution provider enabling growth, potential competitive advantage R: Global warming and industry transition, failure to meet stakeholder expectation and challenging roadmap to address scope 3 emissions	Climate change and industry transition is now imbedded in company risk management process. Aligned with TCFD framework. Decarbonisation ambition established across the company. Clear roadmap for scope 1 &2 and collaboration strategies in process to address scope 3	Positive impact through meeting customer expectations, and increasing trust, providing growth opportunities however can have negative financial implications associated with not successfully adopting mitigation strategies
4	Energy	Opportunity & Risk	O: Improved efficiency/reduced consumption and introducing own renewable energy sources R: Increasing energy costs and potential availability restrictions	Active energy management and transition to ISO50001	Negative financial implications associated with rising energy cost and investment in mitigation - 'there is a positive impact through improved energy efficiency'.
5	Materials	Opportunity & Risk	O: Use of NextGen, reclaimed , recycled, and repurposed materials R: Risk of supply and availability of feed stock of current and future materials	Develop new materials and collaborations with both customers and supplier/ partners	In the short term negative financial impact for investing in new materials. In the long term there is positive financial impact alignment to industry expectations

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Supply Chain Sustainability Responsibility	Opportunity & Risk	O: New sustainable solutions R: Challenging environment to address scope 3 and introduce sustainable materials. Transparency on adherence to laws and regulations principles and policies	Collaboration strategies in process to engage with supplier/partners; integration and deployment of principles and policies to supply chain code of conduct and performance assessments	Positive financial impact with risk of having negative financial impact if falling short of industry and societal requirements
7	Employee Safety	Opportunity & Risk	O: Continuous levelling up across the world to Health and Safety best practices in line with our global OHS principles & policies R: Failure to adhere to varying regulations.	Ongoing due diligence surrounding regulatory changes, and deployment of safety training	Neutral financial impact
8	Human Rights	Risk	Potential short term business interruption associated with any accusations of breach of Human Rights	Committed to UNGC principles and global deployment on the Human Rights policy	Minor negative financial impact
9	Diversity & Inclusion	Opportunity & Risk	R: Insufficient diversity across all levels and disciplines of the group. O: Increase gender balance and diversity in management levels.	Improved employer and deployment of internal development initiatives	Positive
10	Community	Opportunity & Risk	O: Talent attraction and retention. R: Potential for geopolitical/regional/ economic disruption.	Expand focus of local issues at site level, supported by regional offices.	Neutral financial impact
11	Employee Engagement	Opportunity & Risk	O: Increased loyalty, productivity and empowerment motivate the creativity of employees R: Employee satisfactions and retention.	Standardised employee engagement process.	Neutral financial impact
12	Ethics and Compliance	Risk	Regulatory risk with respect to operating in multiple jurisdictions and risk of reputational damage.	Structure of Regional Chairman's Office (RCO's) and legal council for regional oversight	Possible negative financial impact for regulatory breach
13	Products and Innovation	Opportunity & Risk	O: Product enhancement, diversification and value add aligned to industry trends R: Failure to meet customer expectations in terms of product sustainability.	Product and innovation road mapping process aligned to customer requirements.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	IATF 16949		ISO 45001; UNGC		UNGC	ISO 14001, ISO 50001			
*Our first sites have already achieved ISO 50001 accreditation - and we are confident we will reach our target. By measuring energy consumption at every step of every process, Motherson will identify opportunities to increase efficiency through process adjustments and/or introducing next-generation, energy-eicient production machinery									
5. Specific commitments, goals and targets set by the entity with defined timelines, if any		Engagement with stakeholders over increased used of recyclate to meet customer objectives				Carbon Net Zero across our current global operations by 2040*. Implementation of water preservation initiatives at all owned facilities by 2030*			

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.						Climate transition plans			
*Baseline of FY23									
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Refer to page number 16 & 39.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company has constituted a Global Sustainability Committee to drive the substainablity goals of the Company. Mr. Barrie Painter, Chief sustainability Officer - General Management is responsible for implementation and oversight of Business Responsibility policies, and development of strategies for Motherson under the supervision and directions of the Board of Directors and/or the Global Sustainability Committee of the Company and development of strategies.								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Board of Directors of the Company has constituted a Global Sustainability Committee to drive the substainablity goals of the Company. The constitution of the aforesaid committee is available in the Corporate Governance Report forming part of the Annual Report.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually

11.

	P1	P2	P3	P4	P5	P6	P7	P8	P9
Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy,reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1- Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programs held	Topics / Principles covered under the training and its impact	% of persons in respective category covered by the awareness programs
Board of Directors	4	BRSR principles, Human rights, UN Global Conpact, climate transition.	100%
Key Managerial Personnel	4	BRSR principles, Human rights, UN Global Conpact, climate transition.	100%
Employees other than BoD and KMPs	6995	Motherson code of conduct, Human rights, Anti bribery, Health &safety	60%
Workers	9848	Motherson code of conduct, Human rights, Anti bribery, Health &safety. In addition, there are related training initiatives that focus on specific on-the-job related skills and competence development.	59%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement	Amount (In INR)	Brief of the Case	Has an appeal been
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement	Brief of the Case	Has an appeal been
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Rev preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

   Yes. The policy is available on the website at https://www.motherson.com/storage/Group-Policies/Anti-Bribery-Gifts-Meals-&-Entertainment-Policy.pdf

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022 - 23 Current Financial Year	FY 2021 - 22 Previous Financial Year
Directors	0	0
KMPs	0	0
Employees	0	1
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2022 - 23 Current Financial Year		FY 2021 - 22 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	N.A.	0	N.A.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	N.A.	0	N.A.

Note: The information is for SAMIL India operations (i.e. including Indian Subsidiaries).

7. Provide details of any corrective action taken or underway on issues related to fines /penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not Applicable

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of training and awareness programs held	Topics / Principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
2	Social, Goverance , Envrionment principlies	80%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

   Yes, Company has Code of Conduct of Directors which clearly states that every director representing Motherson shall endeavour to avoid conflict of interest and is expected to act in the best interests of Motherson.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively. (Brandon Hess to provide)

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	18%	23%	Pre-production R&D expenses for 100% Electric Vehicles, Rail and other divisional specific programs
Capex	29%	22%	Capex and tooling additions for 100% Electric Vehicles, Rail, Energy Generation and energy reduction programs.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

   b. If yes, what percentage of inputs were sourced sustainably?

   2.a Yes. Every supplier is requested to sign a code of conduct which includes a range of Sustainability focussed commitments. In addition our supplier performance assessment platform now includes a measure regarding our supplier's overall level of Sustainability related progress covering environmental, governance and social matters

   2.b 18% related to awarded business since introduction of sustainable sourcing criteria in 2022.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c)Hazardous waste and (d) other waste.

   We are not yet involved in the end of life recovery with our customers. However packaging sheets per part number define which reusable packaging is to be used. The majority of Motherson sites globally operate within environments where recycling facilities exist for all types of waste, and use of recycled materials and packaging is adopted wherever possible. For locations where such facilities do not exist then all waste is disposed of in compliance with regulatory requirements

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

   Not applicable

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
29302	Polymer & Modules	54%	Cradle to gate	Yes	No
29304	Wiring Harness	25%	Cradle to gate	Yes	No
29302	Vision Systems	18%	Cradle to gate	Yes	No

LCA calculation methodologies have been established within each category reported in the table above, with some specific representative product family LCAs already completed within each of the categories listed. The % revenues indicated are for the relevant product families with each category

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Products currently produced by Motherson do not pose any significant social or environmental concerns or risks during their life cycle.

Name of Product / Service	Description of the risk / concern	Action Taken
None	None	None

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 23 Current Financial Year	FY22 Previous Financial Year
figure shown above is percentage of total value of stated input material		

The company is actively working to increase the use of recycled or re-used material in its products in alignment with customers and with the overall objective of reducing the product carbon footprint (PCF), reducing waste and increasing the level of economic circularity, however, it does not currently have the ability to report this on a by value' as a proportion of total material.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY Current Financial Year FY2022-23			FY Previous Financial Year FY2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NA	NA	NA	NA	NA	NA
E-waste	NA	NA	NA	NA	NA	NA
Hazardous waste	NA	NA	NA	NA	NA	NA
Other waste	NA	NA	NA	NA	NA	NA

Not applicable at this time

Motherson directly supplies products to OEM customers as a B2B tier 1 supplier and is not yet operating a business model engaged in end of life recovery of products. We work closely aligned with our OEM customers to support their needs and evolving objectives with respect to end of life recyclability of our products & components supplied to them

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category		
None	NA	NA	NA

Not applicable, see note for question 4 above

PRINCIPLE 3- Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Benefits	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	18890	13244	70%	12328	65%	424	2%	4361	23%	505	3%
Female	6941	3825	55%	3222	46%	2329	34%	374	5%	168	2%
Total	25831	17069	66%	15550	60%	2753	11%	4735	18%	673	3%
Other than Permanent Employees											
Male	2024	485	24%	1048	52%	3	0%	100	5%	254	13%
Female	708	231	33%	239	34%	108	15%	69	10%	7	1.0%
Total	2732	716	26%	1287	47%	111	4%	169	6%	261	10%

It is noted that there is a reported cross gender coverage of maternity benefits for some males and paternity benefits for some females, owing to varied legislative, privacy and mandatory access requirements in various countries.

b. Details of measures for the well-being of workers:

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Benefits	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	18922	11667	62%	8220	43%	345	2%	6502	34%	207	1%
Female	22666	9933	44%	4696	21%	7763	34%	937	4%	102	0.5%
Total	41588	21600	52%	12916	31%	8108	19%	7439	18%	309	1%
Other than Permanent Workers											
Male	13178	2438	19%	5664	43%	589	4%	1085	8%	590	4%
Female	9114	2056	23%	2852	31%	3291	36%	1390	15%	221	2%
Total	22292	4494	20%	8516	38%	3880	17%	2475	11%	811	4%

It is noted that there is a reported cross gender coverage of maternity benefits for some males and paternity benefits for some females, owing to varied legislative, privacy and mandatory access requirements in various countries.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY2022-23 Current Financial Year			FY2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
Employee State Insurance	100%	100%	Y	100%	100%	Y

Others, please specify All the compliances are ensured by the corporation. Also, the data presented here for gratuity is for permanent workforce only. In case of ESI all the applicable employees are covered as per laid down regulations.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Our premises and offices have been purposefully designed to ensure accessibility for employees and workers with different abilities, in compliance with the Rights of Persons with Disabilities Act, 2016, and similar legislation applicable in all the locations where we operate globally.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Code of Conduct of Motherson is available at https://www.motherson.com/storage/Group-Policies/Codeof-conduct-for-Employees.pdf. Clause 3.7 of Code of Conduct provied that "Equal Employment Opportunity: The Motherson Group provides equal opportunity and inclusion for all those associated with it, through its policies and practices.

Motherson Inclusion and Diversity Policy is also available at https://www.motherson.com/storage/Group-Policies/Inclusion-and-Diversity-Policy.pdf.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	94%	91%	84%	90%
Female	76%	94%	81%	95%
Total	86%	93%	82%	93%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes / No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes/follows the policies available for global. Committee in place to receive and redress grievances
Other than permanent workers	Yes/follows the policies available for global. Committee in place to receive and redress grievances
Permanent Employees	Yes/follows the policies available for global. Committee in place to receive and redress grievances
Other than permanent employees	Yes/follows the policies available for global. Committee in place to receive and redress grievances

Motherson has implemented a range of mechanisms to receive and address grievances across the organization. Employees have multiple pathways to submit suggestions, including online portals, physical suggestion boxes, and Key Performance Indicators (KPIs) that encourage employee feedback. In cases of employee disciplinary matters, there are appeal processes outlined in policies, procedures, collective agreements, industry awards, and union processes.

Motherson has established various working groups, such as employee consultative committees, union-management committees, health and safety committees, canteen committees, and welfare committees, to address employee matters.

To facilitate confidential submissions, mechanisms for anonymous or private submissions include designated email addresses and/or telephone numbers. Trade unions play a visible role in resolving grievances where they are present. Motherson follows an open-door policy, granting all employees access to senior management, regardless of their role or position within the organization.

Additionally, Motherson has a formal Whistle-Blower Policy, providing a confidential platform for reporting grievances, which are subsequently investigated. The company also has a comprehensive policy on the prevention, prohibition, and redressal of sexual harassment in the workplace. Many of Motherson's Indian units have Internal Complaints Committees (ICCs) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. The ICC members are responsible for conducting inquiries related to such complaints.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	9251	2876	31%	12947	2570	20%
Males	6286	1960	31%	10108	2070	20%
Females	2965	916	31%	2839	500	18%
Total Permanent Workers	27724	18662	67%	25929	15940	61%
Males	11307	7803	69%	14131	8603	61%
Females	16417	10859	66%	11798	7337	62%

The company follows its policies to respect and uphold the freedom of association and right to collective bargaining of any and all employees. The dataset represents the total number of people that operate in geographies' / jurisdictions where applicable unions or associations exist.

8. Details of training given to employees and workers:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	On Health & Safety measures		On Skill Upgradation		Total (D)	On Health & Safety measures		On Skill Upgradation	
		No. B	% (B/A)	No. C	% C/A)		No. E	% (E/D)	No. F	% (F/D)
Employees										
Male	20914	18345	88%	10378	50%	15672	6722	30%	9238	41%
Female	7649	6070	79%	4750	62%	2985	2042	61%	2586	77%
Total	28563	24415	85%	15128	53%	18657	8764	34%	11824	46%
Workers										
Male	32100	22028	69%	20561	64%	27929	10508	42%	20847	82%
Female	31780	21621	68%	15758	50%	27913	7224	39%	12606	68%
Total	63880	43649	68%	36319	57%	55842	17732	40%	33452	76%

The training provided includes employees who joined and left during the year, including mandatory programs such as health and safety and skill upgradation. Consequently, all employees have participated in these training programs, and some employees have undergone multiple training sessions. As a result, the coverage percentage exceeds 100% due to the multiple trainings undergone by individual employees.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total A	No. B	% (B/A)	Total C	No. D	% (D/C)
Employees						
Male	18890	8275	44%	10374	8814	85%
Female	6941	2660	38%	3333	2779	83%
Total	25831	10935	42%	13707	11593	85%
Permanent Workers						
Male	18922	2807	15%	17719	14284	81%
Female	22666	376	2%	19420	16575	85%
Total	41588	3183	8%	37139	30859	83%

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes. The majority of Motherson's operations have implemented a health and safety management system that is certified to ISO45001/ISO18001 standards. In cases where these specific certifications have not been obtained, alternative health and safety management systems are in place that align with the ISO standards. In addition to the ISO standards, Motherson adheres to the high standards set by FM Global, a leading global insurer. FM Global is known for its expertise in operational risk management, including fire management systems, as well as the establishment of safety standards and work practices.

By adhering to these internationally recognized standards and practices, Motherson prioritizes the health, safety, and well-being of its employees and aims to create a secure working environment across all its operations.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

At Motherson, we take a proactive approach to hazard and risk identification and assessment. We employ a variety of methods to ensure a comprehensive evaluation of potential hazards and associated risks.

1. Conducting safety inspection walks, where designated personnel inspect the workplace to identify any existing or potential hazards. We also conduct scheduled risk assessments to systematically assess risks across various activities and processes. Regular inspections are carried out to monitor ongoing compliance with safety protocols and identify any emerging hazards.
2. To maintain a high standard of safety, we conduct monthly and quarterly audits, which involve a thorough review of hazard identification and risk assessment inputs. This enables us to continuously improve our safety practices and ensure that any identified risks are addressed promptly.
3. From an equipment and plant perspective, we prioritize regular and scheduled preventative maintenance. This helps mitigate potential risks associated with equipment malfunctions or failures.
4. We perform pre-work/start-up/production risk assessments to evaluate potential hazards before commencing any tasks.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, we have established a system for all workers to submit hazard reports for prompt resolution. This system ensures that individuals can report any potential hazards they come across in the workplace. By actively encouraging hazard reporting, we aim to create a culture of proactive identification and resolution of safety risks.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

We have established tie-ups with panel hospitals, ensuring that employees have convenient access to medical facilities for their healthcare needs.

For some locations we also have on-site medical professionals available, including doctors, nurses, and/or physiotherapists, who can provide immediate medical attention and support within our premises. This on-site presence ensures prompt and efficient healthcare services for our employees.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	1.19	0.75
	Workers	1.61	0.88
Total recordable work-related injuries	Employees	63	164
	Workers	191	78
No. of fatalities	Employees	0	0
	Workers	1	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	2	2
	Workers	4	0

past years plants were operating on a restricted capacity due to COVID, thus less accidents were registered.

'FY2021-22 data has 85% headcount coverage due reporting limitations for previous year'.

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The established health and safety management systems serve as a framework for ensuring a healthy and safe workplace. This approach involves active participation from shop floor workers up to members of management, emphasizing the importance of a collective effort in maintaining safety.

Various programs are implemented to address hazard identification and risk assessment. These programs are carried out on an ad hoc basis, as well as through scheduled and pre-activity assessments. The objective is to systematically identify potential hazards and assess associated risks in order to implement appropriate control measures.

Health and safety committees play a crucial role, with representation from workers, employees, and management. These committees facilitate discussions on hazard and risk control, health and well-being initiatives, emergency response planning, and compliance with local regulations. The committees work in conjunction with the overall management systems to ensure a comprehensive approach to health and safety.

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23_Current Financial Year			FY 2021-22_Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	319	19	-	269	164	-
Health & Safety	45	14	-	29	1	-

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties
Working Conditions	68%
Health & Safety	51%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Several improvements related to safety have been implemented at Motherson. These include the installation of safety devices and systems in equipment, such as automatic and semi-automatic presses, to prevent access to areas at risk of equipment movement. These safety measures, such as interlocks, presence curtains, security guards, and equipment programming, help ensure the safety of employees by cutting off power in hazardous situations. Authorization processes have been developed for high-risk activities, such as hot work, work at height, and work in electrical installations.

Other initiatives include compliance with applicable legal requirements, providing safety, health, and environmental induction courses to workers, delivering appropriate personal protective equipment for each activity, conducting safety audits in the process, and having medical and nursing staff available in the plant to provide immediate assistance if needed.

Monthly safety committee meetings are held to address and discuss any safety incidents that occurred during the month, as well as the actions implemented to prevent future incidents. Safety-related key performance indicators (KPIs) are available and discussed during monthly performance review meetings, enabling the monitoring and improvement of safety performance.

Each unit has identified incident investigation teams responsible for investigating any incidents and identifying remedial actions to prevent similar incidents from occurring in the future.

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes

Note: The information is for SAMIL India operations (i.e. including Indian Subsidiaries).

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The evidence of payment of statutory dues are collected from the value chain partners on monthly basis.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY2022-23 (Current Financial Year)	FY2021-22 (Previous Financial Year)	FY2022-23 (Current Financial Year)	FY2021-22 (Previous Financial Year)
Employees	NIL	Nil	Nil	Nil
Workers	NIL	NIL	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

   Yes. Motherson recognizes the importance of providing transitionary support to employees to facilitate their continued employability and smooth transition out of employment. While there is no defined policy in place, Motherson adopts a best-fit and decentralized approach to meet the specific needs of each local context.

   The availability of transitionary support schemes may vary across locations where Motherson operates, and their implementation depends on the specific requirements of the business at the time. This approach allows for flexibility and adaptability in addressing the unique circumstances and challenges faced by employees during their transition.

   Motherson remains committed to supporting its employees during periods of transition, and although the specific support mechanisms may not be uniformly standardized across all locations, the company endeavors to provide appropriate assistance and resources to facilitate employability and general transition to new opportunities.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	48%
Working Conditions	48%

   Before engaging suppliers on-site audit is performed to assess suppliers on above mentioned parameters. Periodically suppliers are assessed via questionnaire and code of conduct. Currently we Motherson has received responses from 3115 suppliers covering 48% of total spend of supply chain on direct materials.

   In addition Motherson has also partnered with EcoVadis (external agency) to assess suppliers in ESG parameters.

6. Provide details of any corrective actions taken or underway to address significant risks /concerns arising from assessments of health and safety practices and working conditions of value chain partners.

   Till now Motherson has not come across any significant risk arising from assessment of health & safety practices and working conditions of value chain partners.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

   The key stakeholder groups for the entity are well known based on many years of an established enterprise serving the needs of customers, investors, shareholders and the communities in which we are present in cooperation with our suppliers and partners. Listings of all key stakeholders are maintained and amended based upon the development of the entity and its subsidiaries resulting from the deployment of the 3CX10 strategy and the vision to be a preferred sustainable solutions provider to our customers.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Othe	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Internal web portal, employee newsletters, posters and notice boards	Weekly, daily	Safety, professional growth of employees, wellbeing, training and awareness
Customers	No	Meetings, events, technology shows, online portals, website	Weekly, daily	Current and future business manangement, sustainable improvements
Partners	No	Meetings, events, online portals, website	Weekly	Identification and coordination of mutual opportunities, sustainable improvements
Suppliers	No	Meetings, events, online portals, website	Weekly	Scope 3 decarbonization, social and governance responsibilities across the value chain
Community	No	CSR report, local community engagements via events, charities, open days	Monthly	Identifying and addressing needs and valnerabilities if any and Motherson's role in improvements
Investors/ Shareholders	No	As needed: Press releases and press conferences, email advisories, facility visits, in-person meetings, investor conferences, conference calls	Quarterly. Financial statements earnings call, exchange notifications, press conferences	- Educating the investor community about company integrated value creation model and business strategy for the long term. - Helping investors voice their concerns regarding company policies, reporting, strategy, etc. - Understanding shareholder expectations.

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

   Delegated to multiple interaction points with stakeholder groups. The feedback is shared with the board through board meetings and sustainability sub-committees of the board

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. Multiple responsible representatives of the group interact with stakeholders on a continuous basis providing input to the materiality assessment process of the organizations. Defined material topics are reviewed every 2 years for input to management processes , risk&opportunity assessment and strategic objectives.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Not applicable

PRINCIPLE 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY2022-23 Current Financial Year			FY2021-22 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total ©	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	25831	19370	75%	12773	9943	78%
Other than permanent	2732	2732	100%	452	254	56%
Total Employees	28563	22102	77%	13225	10197	77%
Workers						
Permanent	41588	30361	73%	33788	25749	76%
Other than permanent	22292	11081	50%	6296	4855	77%
Total Employees	63880	41442	65%	40084	30604	76%

We train our employees about Human rights Policy and Code of conduct.

2. Details of minimum wages paid to employees and workers, in the following format: (Details mentioned in pdf as to what does it includes)

Category	FY2022-23 Current Financial Year					FY2021-22 Previous Financial Year				
	Total (A)	Equal Minimum Wage to		More than Minimum Wage		Total (A)	Equal Minimum Wage to		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C /A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	25,831	211	1%	25,602	99%	13,555	216	2.0%	13,339	98%
Male	18,890	151	1%	18,716	99%	10,663	169	2.0%	10,494	98%
Female	6,941	60	1%	6,886	99%	2,892	47	2.0%	2,845	98%
Other than permanent	2,732	367	13%	2,359	86%	221	27	12.0%	194	88%
Male	2,024	288	14%	1,735	86%	156	19	12.0%	137	88%
Female	708	79	11%	624	88%	65	8	12.0%	57	88%
Workers										
Permanent	41,588	885	2%	40704	98%	27846	1956	7%	25890	93%
Male	18,922	679	4%	18241	96%	15321	922	6%	14399	94%
Female	22,666	206	1%	22463	99%	12525	1034	8%	11491	92%
Other than permanent	22,292	6795	30%	15498	70%	9093	1741	19%	7352	81%
Male	13,178	4521	34%	8576	65%	5497	1157	21%	4340	79%
Female	9,114	2274	25%	6922	76%	3596	584	16%	3012	84%

3. Details of remuneration/salary/wages, in the following format: All Inputs are mentioned below. Finance should cross validate this.

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)				
Executive Directors	1	3,87,68,371	-	N/A
Non-Executive Director-Non-Independent director	4	Nil	-	N/A
Non Executive Independent Director	4	63,00,000	1	61,80,000
Key Managerial Personnel	2	2,77,53,600	-	N/A
Employees other than BoD and KMP	3723	6,12,660	253	6,12,000
Associates	7898	2,27,995	2,254	1,87,192

This information is based on SAMIL Standalone legal entity

There are three KMP's in the Company, one of whom is an Executive Director (Whole-Time Director {'WTD'}) and the details of WTD have been mentioned in the column of Executive Directors

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, in adhearance with the Human rights policy these are addressed by the management leadership team

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Motherson's Human Rights Policy https://www.motherson.com/storage/Group-Policies/Human-Rights-Policy.pdf. emphasizes the company's recognition of international human rights principles

Motherson's approach to human rights aligns with local needs and requirements, leading to a variety of approaches and processes across its global footprint. These processes complement the Whistle-Blower policy and include multiple anonymous submission platforms such as email accounts, phone numbers, mobile apps, web portals, and physical drop boxes. In addition, Motherson has established various working groups and committees focused on areas such as health and safety, employee representation, anti-sexual harassment, grievance handling, works council, union-management, consultation, canteen, welfare, and more. These groups work alongside formal complaints resolution procedures.

6. Number of Complaints on the following made by employees and workers:

	FY 2022 - 23 Current Financial Year			FY 2021 - 22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	2	2	NA	4	1	NA
Discrimination at workplace	0	0	NA	5	7	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/ Involuntary Labour	0	0	NA	0	0	NA
Wages	194	609	NA	69	562	NA
Other human rights related issues	0	0	NA	0	0	NA

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Motherson has a Prevention of Harassment Policy ttps://www.motherson.com/storage/Group-Policies/Prevention-of-Harassment-Policy.pdf. that strictly prohibits retaliation or victimization of individuals who seek redressal against all acts of harassment. The policy ensures that if a complaint is found to be true by the Reporting Authority, appropriate remedial action will be taken as prescribed in paragraph 7 of the policy.

The identity of the Reporting Person is kept confidential, and retaliation is strictly prohibited in accordance with the Code of Conduct for Employees and Whistleblower Policies. Motherson maintains a 'zero tolerance' approach towards any form of harassment in the workplace, and every individual is responsible for ensuring their actions and behaviors are free from harassment.

The Motherson Prevention of Harassment Policy serves as the foundation for preventing harassment within the organization. Each entity within Motherson is required to establish a complaints committee that is responsible for receiving, investigating, and submitting findings for each case, while maintaining strict confidentiality to the fullest extent possible. Any form of retaliation or victimization against the aggrieved person is strictly prohibited.

In addition to the group policy and procedure, Motherson also complies with local regulatory requirements concerning retaliation and victimization, further reinforcing its commitment to preventing harassment and fostering a safe and respectful work environment.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above

There were no significant risks / concerns arising from the human rights assessments.

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.

Human rights principles statement was updated to human rights policy https://www.motherson.com/storage/Group-Policies/Human-Rights-Policy.pdf

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Necessary due-diligence as and when a claim is raised in accordance with Human Rights Policy been carried out internally or a third party ombudsman. Please refer to responses to questions E5 to E9 above.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Our premises and offices have intentional accommodations/adaptations to create accessibility for differently abled employees and workers per the requirements of the Rights of Persons with Disabilities Act, 2016 and similar sets of legislation across our global footprint. These varied accommodations include provision of graded ramps for access/egress, elevators for ascent, special disability access toilets, allocation of parking proximal to entry points, barrier-free entry to buildings, and other adaptations on a case-by-case basis, such as special desk or o€ice equipment.

4. Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	29%
Discrimination at workplace	29%
Child Labour	29%
Forced Labour/Involuntary Labour	29%
Wages	29%
Others – please specify	

Acceptance of Motherson code of conduct by value chain partners is adherence to these factors by suppliers. Currently 29% of suppliers have accepted Motherson code of conduct.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Till now Motherson has not come across any significant risk arising from assessment

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total electricity consumption (A) GigaJoules	38,24,042	32,48,430
Total fuel consumption (B)	1,98,292	1,02,628
Energy consumption through other sources (C)	10,90,321	12,75,762
Total energy consumption (A+B+C)	51,12,655	46,26,820
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	6.5	7.0
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No. We are not included in the under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	49,034	66,707
(ii) Groundwater	7,55,651	6,23,503
(iii) Third party water	16,76,701	16,82,251
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	24,81,386	23,72,461
Total volume of water consumption (in kilolitres)	24,81,386	23,72,461
Water intensity per rupee of turnover (Water consumed / turnover)	3.2 kilolitres/ INRm	3.6 kilolitres/ INRm
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

For any hazardous liquids - such as oils, or chemical contaminated water,then there is no discharge to the environment.

Water, either captured as run-off, or post water treatment, is returned to the environment in a controlled manner - eg used as irrigation water.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

With the exception of Logistics division (SAMRX), only GHG emissions are emitted, and almost entirely CO2. The burning of the diesel in generators emits NOx (<40kgs) and some CH4 (<200kgs) as per GHG standard calculations Calculations for our logistics division based upon their fuel consumption are shown here

Parameter	Please specify unit:	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
NOx - kgs	kgs	445	244
SOx	-	-	-
Particulate matter (PM)	-	-	-
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	67,609	69,942
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	4,02,428	2,78,524
Total Scope 1 and Scope 2 emissions per rupee of turnover		597 T/INR million	525 T/INR million
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Renewable energy (internal and external), Turn off turn down, energy site survey, less business travel, impove logistics on supply chain, ISO 50001, Energy efficiency playbook

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	26,195	22,738
E-waste (B)	77	84
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	14,436	10,392
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
General non-hazardous waste	38,986	21,618
Packaging	14,854	13,451
Water based paints	4,626	2,011
Metals	17,472	19,128
Total (A+B + C + D + E + F + G+ H)	1,16,646	89,422
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) Category A: FY23 20,767 tonnes FY22 16,748 tonnes Category B: FY23 77 tonnes FY22 84 tonnes Category G: FY23 0 tonnes FY22 0 tonnes Category H: FY23 32,936 tonnes FY22 31,180 tonnes		
Category of waste	-	-
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Waste is generated both from production processes, and inbound packaging, as well as general operational activity including maintenance.

At every site, production waste is monitored and reported on a monthly basis with the objective to minimise and reduce whereever possible. Any production waste produced is kept clearly segregated from general waste and is recycled wherever possible. The level of recycling infrastructure varies in different countries around the world.

General waste is always segregated between hazardous and non-hazardous materials, and is always disposed off in accordance with local legislation. What materials may be recycled using locally available facilities is appropriately done so.

For our business, the concept of hazardous really only applies to using some oil or solvent based products - whether related to production (painted parts), or maintenance (oils and degreasers). Some chemicals will be used in our water treatment facilities.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests,coastal regulation zones etc.) where environmental approvals / clearances are required,please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
N/A	N/A	N/A	N/A

Motherson does not operate in or have facilites in/around ecologically sensitive areas

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
BUS AC	UPPCB / Application ID: 18256565	21-10-2022	No	No	N.A.

Note: This information is for SAMIL India operations (i.e. including Indian Subsidiaries).

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the noncompliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	NA	NA	NA	NA
2	NA	NA	NA	NA

Note: This information is for SAMIL India operations (i.e. including Indian Subsidiaries).

LEADERSHIP INDICATORS

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
From renewable sources		
Total electricity consumption (A)	5,36,818	9,13,515
Total fuel consumption (B) BioDiesel	0	807
Energy consumption through other sources (C) Gas	0	0
Total energy consumed from renewable sources (A+B+C)	5,36,818	9,14,322
From non-renewable sources		
Total electricity consumption (D)	32,87,224	23,34,915
Total fuel consumption (E)	1,98,292	1,01,821
Energy consumption through other sources (F)	10,90,321	12,75,762
Total energy consumed from non-renewable sources (D+E+F)	4,575,837	37,12,498

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Provide the following details related to water discharged:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) To Groundwater	8,04,685	6,90,210
- No treatment	6,70,496	5,98,341
- With treatment – please specify level of treatment	134,189 to local regulatory requirements	91,869 to local regulatory requirements
(iii) To Seawater	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties	16,76,701	16,82,251
- No treatment	14,51,492	14,63,200
- With treatment – please specify level of treatment	225,209 to local regulatory requirements	219,051 to local regulatory requirements
(v) Others	0	0
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	24,81,386	23,72,461

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area Over Exploited: Bechraji; Walajabad; Manesar; Ananthpur; Indore; Kandla; Bengaluru; Tapukara; Gurgaon; Gurugram; Bawal

(ii) Nature of operations 5 x Modules & polymer sites; 2 x Logistics; 1 x Precsion metals; 3 x Wire Harness; 1 x Molds & diecasting; 2 x Lighting & Electronics

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	3,291	-
(ii) Groundwater	97,708	-
(iii) Third party water	41,281	-
(iv) Seawater / desalinated water	0	-
(v) Others	0	-
Total volume of water withdrawal (in kilolitres)	1,42,280	-
Total volume of water consumption (in kilolitres)	1,42,280	-
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)	-	-
(i) Into Surface water	0	-
- No treatment	0	-
- With treatment – please specify level of treatment	0	-
(ii) Into Groundwater	1,00,999	-
- No treatment	83,471	-
- With treatment – please specify level of treatment	17,528 To local regulatory requirements	-
(iii) Into Seawater	0	-
- No treatment	0	-
- With treatment – please specify level of treatment	0	-
(iv) Sent to third-parties	41,281	-
- No treatment	28,809	-
- With treatment – please specify level of treatment	12,472 to local regulatory requirements	-
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	1,42,280	-

(i) Name of the area Critical: Puducherry; Pune; Ranjangaon; Bengaluru

(ii) Nature of operations 2 x Modules & polymer sites; 1 x Precsion metals; 1 x Vision

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	4,810	-
(ii) Groundwater	12,670	-
(iii) Third party water	25,651	-
(iv) Seawater / desalinated water	0	-
(v) Others	0	-
Total volume of water withdrawal (in kilolitres)	43,131	-
Total volume of water consumption (in kilolitres)	43,131	-
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)	-	-
(i) Into Surface water	0	-
- No treatment	0	-
- With treatment – please specify level of treatment	0	-
(ii) Into Groundwater	0	-
- No treatment	0	-
- With treatment – please specify level of treatment	0	-
(iii) Into Seawater	0	-
- No treatment	0	-
- With treatment – please specify level of treatment	0	-
(iv) Sent to third-parties	-	-
- No treatment	20,152	-
- With treatment – please specify level of treatment	22,979	-
(v) Others	-	-
- No treatment	0	-
- With treatment – please specify level of treatment	0	-
Total water discharged (in kilolitres)	43,131	-

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	6,217,411 T	-
Total Scope 3 emissions per rupee of turnover	-	7,900 T / million INR	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

This calculation is an initial estimate of our Scope 3 footprint following GHG protocol methodologies. Covering 69% of our direct materials, logistics footprint (Upstream and downstream) including business travel.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Operational Key performance indicators/reporting.	Continuous improvement initiatives for Environment such as reduction in resource consumption and waste.	
2	Operational initiatives and best practice sharing (DO33)		
3	Global Leadership development programme projects.	Focus projects regarding improved environmental sustainability and economic circularity.	
4	Global Quality circles	Focus on problem solving and best practice improvement including within the scope the creation of positive environmental impacts.	

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Every operating unit within the consolidated entity completes its own Business Continuity and disaster management plan based upon the perceived potential risks and impacts that could affect the facility, and how that facility working within its geography would be able to continue to meet its customer's requirements based upon the specific products and services provided.

Risk management within the Group is now being extended to include longer term potential environmental and social risks (ref TCFD framework).

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

   As of now Motherson is not aware about any significant adverse impact on environment arising from value chain of the entity

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

   Value chain partners are assessed on environment factors by sustainability questionnaire currently 3115 suppliers covering 48% of total spend of supply chain on direct material has responded to survey.. Motherson has also partnered with Eco Vadis (external agency) to assess suppliers on ESG parameters

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/ associations.

   b. List the top 10 trade and industry chambers/ associations (determined 11 affiliations based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
1	Automotive component manufacturers association of India	National
2	Federation Of Indian Export Organisation	National
3	Confederation of Indian Industries	National
4	The Associated Chambers of Commerce & Industry of India	National
5	Society of Indian Automobile Manufacturers	National
6	Motor & Equipment manufacturers association	National
7	Federation Of Indian Chamber of Commerce and Industry	National
8	HDMA (Heavy Duty Manufacturer Association)	National
9	Export promotion council for EOU and SEZ's	National
10	Noida Management Association	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NA	NA	NA

Motherson has a guidance note for its associate for anti competition and anti trust practices. These are available at https://www.motherson.com/storage/Group-Policies/Competition-and-Anti-trust-Guidance-Note.pdf. There are no current adverse orders from regulatory authorities and therefore no corrective action is taken or underway at this time.

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
NA	NA	NA	NA	NA	NA

Motherson does not conduct public policy advocacy. We do not support any specific political party of any jurisdiction and do not have any political ailiation. This is clearly stated in our Code of conduct. https://www.motherson.com/storage/Group-Policies/Code-of-conduct-for-Employees.pdf

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of the project	SIA Notification NO.	Date of notification	Whether conducted by independent external agency(Yes/No)	Results communicated in public domain (Yes/ No)	Relevant Web Link
Nil	Nil	Nil	Nil	Nil	Nil

Note: As mentioned in Section A Query 13 w.r.t. 'Reporting Boundary', the information is for SAMIL India operations (i.e. including Indian Subsidiaries).

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is going	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note: As mentioned in Section A Query 13 w.r.t. 'Reporting Boundary', the information is for SAMIL India operations (i.e. including Indian Subsidiaries).

3. Describe the mechanisms to receive and redress grievances of the community

   Mechanisms to receive grievances of the Community:

   The Motherson Group has established mechanisms to receive community grievances. The Individuals outside the Motherson Group can contact the Regional Chairman's Offices to lodge complaints or grievances via the website i.e. www.motherson.com. Further, the Company has appointed an Ombudsman to handle complaints related to unethical and improper practices. The Individuals can report such complaints to designated Ombudsman whose details are mentioned in the Whistle Blower Policy of the Company available on the website at https://www.motherson.com/storage/Group-Policies/Whistle-blower-Policy.pdf. The Motherson Group encourages regular interactions with the community, which are facilitated through physical visits, CSR events and engagement with local community representatives. These interactions serve to open communication lines and gather feedback.

   Grievances Redressal Mechanisms:

   To ensure that all grievances are suitably investigated and addressed in a timely manner, a grievance redressal process is in place, overseen by the respective Heads of Regional Chairman's Offices. The functions and employees appointed by respective Heads of Regional Chairman's Offices are authorized to conduct investigations necessary in case of grievances. Further, the grievance redressal mechanism ensures confidentiality, provides guidance for conducting impartial investigations and taking appropriate remedial actions to address the concerns raised. Any community grievances will be promptly addressed through this process. The specific features and processes of a redressal mechanisms can vary depending on the context and the local organization implementing it. Other sectors, such as personal data protection or human rights may have their own specific redressal mechanisms tailored to their needs and regulations.

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	9.66%	-
Sourced directly from within the district and neighbouring districts	44.30%	-

Data is on SAMIL standalone. Data is not available on consolidated basis

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Sexual Harassment	NA
Discrimination at workplace	NA
Child Labour	NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount Spent (in INR)
1	Uttarakhand	Haridwar	12,71,03,113

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) No

   (b) From which marginalized /vulnerable groups do you procure? NA

   (c) What percentage of total procurement (by value) does it constitute? NA

   We don't have any procurement preferential policy

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: We do not have any income from Intellectual Property

   We do not have any income from Intellectual Property

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
N/A	N/A	N/A	N/A	N/A

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Nil	Nil	N/A

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Skill Development Centre	600+	47%
2	Lotus Petal Project	1500+ children	85%
3	WASHE Project NCR Phase II	3500+	100%
4	S.O.R.T - Mumbai (Phase 1)	13000 +	N/A
5	S.O.R.T - NCR (Phase IV)	323100 +	N/A
6	Truck Driver Training Project	N/A	N/A
7	Olympic Gold Quest (OGQ)	150+ athletes	20%
8	Education: Government School – Beerepalli	20+ children	100%
9	Sankalp Cancer Care Foundation	N/A	N/A
10	Support towards Pondur Village Panchayat	5000+	50%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. Motherson is a largely a Business to business (B2B) enterprise and therefore we do not have a direct consumer complaint and feedback mechanism. We do have this for our interaction with customers.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	N/A
Safe and responsible usage	N/A
Recycling and/or safe disposal	100%

Motherson's products conform to our customers specifications and regulatory requirements, including identification for end of life recycling and safe disposal on each part where possible. Additionally information is provided to the customer for all raw materials included in the products supplied.

3. Number of consumer complaints in respect of the following:

	FY 2022-23 Current Financial Year		Remarks	FY 2021-22 Previous Financial Year		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	N/A	N/A	N/A	N/A	N/A	N/A
Advertising	N/A	N/A	N/A	N/A	N/A	N/A
Cyber-security	N/A	N/A	N/A	N/A	N/A	N/A
Delivery of	N/A	N/A	N/A	N/A	N/A	N/A
essential	N/A	N/A	N/A	N/A	N/A	N/A
services	N/A	N/A	N/A	N/A	N/A	N/A
Restrictive	N/A	N/A	N/A	N/A	N/A	N/A
Trade Practices	N/A	N/A	N/A	N/A	N/A	N/A
Unfair Trade	N/A	N/A	N/A	N/A	N/A	N/A
Practices	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

Motherson is a tier 1 supplier to OEM customers. As a B2B business we do not have any direct interaction with the end consumer and do not receive any such complaints

4. Details of instances of product recalls on account of safety issues:

Number	Reasons for recall	Corrective action taken
Voluntary recalls	0	-
Forced recalls	1	The recall was determined by the customer VW due to the risk of the mirror head falling off and consequently, flying parts. The issue was detected in the VW project VW216 (T-Cross) produced in Brazil.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

   The DATA PROTECTION POLICY is available at https://www.motherson.com/storage/Group-Policies/Data-Protection-Policy.pdf. Also, the link for RISK MANAGEMENT POLICY is https://www.motherson.com/storage/list-directory-items/copy_risk_management_policy.pdf. The Risk Management policy provides that ""The Board of Directors of the Company has constituted a Risk Management Committee, to inter-alia, assist the Board with regard to the identi—ication, evaluation and mitigation of strategic, operational, external environment and cyber security risks and in ful—illing its corporate governance oversight responsibilities.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

   Motherson has a robust cyber security posture, and continues to improve based on well institutionalised information security management system. We have not faced any or data breach or security incident of substantial nature in last financial year till date.

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

   Motherson group website. https://www.motherson.com/

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

   Motherson provides products and services to customers as a B2B tier 1 supplier in accordance with customer specifications and compliance to any relevant regulations.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

   Motherson provides products and services to customers as a B2B tier 1 supplier in accordance with customer specifications and compliance to any relevant regulations

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   Motherson supplies parts and services to customer requirements (B2B) and the packaging is in accordance to their requirements

   a. Number of instances of data breaches along-with impact

      None

   b. Percentage of data breaches involving personally identifiable information of customers

      Not applicable

BOARD'S REPORT

To the Members,

Your Directors have the pleasure in presenting the 36th Annual Report together with the audited financial statements of the Company for the financial year ended March 31, 2023. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

During the year under review, the name of the Company has been changed from Motherson Sumi Systems Limited to **"Samvardhana Motherson International Limited"** and a fresh Certificate of Incorporation was issued by the Ministry of Corporate Affairs on May 18, 2022.

FINANCIAL RESULTS

The summarized financial results for the year ended March 31, 2023 and for previous year ended March 31, 2022 are as follows:

INR in Million

Particulars	Standalone		Consolidated	
	March 31, 2023	March 31, 2022	March 31, 2023	March 3 1, 2022
Continuing Operations				
Revenue from contract with customers	72,218	52,970	778,707	629,367
Other operating revenue	1,332	1,193	8,300	8,373
Revenue from operations	**73,550**	**54,163**	**787,007**	**637,740**
Other Income	4,656	6,399	2,570	2,577
Profit before depreciation, interest and tax	**12,851**	**13,132**	**64,647**	**49,571**
Less: Depreciation and amortization expense	2,313	2,042	31,358	29,582
Less: Finance Costs	1,446	1,411	7,809	5,426
Less: Exceptional Expenses	-	481	995	481
Add: Share of profit / (loss) in associates and joint ventures	-	-	(437)	160
Profit Before Tax from continuing operations	**9,092**	**9,198**	**24,048**	**14,243**
Less:Tax Expense				
Current Tax	1,623	971	9,402	7,315
Deferred Tax	(266)	232	(2,050)	(1,247)
Less: Non-controlling interests	-	-	1,740	3,077
Profit after tax from continuing operations	**7,735**	**7,996**	**14,956**	**5,096**
Discontinued Operations				
Revenue from operations	-	39,735	-	39,735
Other income	-	207	-	207
Profit before tax from discontinued operations	**-**	**4,846**	**-**	**4,846**
Tax expenses	-	1,204	-	1,204
Profit after tax from discontinued operations	**-**	**3,642**	**-**	**3,642**
Total Profit from continuing and discontinued operations	**7,735**	**11,638**	**14,956**	**8,738**
Add: Balance brought forward	29,194	32,951	76,414	81,102
Profit available for appropriation	36,929	44,589	91,370	89,840
Other Comprehensive income from continuing operations	298	284	6,288	2,218
Other Comprehensive income from discontinued operations	-	(22)	-	(22)
Total other Comprehensive income from continuing and discontinued operations	**298**	**262**	**6,288**	**2,196**

OPERATIONS AND PERFORMANCE

On consolidated basis for the financial year 2022-23, your Company achieved total revenue from operations of INR 787,007 million as compared to the revenue of INR 637,740 million of the previous financial year ended March 31, 2022 from continuing operations. Net profit for the financial year is at INR 14,956 million as compared to the previous year's net profit of INR 5,096 million.

On standalone basis for the financial year 2022-23, your Company achieved total revenue from operations of INR 73,550 million as compared to its total revenue of INR 54,163 million of the previous financial year ended March 31, 2022 from continuing operations. The profit after tax for the year ended March 31, 2023 is INR 7,735 million as compared to INR 7,996 million of the previous financial year ended March 31, 2022. The operational performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report.

The profit available for appropriation for the year ended March 31, 2023 is INR 36,929 million and being carried over as surplus to the Profit & Loss Account as on March 31, 2023.

The Composite Scheme of Amalgamation and Arrangement was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated December 22, 2021 ("the Scheme"). Pursuant to the Scheme, erstwhile Samvardhana Motherson International Limited (CIN: U74900MH2004PLC287011), i.e., the Amalgamating Company got merged with the Company and Motherson Sumi Wiring Limited, i.e., the Resulting Company got demerged from the Company. Therefore the financial information of the current year is not truly comparable with the previous financial year.

The Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") is presented in a separate section forming part of the Annual Report.

CAPITAL STRUCTURE

A. Equity Share

During the financial year, your Company had allotted 225,88,07,122 equity shares of face value of Re. 1 (Rupee One) each on account of the issue of Bonus Shares on October 6, 2022 in the ratio of 1 (one) equity share against 2 (two) existing equity shares held by the members as on record date. This is tenth time the Company has rewarded its shareholders through a Bonus Issue. Issue of Bonus shares were approved by Shareholders through postal ballot for which results were declared on September 23, 2022. The bonus shares allotted ranks pari passu with the existing equity shares of the Company in all respects.

After the allotment of Bonus Shares, the paid-up capital of the Company increased to 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 Shares of Re. 1/- (Rupee One) each.

B. Non-Convertible Debentures ("NCDs")

During the financial year 2022-23, the Company has raised funds, inter-alia, by issue of Non-Convertible Debentures (**"NCDs"**) on a private placement basis allotted on January 23, 2023. The key terms of issuance of NCDs are as below:

Instrument	8.15% Unsecured Rated Listed Redeemable Non Convertible Debentures
Amount Raised	INR 600 Crores
Face Value	INR 100,000/- each
Number of Securities	60,000
Maturity Date	January 23, 2026
Interest Payment	8.15% Annually (Payable on January 23, 2024, January 23, 2025 and January 23, 2026)
End Use	The proceeds to be utilized for refinancing of existing indebtedness, lending to its subsidiaries, Group Companies and /or Joint Ventures, and/or other general corporate purpose. bonafide business purposes including capital expenditure, operating expenses and/or working capital.
Credit Rating	IND AAA/ Stable by India Ratings and Research Private Limited
ISIN	INE775A08089
Listed on Stock Exchange	BSE Limited and National Stock Exchange of India Limited

DIVIDEND

The Directors are pleased to recommend for approval of the members a payment of dividend of Re. 0.65 (Sixty Five Paise only) per share (face value of Re. 1/- each) on the Share Capital of the Company for the financial year ended March 31, 2023 to the equity shareholders.

The dividend, if approved by the members, would involve total cash outflow on account of dividend of INR 4,405 Million resulting in a pay-out of 57% of the standalone profits of the Company and 29% of the consolidated profits of the Company.

CREDIT RATING

The domestic credit ratings obtained during the Financial Year 2022-23, for the Company and all the debt instruments in India are given below:

Category	Domestic Ratings (the Company)		
	ICRA	CRISIL	India Ratings and Research
Long Term	-	AA+/Stable	
(Reaffirmed)	IND AAA/ Stable		
Short Term	-	A1+ (Reaffirmed)	-
Commercial Papers	A1+	-	IND A1+
Non-convertible Debentures	-	-	IND AAA/Stable
Issuer Rating	-	IND AAA/Stable	
Corporate Credit Rating	-	AA+/Stable (Reaffirmed)	-

The International credit ratings obtained by the Company and Samvardhana Motherson Automotive Systems Group B.V., Netherlands, (**"SMRP BV"**) are as below:

Category	International Ratings		
	Standard & Poor's Global Ratings ("S&P")	Fitch	Moodys
Issuer Credit Rating **(SMRP BV)**	BB, Outlook Stable	-	-
Long Term Issuer Default Rating (SMRP BV)	-	BB, Outlook Stable	-
Long term Rating (the Company)	-	-	Stable with Corporate Family Rating (CFR) as Baa1

The details of the credit ratings of the Company are available on its website www.motherson.com.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public covered under Chapter V of the Companies Act, 2013, and as such, no amount on account of principal or interest on deposits from public was outstanding or remained unclaimed or unpaid lying with the Company, as on the date of the balance sheet.

There are no deposits invited or accepted by the Company which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Ind AS 110 – Consolidated Financial Statements read with Ind AS 28 – Investments in Associates, Ind AS 31 – Interests in Joint Ventures and Ind AS 116 – Leases, the audited consolidated financial statement is provided in the Annual Report.

The performance of the Company on consolidated basis is discussed at length in the Management Discussion and Analysis Report forming part of the Annual Report.

MATERIAL DEVELOPMENTS DURING THE FINANCIAL YEAR 2022-23

(a) The Board of Directors of the Company in its meeting held on January 27, 2023 approved the Scheme of Amalgamation for Merger of its wholly owned subsidiaries namely Motherson Consultancies Service Limited and Motherson Invenzen Xlab Private Limited and Samvardhana Motherson Polymers Limited and MS Global India Automotive Private Limited. The Company has filed petition with Hon'ble National Company Law Tribunal, Mumbai Bench.

(b) During the financial year, SMR Automotive Mirrors UK Limited, a 100% step down subsidiary of SMRP BV, Netherlands has entered into a Share Purchase Agreement with Ichikoh Industries Ltd., Japan (Ichikoh), for the acquisition of 100% equity share capital held by Ichikoh in Misato Industries Co. Ltd., Japan and Ichikoh (Wuxi) Automotive Parts Co. Ltd., China. The same has been noted by the Company in its Board Meeting held on September 25, 2022..

(c) The Board of Directors of the Company in its meeting held on January 27, 2023 had approved acquisition of 51% stake in Saddles International Automotive and Aviation Interiors Private Limited ("SADDLES"). SADDLES is engaged in manufacturing of premium upholstery for passenger vehicles applications. Further, the closing of said acquisition was completed by the Company on July 13, 2023. The Company now holds the 51% of equity share capital of SADDLES and accordingly SADDLES is now the subsidiary of the Company.

(d) The Board of Directors of the Company in its meeting held on February 19, 2023 noted the acquisition by SMRP BV, wholly owned subsidiary of the Company to acquire 100% stake in SAS Autosystemtechnik GmbH, Germany from Faurecia, a company of the FORVIA Group.

(e) The Board of Directors of the Company in its meeting held on March 16, 2023 had approved to acquire remaining 50% stake of Fritzmeier Motherson Cabin Engineering Private Limited from F Holdings GmbH, Austria. Further, the said acquisition was completed by the Company on March 20, 2023. The Company now holds 100% of equity share capital of Fritzmeier Motherson Cabin Engineering Private Limited and accordingly Fritzmeier Motherson Cabin Engineering Private Limited is now the wholly owned subsidiary of the Company.

(f) The Board of Directors of the Company in its meeting held on March 27, 2023 approved and noted that SMP Automotive Systems Alabama Inc., USA, had submitted a bid for purchase of asset of Bolta US Ltd., USA. Bolta US Ltd. is engaged in the business of providing injection molding and assembling of components for automotive industry. SMP Automotive Systems Alabama Inc., is an indirect wholly owned subsidiary of SMRP BV, whereas, SMRP BV is a material wholly owned subsidiary of Samvardhana Motherson International Limited.

(g) SMRP BV, a material subsidiary of the Company acquired additional 1.55% shares of Samvardhana Motherson Reflectec Group Holdings Limited ('SMR Jersey'). After the acquisition of aforesaid 1.55% stake, SMR Jersey became 100% subsidiary of SMRP B.V. effective from March 3, 2023.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

On March 31, 2023, the Company has 204 subsidiaries, 1 associate company and 21 joint ventures and there has been no other material changes in the subsidiaries, associated and joint ventures, except as provided below.

During financial year 2022-23, following changes have taken place in Company's subsidiaries, joint venture or associate companies:

1. Companies which became subsidiaries (direct and indirect) during financial year 2022-23 are as follows:

   (a) Subsidiary through incorporation:

   (i) Motherson Electronic Components Private Limited was incorporated on March 15, 2023 as an indirect wholly owned subsidiary through Samvardhana Motherson Innovative Solutions Limited.

   (ii) Zhaoqing SMP Automotive Components Co., Ltd., was incorporated on November 25, 2022, as an indirect subsidiary through Chanchun Peguform Automotive Plastics Technology Co. Ltd.;

   (iii) MSSL Germany Real Estate B.V. & Co. KG, was incorporated on February 28, 2023, as an indirect subsidiary through MSSL GmbH;

   (iv) SMP Automotive Ex Real Estate B.V. & Co. KG, was incorporated on February 28, 2023, as an indirect subsidiary through SMP Automotive Exterior GmbH; and

   (v) SMP D Real Estates B.V. & Co. KG, was incorporated on February 28, 2023, as an indirect subsidiary through SMP Deutschland GmbH.

   (b) Subsidiary through acquisition:

   (i) CIM Tools Private Limited effective from April 6, 2022.

   (ii) Aero Treatments Private Limited effective from April 6, 2022 through CIM Tools Private Limited.

   (iii) Fritzmeier Motherson Cabin Engineering Private Limited, a joint venture of the Company, has become the wholly owned subsidiary of the Company effective from March 20, 2023.

2. Companies which ceased to be subsidiaries during financial year 2022-23 are:

   (i) SMRC Automotive Holding B.V. (merged with SMRC Automotive Holding Netherlands B.V. with effect from April 1, 2022);

   (ii) MSSL Manufacturing Hungary Kft, Hungary, an indirect subsidiary of your Company has been closed effective from September 30, 2022;

   (iii) Motherson Innovations LLC, USA, an indirect subsidiary has been dissolved on June 9, 2022;

   (iv) Motherson Ossia Innovations LLC, USA, an indirect subsidiary has been dissolved on June 9, 2022;

   (v) Samvardhana Motherson Invest Deutschland GmbH (merged with MSSL GmbH with effect from September 6, 2022);

   (vi) Motherson Techno Precision GmbH (merged with Motherson Air Travel Agency GmbH with effect from September 9, 2022);

   (vii) Shenyang SMP Automotive Component Co. Ltd., an indirect subsidiary of your Company has been deregistered effective from March 20, 2023; and

   (viii) Motherson Rolling Stock Systems GB Ltd., an indirect subsidiary of your Company has been liquidated effective from January 26, 2023.

3. Companies which became joint venture during financial year 2022-23 are:

   (i) Lauak CIM Aerospace Private Limited effective from April 6, 2022, through CIM Tools Private Limited.

4. Subsidiaries in which Independent Directors of the Company have been appointed as Director

   Following are the unlisted wholly owned subsidiaries of the Company in which Independent Directors of the Company were appointed as Director on its Board:

Sr. No.	Name of the unlisted wholly owned subsidiaries	Name of the Independent Director appointed as Director
1.	Samvardhana Motherson Automotive Systems Group B.V.*	Mr. Robert Joseph Remenar
2.	Samvardhana Motherson Global Holdings Limited, Cyprus*	Mr. Gautam Mukherjee
3.	MSSL (GB) Limited#	Mr. Velli Matti Ruotsala
4.	SMP Deutschland GmbH#	Ms. Rekha Sethi
5.	MSSL Mideast (FZE)	Mr. Naveen Ganzu

** Material subsidiary in terms of Regulation 16(1)(c) and Regulation 24(1) of Listing Regulations.*
 # Material subsidiary in terms of Regulation 16(1)(c) of Listing Regulations.

In accordance with section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company and all of its subsidiaries, associate and joint venture companies form part of the Annual Report. Further, a statement containing performance and salient features of the financial statements of the Company's subsidiaries, associate and joint venture companies is annexed in Form AOC-1, which forms a part of the Annual Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at www.motherson.com.

EXPORTS FROM INDIA

The Company's exports during the year were INR 15,979 million as against INR 11,733 million in the previous financial year from continuing operations. Further, the consolidated sales of product outside India of entities having operations in India (considering continuing operations) and consolidated in financial statements during FY 2022-23 were INR 689,125 million as against INR 568,520 million in FY2021-22. The Company continues to make its efforts towards achieving higher growth by providing cost competitive quality solutions to its customers. In addition, the Company has facilities globally, to provide service to the customers as well as enhance customer relationships.

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met twelve (12) times during the financial year 2022-23 and the details of same are given in the Corporate Governance Report forming part of this Annual Report. The intervening gap between two consecutive meetings was not more than one hundred and twenty (120) days as prescribed by the Companies Act, 2013 and the Listing Regulations.

DIRECTORS

During the financial year 2022-23, there was no change in the Board of Director(s) of the Company.

As per provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Pankaj Mital (DIN: 00194931), Director of the Company, is liable to retire by rotation in the ensuing Annual General Meeting ("AGM"). Mr. Pankaj Mital being eligible seeks his re-appointment. Accordingly, the Board of Directors recommends the re-appointment of Mr. Pankaj Mital to the members of the Company.

The shareholding of Sumitomo Wiring Systems Limited (SWS) has reduced from 25.10% as on December, 2021 (i.e., formerly Motherson Sumi Systems Limited) to 14.15% as on March 31, 2023, of paid up share capital of the Company, SWS has now decided to reduce number of its nominee directors on the Board of the Company from two (2) to one (1) director. In this respect, Mr. Shunichiro Nishimura (DIN: 08138608), a nominee of SWS has resigned from the Directorship of the Company with effect from July 18, 2023. Further, the Board of Directors in its meeting held on July 18, 2023 had inducted Mr. Norikatsu Ishida, nominee of SWS as member in the Board Committee(s) in place of Mr. Shunichiro Nishimura.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

The Board of Directors has received declarations from all the Independent Directors of the Company confirming that they meet with criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25 of the Listing Regulations. The Board is of the opinion that they are the persons of integrity and possesses relevant expertise and experience.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors, Committee(s) and meeting of the Independent Directors. The details of remuneration and/ or other benefits of the Independent Directors are mentioned in the Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee of the Board for the financial year ended March 31, 2023 was comprised of Mr. Gautam Mukherjee as Chairman, Mr. Naveen Ganzu, Ms. Rekha Sethi, Mr. Veli Mati Ruotsala as Independent Directors and Mr. Shunichiro Nishimura, Mr. Laksh Vaaman Sehgal as Non-executive Directors. During the year all the recommendations made by the Audit Committee were duly accepted by the Board.

Further, consequent upon resignation of Mr. Shunichiro Nishimura effective July 18, 2023, Mr. Norikatsu Ishida was appointed as member of the Audit Committee effective July 18, 2023. Accordingly, the re-constituted Audit Committee now comprise of the following:

Mr. Gautam Mukherjee - Chairman

Mr. Norikatsu Ishida

Ms. Rekha Sethi

Mr. Naveen Ganzu

Mr. Veli Matti Ruotsala

Mr. Laksh Vaaman Sehgal

COMMITTEES OF BOARD

Details on Committees constituted by the Board under the Companies Act, 2013 and the Listing Regulations, their composition as well as changes in their composition, if any, during the year and the number and dates of meetings of such Committees held during the Financial Year 2022-23 are covered in Corporate Governance Report which forms part of the Annual Report.

KEY MANAGERIAL PERSONNEL

In terms of the provisions of section 2(51) and 203 of the Companies Act, 2013, during the financial year under review the Company has following whole-time Key Managerial Personnel ("KMP"):

Sr. No.	Name of KMP	Designation
1	Mr. Pankaj Mital	Whole-time Director and Chief Operating Officer
2	Mr. Kunal Malani	Chief Financial Officer
3	Mr. Alok Goel	Company Secretary

MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THIS REPORT

(a) The Board of Directors of the Company in its meeting held on April 17, 2023 had approved to acquire additional 30% stake in Youngshin Motherson Auto Tech Limited (**"YMAT"**) from Youngshin Components Co. Ltd., Korea. Further, the closing of said acquisition was completed by the Company on June 2, 2023. The Company now holds the 80% of equity share capital of YMAT and accordingly YMAT is now the subsidiary of the Company.

(b) SMRP BV, a step-down subsidiary of the Company, through one of its European subsidiaries, has signed a binding undertaking to acquire a 100% stake in CIRMA ENTREPRISE, a French société par actions simplifiée, from Vinci Energies France, a French société par actions simplifiée. The same has been noted by the Company in its Board Meeting held on June 15, 2023.

(c) MSSL Consolidated Inc., a step-down subsidiary of the Company, has signed an agreement for an investment of USD 14 Million, 12% optionally convertible secured note of Prysm Systems Inc. The same has been noted by the Company in its Board Meeting held on July 4, 2023.

(d) SMRP BV, a subsidiary of the Company has entered into an agreement to acquire 81% stake in Yachiyo's 4W (Y4W) Business housed under Yachiyo Industry Co. Ltd. The same has been noted by the Company in its Board Meeting held on July 4, 2023.

(e) The Board of Directors of the Company in its meeting held on July 7, 2023 had approved to enter into an agreement to acquire 100% stake in Rollon Hydraulics Private Limited.

BOARD EVALUATION

In terms of the requirement of the Companies Act, 2013 and Regulation 19 read with Schedule II, Part D of the Listing Regulations, the Board carried out an annual evaluation of its own performance, Board Committees, individual Directors including the Independent Directors and the Chairman of the Company on the basis of the criteria specified as per the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India with the aim to improve the effectiveness of the Board and the Committees.

The criteria for evaluation under different categories depends on the role the person(s)/group(s) plays in the Company. The criteria for every evaluation for the Financial Year 2022-23 was decided at every level depending on the functions, responsibilities, competencies required, nature of business etc., detailed as below:

Person(s)/ Group(s)	Evaluation Criteria
Chairman of the Company	Leadership, steering skills, impartiality, commitment, ability to keep shareholder's interest in mind etc.
Board	The board composition and structure, meetings of the Board, effectiveness of board processes and its functions, monitoring effectiveness of Governance practices, evaluation of performance of management and providing their feedback etc.
Committees of the Board	The composition of Committees, structure of Committees, effectiveness of Committee meetings, independence of the Committees from the Board, contribution to the decisions of the Board etc.
Executive/ Non-Executive/ Independent Director(s)	Criteria for all type of Directors-qualification, experience, knowledge and competencies, fulfilment of functions, commitment and their participation and contribution at the Board meetings and Committee meetings etc. Additional criteria in case of Independent Directors, i.e., independent from the Company and other Directors, providing independent views and judgement.

In a separate meeting of Independent Directors held during the financial year 2022-23, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

It was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities and deliberations in the Board and Committee Meetings. It was also noted that the Committees are functioning well and all important issues are brought up and discussed in the Committees as per its terms of reference as mandated by law.

The evaluation process was carried out through a web-based portal. The summary of the evaluation reports was presented to the respective Committees and the Board. The Directors had given a positive feedback on the overall functioning of the Committees and the Board. The suggestions made by the Directors in the evaluation process have been suitably incorporated in the processes.

In the Board Meeting that followed the meeting of the Independent Directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Directors being evaluated.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee constituted under the provisions of section 178(1) of the Companies Act, 2013, recommended to the Board of Directors of your Company, a policy on Director's appointment and remuneration, including, criteria for determining qualifications, positive attributes, independence of a Director and other matters. The said policy as approved by the Board of Directors, is uploaded on the Company's website at www.motherson.com. The extract of the said Policy is also covered in Corporate Governance Report which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134(3)(c) of the Companies Act, 2013 and subject to disclosures in the Annual Accounts, your Directors state as under :-

(a) That in preparation of the annual accounts for the financial year ended March 31, 2023, the applicable Accounting Standards have been followed and there are no material departures;

(b) That the Directors have selected appropriate Accounting Policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2023 and of the profit of the Company for that period;

(c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) That the Directors have prepared the annual accounts on a going concern basis;

(e) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(f) That the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

As per section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company in 35th AGM approved the re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 01003E/IE300005), as Statutory Auditors of the Company for the second term of 5 (five) consecutive years i.e. from the conclusion of 35th AGM till the conclusion of 40th AGM of the Company to be held in the year 2027.

The notes on the financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

The Auditors Report annexed with this Annual Report, does not contain any qualification, reservation or adverse remarks. During the Financial Year 2022-23, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3)(ca) of the Companies Act, 2013.

Cost Auditor

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records have been prepared and maintained by the Company for the financial year 2022-23.

As per recommendation of the Audit Committee, the Board of Directors has appointed M/s. M.R. Vyas & Associates, Cost and Management Accountants (Registration No. 101394) as Cost Auditor for conducting the audit of cost records of the Company for the financial year 2022-23.

During the Financial Year 2022-23, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3)(ca) of the Companies Act, 2013.

Secretarial Auditor

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based upon the recommendations of the Audit Committee, the Board of Directors had appointed M/s. SGS Associates, Company Secretaries (CP No. 1509) as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for financial year ended March 31, 2023.

The Report given by the Secretarial Auditor is annexed herewith and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the Financial Year 2022-23, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3)(ca) of the Companies Act, 2013.

AWARDS & RECOGNITIONS

During the year, the Company had received various awards and recognitions, which have been described in "Awards and Recognition" section, forming part of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, Investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by recipient are provided in the standalone financial statement. Please refer Note No. 6(a), 6(b) and 7 to the standalone financial statements.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Policy on Related Party Transaction of the Company, all contracts/ arrangements/ transactions entered by the Company during financial year with related parties which were on arm's length basis and were in ordinary course of business were approved by the Audit Committee. During the year the Company had not entered into any contract / arrangement/ transaction with related parties which could be considered material for which shareholders' approval is required in accordance with provisions of the Companies Act, 2013.

Pursuant to the provision of applicable Listing Regulations, all related party transactions are placed before the Audit Committee for approval including the transaction under section 188 of the Companies Act, 2013 and regulation 23 of Listing Regulations. Prior omnibus approval of the Audit Committee has been obtained for transactions which are foreseen and repetitive in nature and where the need for related party transaction cannot be foreseen, Audit Committee granted omnibus approval for such transactions having value upto rupees one crore per transaction. The transactions entered into pursuant to omnibus approval were presented to the Audit Committee on quarterly basis by way of a statement giving details of all related party transactions.

The Company has developed a Related Party Transactions Manual, Standard Operating Procedures for purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board and amended from time to time is uploaded on the Company's website.

Your Directors draw attention of the members to Note No. 40 to standalone financial statement which sets out related party disclosures.

Approval of Related Party Transactions pursuant to SEBI Listing Regulations

The Securities and Exchange Board of India ("SEBI") notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021 on November 9, 2021 which were effective from April 1, 2022. The amended provisions of Regulation 23 of SEBI Listing Regulations defines a "material related party transaction" as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 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 respect of above, the shareholders of the Company at its Annual General Meeting held on August 29, 2022 granted their approval for entering into contract(s) / agreements(s) / arrangement(s) / transaction(s), between the Company with following counter- parties:

(1) Motherson Sumi Wiring India Limited; and

(2) SEI Thai Electric Conductor Co., Ltd., Thailand .

The shareholders of the Company in the said meeting had approved aforesaid related party transactions, as more particularly mentioned in the Notice for the meeting read with the explanatory statement attached thereto pursuant to section 102 of the Companies Act, 2013.

The Notice convening the said meeting along with the voting results can be viewed on the website of the Company at www.motherson.com.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under section 134(3)(m) of the Companies Act, 2013, read with rule 8(3) of Companies (Accounts) Rules, 2014 is given in **Annexure-A** to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosure pertaining to remuneration and other details as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure–B** to this Report.

The Statement containing the particulars of top 10 employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules (if any), is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of section 136 of the Companies Act, 2013 the said annexure is open for inspection at the registered office of the Company during the working hours for a period of twenty-one days before the date of the AGM. Any member interested in obtaining a copy of the same may write to the Company.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. A separate section on Corporate Governance, forming a part of Annual Report and the requisite certificate from the Company's Auditors confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

DISCLOSURE REQUIREMENT

Business Responsibility and Sustainability Report:

The Securities and Exchange Board of India vide its circular dated May 10, 2021, made Business Responsibility and Sustainability Report (BRSR) mandatory for the top 1,000 listed companies (by market capitalization) from Financial Year 2022-23.

Pursuant to Regulation 34(2)(f) of the Listing Regulations, BRSR on initiatives taken from an environmental, social and governance perspective, in the prescribed format is available as a separate section of the Annual Report and is also uploaded on the Company's website.

BRSR indicates the Company's performance against the principles of the 'National Guidelines on Responsible Business Conduct'. This would enable the shareholders to have an insight into environmental, social and governance initiatives of the Company.

Dividend Distribution Policy:

As per regulation 43A of the Listing Regulations, the Dividend Distribution Policy of your Company is disclosed in the Corporate Governance Report and the said Policy is also uploaded on the Company's website.

LISTING OF SECURITIES

A. EQUITY SHARES

The Equity shares of your Company are presently listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

B. NCDs

The details of NCDs issued and allotted by your Company is as under:

Sl. No.	ISIN	Issuance date	Listing date	Listing quantity	Exchange
1	INE775A07016*	21.04.2020	27.04.2020	500	BSE Limited
2	INE775A08048	14.09.2020	21.09.2020	2130	BSE Limited
3	INE775A08055	25.11.2021	26.11.2021	250	BSE Limited
4	INE775A08063	25.11.2021	26.11.2021	515	BSE Limited
5	INE775A08071	08.12.2021	09.12.2021	235	BSE Limited
6	INE775A08089	23.01.2023	24.01.2023	600	BSE Limited and National Stock Exchange of India Limited

**The NCD issued on 21.04.2020 vide ISIN No. INE775A07016 was redeemed on the maturity date i.e. 20.04.2023.*

The listing fees for the financial year 2023-24 for Equity Shares and NCDs have been paid to the said Stock Exchanges.

The Company's equity shares continue to remain listed on NSE and BSE.

INTERNAL CONTROL

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit Reports are presented directly to the Chairman of the Audit Committee and its members.

Details about Internal controls and their adequacy are set out in the Management Discussion & Analysis Report which forms part of this report.

RISK MANAGEMENT

The Board of Directors had constituted Risk Management Committee to assist the Board with regard to the identification, evaluation and mitigation of strategic, operational, external environment and cyber security risks and in fulfilling its corporate governance oversight responsibilities and to develop policy for actions associated to mitigate the risks. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

On recommendation of the Risk Management Committee, the Board of Directors of your Company adopted the amended Risk Management Policy for the Company and the said Policy is also uploaded on the Company's website. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis Report, which forms part of the Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the financial year 2022-23 under review, no such order is passed by any Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations other than the orders mentioned herein above.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In accordance with the requirements of section 135 of the Companies Act, 2013, your Company has a Corporate Social Responsibility Committee ("CSR Committee"). The CSR Committee comprises of Mr. Vivek Chaand Sehgal, Chairman, Ms. Rekha Sethi, Independent Director and Mr. Laksh Vaaman Sehgal, Non-Executive Director.

The terms of reference of the CSR Committee is provided in the Corporate Governance Report. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy). The Board of Directors in its meeting held on May 26, 2022 amended its CSR Policy considering the changes made by Ministry of Corporate Affairs. The CSR Policy is available on the website of the Company at www.motherson.com.

Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure–C** and forms integral part of this Report.

The Company is, inter-alia, also performing CSR activities through Swarn Lata Motherson Trust which has been established for the sole purpose of CSR activities. Further, the Company continue to carry out CSR activities as specified under schedule VII to the Companies Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism which incorporates a whistle blower policy in terms of the Companies Act, 2013 and the Listing Regulations for Directors and employees to report their genuine concerns. The objective of the Policy is to create a window for any person who observes an unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct or ethics policy (hereinafter "Unethical and Improper Practices"), either organizationally or individually, to be able to raise it and to provide for adequate safeguards against victimization of whistle blower and also to provide for direct access to the Chairperson of the Audit Committee.

Thought Arbitrage Consultancy has been appointed by the Board of Directors as an independent external ombudsman under this Whistle-blower Mechanism.

Protected Disclosure can be made by a Whistle Blower through an e-mail or dedicated telephone line or a letter to the Thought Arbitrage Consultancy or to the Chairman of the Audit Committee. The Whistle Blower Policy is available on the Company's website at www.motherson.com.

ANNUAL RETURN

In accordance with the provisions of Section 92(3) read with section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return in the prescribed format for the financial year 2022-23 is available on the website of the Company at www.motherson.com.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with the secretarial standards with respect to General and Board Meetings respectively, as specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 (56 of 1980), and approved as such by the Central Government.

HUMAN RESOURCES

The relations with the employees and associates continued to remain cordial throughout the year. The Directors of your Company wish to place on record their appreciation for the excellent team spirit and dedication displayed by the employees of the Company.

DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDERSSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (**"POSH Act"**). The Internal Committee composed of internal members and an external member who has extensive experience in the field.

During the financial year 2022-23, there were two (2) complaints filed under the provisions of POSH Act. After the enquiry into these matters, required punishment of temporary suspension and termination been awarded to accused.

GREEN INITIATIVES

Notice of the AGM along with the Annual Report 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 the Notice and Annual Report 2022-23 will also be available on the Company's website www.motherson.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The above are in compliance with 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. 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. 02/2021 dated January 13, 2021, General Circular No. 20/2021 dated December 08, 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.

ACKNOWLEDGEMENT

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, bankers, investors and other authorities. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

The Directors also thank the Government of various countries, Government of India, State Governments in India and concerned Government Departments/ Agencies for their co-operation, support and look forward to their continued support in the future.

Last but not the least the Board of Directors wish to thank all the stakeholders of the Company and Sumitomo Wiring Systems Limited, Japan for their continuous support.

For and on behalf of the Board
For Samvardhana Motherson International Limited
(Formerly Motherson Sumi Systems Limited)

Place : Noida
Date : July 18, 2023

Vivek Chaand Sehgal
Chairman
DIN:00291126

ANNEXURE A

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo Pursuant to section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part of Directors' Report.

A. Conservation of energy

(i) Steps taken or impact on conservation of energy:

The organisation is striving to measure and control the energy usages in all locations and areas. Regular review of the requirement and usage is done to decide upon the actions.

During the year under review various actions were taken to save and optimize the usage. Few key measures are mentioned below:

- Installed energy efficient High Velocity Low Speed fan on the shop floor assembly and dispatch area for more efficiency and reduction in power consumption.
- Installed of Air Booster in machines for optimum utilization of air compressor.
- Optimized airconditioned systems for the plant areas using VFD and/or by installing Invertor AC and/or by running as per production plan.
- Transparent sheets on side walls to reduce power consumption and increase Lux level during daylight.
- Controllers for lighting and Air conditioning to ensure minimal required usages.
- In new plants optimal design of Rainwater harvesting is implemented which reduces the installation cost & better percolation efficiency and ease of maintenance.
- Testing drain lines of fire hydrant system connected to underground fire tank to avoid wastage of water.
- Efficient AHUs installed with stainless steel body with energy efficient motor which has more effective air cooling and energy saving.
- Optimized the heating of Injection Molding & Blow molding Machines by Just-In-Time Heating activation.
- Switching UPS and transformer to offline mode on Sundays, non-production days & holidays.
- Online Chiller for extrusion line controlled by moving conveyer feedback to reduce power cost of circulation pump and chiller power consumptions (Motherson Automotive Elastomers and Technology, a division of the Company (**"MAE"**)).
- Wastage steam reused for heating of feed water to save electric heating from autoclave process area (MAE)
- Removal of excess Lux level lights and Maintaining Required Lux level in working areas.
- Replacement of conventional CFL light with energy saving LED lights on the shop floor / work stations etc.
- Installed auto air cut-off valve for ultrasonic welding gun.
- Conversion of Conventional Hydraulic pumps Circuit (Fixed Pump) to Servo Speed Pump Hydraulic Machines in shop floor by Motherson Automotive Technologies & Engineering, a division of the Company (**"MATE"**)
- Air audit, regular study and air leakage arresting measures (MATE)
- Switching off the pneumatic air usage and air leak after general shift across SPM in assembly area (MATE)

- On/Off PLC based timer for lights installed in office, canteen, shop floor office, QA Office & Street Light
- Maintaining Plant Power Factor close to Unity 0.99 and availing power factor incentive from the state Utility Company (MATE)
- Max Demand Reduction considering Ford India Business Shutdown (MATE)
- Optimum Power Factor maintained through online monitoring of capacitor banks health condition.
- Control of periphery lights through Lux level sensor.

(ii) steps taken by the company for utilizing alternate source of energy:

- Roof top solar plants installed to save on power cost overall.
- Installation of Poly carbonate sheets installed on roof of shop floor for natural light in day time.
- Power Procurement through open market i.e. from competitive power companies as compared to local utility monopoly
- Purchase of power from private sources (e.g. Wind power) from other third parties resulting into cost saving

(iii) the capital investment on energy conversation equipments:

The Company is making continuous efforts to reduce usage of conventional energy and energy conservation and plans the same on the expansion or modernization or replacement of equipments (as the case may be). Accordingly, such expenses are considered in annual budgets. In addition to the above, considering size and extent of operations and turnover of the Company, any specific capital investment detail(s) in this respect, will be insignificant to segregate and separately report.

B. Technology absorption

(i) the efforts made towards technology absorption:

(a) Wiring Harness Division of the Company (**"WHD"**) has continued work while pre-empting future growth scenarios. Technologies like FOTA, cyber security and functional safety compliance are being worked upon. This enables us to offer advanced solutions of intelligent EDS modules which are integral part of Wiring Harness Solutions.

(b) WHD has developed capabilities of designing, developing, manufacturing and managing HEV, BEV and Zero emission vehicle's standard as well as high voltage harnesses. SAMIL WHD is already providing EDS and Wiring solutions to all segments (2W, passenger vehicle, commercial vehicle, Off-road and Agree Vehicles)

(c) WHD continued work for Rolling Stock Segment. Tracking convertors are the newest addition in our offerings wherein we are working closely with our esteemed customers and offering these solutions.

(d) MATE has successfully secured the technology needed to develop and produce Illuminated Door Trim ambient light module with RGB for automobiles. The Illumination design concept will be horizontally deployed in a range of diverse automobile models.

(e) MATE has successfully acquired technology to develop and produce a low carbon content paint less high gloss surface on Polymer Product, special cavity surface heating by copper induction system. The company will leverage it for Higher Aesthetic and illumination products.

(f) MATE has successfully acquired a technology to develop Actuated Charging Flap system technology and MATE has won a commercial order to develop and supply actuator Flap for EV Charging Port access for diversified Models for an automobile OEM.

(g) MATE has applied EV charging connectors technology on EV charging port at front bumper area.

(h) Motherson Sumi Electric Wires, a division of the Company (**"MSEW"**) has successfully developed cyclic bending tester In-house to check the stress ability of the wire for QA.

(i) MSEW has successfully acquired technology for Silicon wire & cables for electric vehicles.

(j) MSEW has successfully acquired technology for High voltage wires & cables through Electron Beam process.

(k) MAE has installed 700-ton Desma injection machine with two-injection units, which will enable us to run bigger products such as Space flex seals and battery gaskets of electrical vehicle.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

(a) WHD has developed several products and thus offered indigenous solutions to the customers.

(b) Power electronics solutions for HEV, EV and ZEV vehicles have immense potential of lowering import contents significantly.

(c) MATE has successfully acquired induction heating technology and has won a commercial order to develop and supply Exterior Parts with paint less High Gloss application from an automobile OEM thus far.

(d) MSEW has successfully reduced the import of Silicon and High Voltage wire & Cables for Electric Vehicles.

(e) MSEW has successfully reduced the wire testing charges by implementation of Cyclic Bending tester in our NABL accredited Laboratory.

(f) Productivity enhancement

(g) Reduction in Manpower

(h) Reducing WIP inventory by process elimination

(i) Sustainability solutions to reduce carbon emissions

(j) Running two cavity dies in place single cavity in all extrusion profiles.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) the details of technology imported:

No technology was imported.

(b) the year of import:

Not Applicable

(c) whether the technology been fully absorbed:

Developed in-house from first elements.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable

Research & Development (R&D):

1) Specific areas in which R&D is carried out by the Company:

- WHD carried out significant work in RF data (data transmitted at various radio frequencies) getting integrated in Vehicle technologies. Essential links are different kinds of special cables. These are single core as well as multi core links carrying huge data which travels at very high speed.

- WHD continued to work on advanced engineering materials which are getting adopted in various child components of wiring harnesses. These advanced materials offer better performance per unit of weight / volume.
- ROBIS, a unit of MATE has developed and "R-SCADA" Solution. This solution is a traceability solution in a production line to capture the complete process in combination with MES.
- ROBIS, a unit of MATE has developed and tested the 'Ultrasonic Welding Vertical Press". These presses will be used in Low volume production like Toy industry & Medical industries.
- ROBIS, a unit of MATE has developed in-house capability to design and manufacture 'Ultrasonic Welding Sonotrodes". These Sonotrodes will be extensively used in ultrasonic welding SPM.
- ROBIS, a unit of MATE has developed and manufactured Ultrasonic welding + punching operation combined in one machine with 4 stages.

2) Benefits derived as a result of the above R&D:

- Indigenous solution of special cables to our customers is enabling them in realizing advanced autonomous driving as well as advanced safety features in vehicles.
- Advanced material adoption in Wiring Harness elements is helpful in offering / realizing higher functional density by our customers.
- R-SCADA solution developed using LabVIEW eliminate the dependency of relying on 3rd party integrators and helped ROBIS to achieve significant cost advantage
- Ultrasonic welding vertical press is useful for low volume production and helped ROBIS to enter into non-automotive markets.
- In-house development of Sonotordes helped ROBIS to achieve significant cost reduction and helping us to achieve the long term of goal of being self-reliant in ultrasonic technology.
- Development of combined ultrasonic welding and punching machine helped to utilize the shop floor space optimally because of the lower foot print of the machine.

3) Future plan of action

Globally, the Automotive Industry is seeing changes at a pace never seen before. The Company is fully focused on staying ahead of the curve and efforts are made towards Sustainability. Innovative and path breaking ideas that aim for this goal automatically provides for the conservation of both cash and energy, while they use the best of available resources without depleting them. With horizontal deployment of such ideas across the various plants of the Company, the results will automatically multiply.

(iv) the expenditure incurred on Research and Development.

The expenses were considered in annual budget and cost and is not separately identifiable.

C. Foreign exchange earnings and Outgo-

INR (In Million)

a.	Total Foreign exchange earned in terms of actual inflows	18,221.00
b.	Total Foreign exchange outgo in terms of actual outflows	25,023.00

ANNEXURE B

Particulars of Employees and other related disclosures

Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, if any, in the financial year :

(a) Remuneration paid to the Whole-time Director(s)

Name of Director(s)	Designation	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2023 as compared to 2022
Mr. Pankaj Mital	Whole Time Director & COO	63.28	16.50

(b) Remuneration paid to the non-executive and independent directors:

Name of Director(s)	Designation	Ratio of remuneration to median remuneration* of the employees	% increase / decrease of remuneration in 2023 as compared to 2022
Mr. Gautam Mukherjee	Non-Executive - Independent Director	10.87	23.33
Mr. Naveen Ganzu	Non-Executive - Independent Director	10.63	23.76
Ms. Rekha Sethi[1]	Non-Executive - Independent Director	10.09	59.07
Mr. Veli Matti Ruotsala[2]	Non-Executive - Independent Director	9.94	359.62
Mr. Robert Joseph Remenar[3]	Non-Executive - Independent Director	9.14	357.14

**Remuneration for non-executive and independent directors is commission payable/paid for the financial year ended March 31, 2023.*

[1] Ms. Rekha Sethi was appointed as Independent Director effective from August 10, 2021. The remuneration of FY 2021-22 was paid on pro-rata basis whereas remuneration for FY 2022-23 is for full financial year making % increase non-comparable.

[2] Mr. Veli Matti Ruotsala was appointed as Independent Director effective from January 28, 2022. The remuneration of FY 2021-22 was paid on pro-rata basis whereas remuneration for FY 2022-23 is for full financial year making % increase non-comparable.

[3] Mr. Robert Joseph Remenar was appointed as Independent Director effective from January 28, 2022. The remuneration of FY 2021-22 was paid on pro-rata basis whereas remuneration for FY 2022-23 is for full financial year making % increase non-comparable.

(c) Remuneration paid to the non-executive and non-independent directors:

Name of Director(s)	Designation	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2023 as compared to 2022
Mr. Vivek Chaand Sehgal	Non-Executive - Non Independent Director	Nil	NA
Mr. Norikatsu Ishida	Non-Executive - Non Independent Director	Nil	NA
Mr. Laksh Vaaman Sehgal	Non-Executive - Non Independent Director	Nil	NA
Mr. Shunichiro Nishimura*	Non-Executive - Non Independent Director	Nil	NA

* Ceased due to resignation effective July 18, 2023.

(d) The percentage increase in remuneration for Chief Financial Officer and Company Secretary in the financial year:

Directors, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Kunal Malani, Chief Financial Officer	17.4
Mr. Alok Goel, Company Secretary	12.0

(ii) The percentage increase in the median remuneration of employees in the financial year: 5.82%

(iii) The number of employees on the rolls of company: 3,976

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; 16.86%

(v) Affirmation that the remuneration is as per the remuneration policy of the company:

The Company affirms remuneration is as per the remuneration policy of the Company.

ANNEXURE C

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2022-23

1. Brief outline on CSR Policy of the Company.

Our Company Vision is to create more inclusive and sustainable environment. Our commitment to CSR emanates from the business mission that guides us to set new standards in good corporate citizenship. Therefore, our CSR programs have been structured to be made sustainable, measurable, replicable and scalable which will enable us carve out a reputation for being one of the most socially and environmentally responsible companies. Your Company, in alignment with Schedule VII of the CSR Rules, generally undertakes all its CSR programs/projects/activities under the following broader thrust areas of CSR:

- Skill Development and Vocation based education
- Livelihood enhancement
- Waste management and Sanitation
- Environmental sustainability
- Women and youth empowerment
- Protection of national heritage, art and culture
- Measures for benefit of armed forces
- Rural Development
- Slum Area Development
- Disaster Management including reliefs, rehabilitation and reconstruction activities
- National Missions

Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vivek Chaand Sehgal	Chairman, Non-Executive Non Independent Director	1	1
2.	Ms. Rekha Sethi	Member, Non-Executive Independent Director	1	1
3.	Mr. Laksh Vaaman Sehgal	Member, Non-Executive Non Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Link for CSR Committee Composition: https://www.motherson.com/performance/samil-investors/management

Link for CSR Policy: https://www.motherson.com/storage/Group-Policies/CSR-policy.pdf

Link for CSR projects approved by the Board: https://www.motherson.com/storage/annual-report/2022-23/SAMIL-CSR-Projects-list.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Currently, the Company has no CSR project which has completed one year during the FY2022-23 for undertaking the impact study. Therefore impact assessment is not applicable for the financial year ended March 31, 2023.

5. (a) Average net profit of the company as per section 135(5) – ₹ 9,141,109,100
(b) Two percent of average net profit of the company as per section 135(5) – ₹ 182,822,182
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial year - NIL
(d) Amount required to be set off for the financial year, if any - NIL
(e) Total CSR obligation for the financial year (b+c-d). – ₹ 182,822,182

6. (a) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Project duration.	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	To contribute for Truck Driver Training Project	Items (ii) of Schedule VII of the Companies Act, 2013:- promoting education, including special education and employment enhancing vocation skills	Yes	Uttar Pradesh	Gautam Budhha Nagar	12 months	545,608	545,608	Nil	No	Swarn Lata Motherson Trust	CSR00006337
2.	To contribute for S.O.R.T - Mumbai (Phase 1)	Items (i) and (iv) of Schedule VII of the Companies Act, 2013:- Promotion of sanitation, ensuring environment sustainability	Yes	Maharashtra	Mumbai	12 months	8,138,130	4,069,065	4,069,065	No	Swarn Lata Motherson Trust	CSR00006337
3.	To contribute for S.O.R.T - NCR (Phase IV)	Items (i) and (iv) of Schedule VII of the Companies Act, 2013:- Promotion of sanitation, ensuring environment sustainability	Yes	Delhi NCR	Delhi NCR	12 months	24,612,280	12,306,140	12,306,140	No	Swarn Lata Motherson Trust	CSR00006337
4.	To contribute for Olympic Gold Quest	Items (vii) of Schedule VII of the Companies Act, 2013:- Promotion of sanitation, ensuring environment sustainability	Yes	PAN India	PAN India	36 months	66,000,000	33,000,000	33,000,000	No	Swarn Lata Motherson Trust	CSR00006337
5.	To contribute for Skill Development Centre	Items (ii) of Schedule VII of the Companies Act, 2013:- promoting education, including special education and employment enhancing vocation skills	Yes	Uttar Pradesh	Gautam Budhha Nagar	12 months	20,000,000	10,000,000	10,000,000	No	Swarn Lata Motherson Trust	CSR00006337
6.	To contribute for Lotus Petal Project	Items (i) and (ii) of Schedule VII of the Companies Act, 2013-promoting health care including preventive health care and sanitation; promoting education, including special education and employment enhancing vocation skills especially among children	Yes	Haryana	Haryana	29 months	10,000,000	10,000,000	Nil	No	Swarn Lata Motherson Trust	CSR00006337
7.	To contribute for WASHE Project NCR Phase II	Items (ii) of Schedule VII of the Companies Act, 2013:- promoting education, including special education and employment enhancing vocation skills	Yes	Uttar Pradesh	Gautam Budhha Nagar	36 months	30,000,000	Nil	30,000,000	No	Swarn Lata Motherson Trust	CSR00006337
	Total						**159,296,018**	**69,920,813**	**89,375,205**			

Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Contribution of E-Rickshaw for Waste Collection (Chennai)	Items (i) of Schedule VII of the Companies Act, 2013-promoting health care including preventive health care and sanitation;	Yes	Chennai	Tamil Nadu	525,000	Yes	Not applicable	Not applicable
2.	Indian Flag Contribution for Azadi Ka Amrit Mahotsav	Item no. (ii) of Schedule VII of the Companies Act, 2013 pertaining to promotion of education relating to culture.	Yes	Noida	Uttar Pradesh	275,000	Yes	Not applicable	Not applicable
3.	To contribute towards Education : Government School - Beerapalli	Item no. (ii) of Schedule VII of the Companies Act, 2013 pertaining to promotion of education.	Yes	Andhra Pradesh	Anantpur	50,000	No	Swarn Lata Motherson Trust	CSR00006337
4.	To contribute towards Sankalp Cancer Care Foundation	Items (i) of Schedule VII of the Companies Act, 2013-promoting health care including preventive health care and sanitation	Yes	Delhi	Delhi	254,000	No	Swarn Lata Motherson Trust	CSR00006337
5.	To support the Community welfare in Pondur Village Panchayat	Item no. (ii) of Schedule VII of the Companies Act, 2013 pertaining to promotion of education.	Yes	Tamil Nadu	Kancheepuram	814,483	No	Swarn Lata Motherson Trust	CSR00006337
6.	People for animals	Clause (iv) of Schedule VII of the Companies Act, 2013:- Animal welfare.	Yes	Delhi	Delhi	125,000	Yes	Not applicable	Not applicable
	Total					2,043,483			

(b) Amount spent in Administrative Overheads – Nil

(c) Amount spent on Impact Assessment, if applicable – Not applicable

(d) Total amount spent for the Financial Year ((a)+(b)+(c)) - ₹ 71,964,296

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer
71,964,296	89,375,205	26-04-2023	Clean Ganga Fund	21,482,681	Not Applicable#

In view of CSR Rules the Company is required to transfer the unspent amount not relating to any ongoing project, to a Fund specified in Schedule VII of the Companies Act, 2013 ("the Act"), within a period of six months of the expiry of the financial year. In pursuance of this, the Board of Directors of your Company on recommendation of CSR Committee, in its meeting held on May 26, 2023 had approved to transfer the unspent amount of ₹ 21,482,681/- of FY 2022-23 to Clean Ganga Fund within the prescribed timeline in the Act.

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	182,822,182
,(ii)	Total amount spent for the Financial Year	71,964,296
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount Transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial year (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
1.	2021-22	16,900,000	16,900,000	--	--	--	Nil
2.	2020-21	25,219,756	18,732,656	--	--	--	5,637,100
3.	2019-20	Not Applicable*	--	--	--	--	--
	Total						

*The provisions related to ongoing projects have come into effect from 22nd January 2021, i.e., from FY 2020-21 onwards. The said provision to transfer the unspent amount pertaining to ongoing projects to the Unspent CSR Account under section 135 (6) is prospective in effect and not applicable to projects of previous financial years.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes √No

If Yes, enter the number of Capital assets created/ acquired - Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address Not applicable
Not applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

The Company has spent the entire eligible amount, i.e., ₹ 182,822,182 for FY 2022-23 in the following manner:

	Amount in ₹
Amount spent on other than ongoing projects	2,043,483
Amount spent towards ongoing projects and transferred to special unspent CSR Account	159,296,018
Amount required to be transferred to a specified fund	21,482,681

V.C. Sehgal
Chairman (CSR Committee)

Pankaj Mital
Whole-time Director

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Samvardhana Motherson International Limited
(Formerly known as Motherson Sumi Systems Limited)
CIN L34300MH1986PLC284510

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S.SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed with Regulatory Authorities, and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of.:

(i) The Companies Act, 2013 (the "Act") and the rules made there under.

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

(v) The Following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992.

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended to date.
3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
4. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the Audit Period);
5. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021.
6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the Audit Period);
7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable for the auditing period); and
8. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Director(s), Non-executive Directors, Independent Directors and Woman

Director(s). The changes in the composition, if any, of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where the consent was obtained to place the same at shorter notice) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be and the abstain notes, if any, due to conflict of interest or otherwise have been duly recorded in the Minutes Book.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with sector specific applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has following major events.

1. The Company has issued and allotted Bonus Equity Shares in the Share capital of the Company i.e. 225,88,07,122 Equity Shares in the ratio of 1(one) Equity allotted as fully paid for every 2 (Two) Equity shares held as on the 6h day of October 2022 ("the Record Date") during the year under review.
2. The Company has announced the acquisition of 51% stake in Saddles International Automotive and Aviation Interiors Private Limited for a consideration of approx. Rs. 207 Crores during the year under review. The closing for transaction to be achieved subsequently.
3. The Company has acquired the remaining 50% stake in Fritzmier Motherson Cabin Engineering Limited for Rs. 110.70 Crores during the year under review and consequently the said company has become its wholly owned subsidiary.
4. The Company has issued and allotted 60,000 (Sixty Thousand) Unsecured, Rated, Listed, Redeemable, Non- Convertible Debentures of Rs. 1,00,000/- each amounting to Rs. 6,000 Crores on January 23,2023 during the year under review.
5. An indirect wholly owned subsidiary namely Motherson Electronic Components Private Limited (CIN: U26109DL2023PTC411085) was incorporated during the year under review through Samvardhana Motherson Innovative Solutions Limited (CIN: U35100MH2006PLC285657).

For SGS ASSOCIATES LLP
Firm Regn No. L2021DE011600
Company Secretaries

CS D.P. Gupta
M.N. FCS 2411
CP No. 1509
UDIN: F002411E000383649

Date: 26th May 2023
Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of the Report.

Annexure – A

ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE (UNQUALIFIED)

To,
The Members
Samvardhana Motherson International Limited
(Formerly known as Motherson Sumi Systems Limited)
CIN L34300MH1986PLC284510

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of the laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For SGS ASSOCIATES LLP
Firm Regn No. L2021DE011600
Company Secretaries

CS D.P. Gupta
M.N. FCS 2411
CP No. 1509
UDIN: F002411E000383649

Date: 26th May 2023
Place: New Delhi

REPORT ON CORPORATE GOVERNANCE

This report is prepared in accordance with the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and the report contains the details of Corporate Governance systems and processes at Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) (**"the Company"**).

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate Governance is based on the principles of integrity, transparency, accountability and commitment to values. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably.

Our Board together with the committees exercises its fiduciary responsibilities by ensuring not only to comply with the statutory requirements in letter and spirit, but also to aim at implementing the best practices, keeping in view overall interest of all its stakeholders and to manage the Company's affairs in a fair and transparent manner. The governance processes of the Company include creation of empowered sub-committees of the Board to oversee the functions of executive management.

Our corporate governance is reinforced through the Company's Code of Conduct for its employees, including the Whole-time Directors, which encompasses an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. In addition, the Company has adopted a Code of Conduct for its Directors which includes Independent Directors, as specified under Schedule IV of the Companies Act, 2013 and Regulation 26(3) of the Listing Regulations and committee charters. Our Board and Management processes, audits and internal control systems reflect the principles of our corporate governance framework. This report gives a comprehensive overview of how our governance adheres to the governance framework.

In terms of distributing wealth to the shareholders, apart from having a track record of uninterrupted dividend pay-out, the Company has also delivered unmatched shareholder returns. The Company has the distinction of consistently rewarding its shareholders through dividends over the past twenty nine eventful years from its Initial Public Offering, while supporting the future growth of the Company.

BOARD OF DIRECTORS

As on March 31, 2023, the Company had ten (10) Directors, of which nine (9) are Non-executive Directors including five (5) Independent Directors. The Board has one (1) Woman Director, being Independent Director of the Company. As on March 31, 2023, the composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013.

None of the Directors on the Board is a member of more than ten (10) committees across all the public companies or Chairman of more than five (5) committees across all the public listed companies as on March 31, 2023, for which confirmation has been obtained from the Directors. Chairmanship/Memberships of the Board Committees include Audit Committee and Stakeholders Relationship Committee.

The name and categories of Directors on the Board and number of Directorships in other public companies and Committee Chairmanship/Memberships held by them as on March 31, 2023 are given below:

Name of Director	Promoter/ Executive/Non-Executive/ Independent Non Executive/ Nominee	No. of Directorships in other Public Companies@	Committee membership in public companies@	Committee Chairmanships in public companies
Mr. Vivek Chaand Sehgal* DIN 00291126	Chairman, Non-executive	6	2	Nil
Mr. Norikatsu Ishida$ DIN 09443998	Non-Executive Non Independent Director	1	2	Nil
Mr. Gautam Mukherjee DIN 02590120	Non-executive Independent Director	3	4	3
Mr. Naveen Ganzu DIN 00094595	Non-Executive Independent Director	1	2	Nil
Ms. Rekha Sethi DIN 06809515	Non-Executive Independent Director	4	3	Nil
Mr. Veli Matti Ruotsala DIN 09462008	Non-Executive Independent Director	Nil	1	Nil
Mr. Robert Joseph Remenar DIN 09469379	Non-Executive Independent Director	Nil	Nil	Nil
Mr. Laksh Vaaman Sehgal* DIN 00048584	Non-executive Non Independent Director	7	3	Nil
Mr. Shunichiro Nishimura$# DIN 08138608	Non-executive Non Independent Director	1	2	Nil
Mr. Pankaj Mital DIN 00194931	Whole-time Director & Chief Operating Officer, Executive Director	3	2	Nil

** Promoter and Director.*
$ Nominee Director(s) of Sumitomo Wiring Systems Limited (SWS).
@ Pursuant to Regulation 26 of Listing Regulations, the companies mentioned herein are public limited companies, whether listed or not, and does not include other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013.
 # Ceased to be director due to resignation effective July 18, 2023.

Notes:

a) As required by Regulation 26 of Listing Regulations, the disclosure includes memberships/ chairpersonship of the Audit Committee and Stakeholders Relationship Committee in Indian public companies (listed and unlisted).

b) Membership of the Directors in the Committees is including Chairmanship.

c) None of the other Director(s) are related to each other except Mr. Vivek Chaand Sehgal and Mr. Laksh Vaaman Sehgal. Mr. Vivek Chaand Sehgal is father of Mr. Laksh Vaaman Sehgal.

d) The Company has received declarations of independence as prescribed under Regulation 25(8) of the Listing Regulations from the Independent Directors stating that they meet the criteria of Independence as provided in Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013. All requisite declarations were placed before the Board and upon perusal of such declarations, the Board viewed and took on record that the independent directors fulfil the conditions specified in Listing Regulations and the Companies Act, 2013 and are independent of the management.

e) The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013.

Further, the name of other listed companies where the Directors of the Company are also Director and category of Directorship is as under:

Name of Director	Directorship in other Listed Company (as on March 31, 2023)	Category of Directorship
Mr. Vivek Chaand Sehgal	Motherson Sumi Wiring India Limited*	Non Executive Non Independent Director
	Hero Fincorp Limited (only debt listed)	Independent Director
Mr. Norikatsu Ishida	Motherson Sumi Wiring India Limited	Non Executive Non Independent Director
Mr. Gautam Mukherjee	Jamna Auto Industries Limited	Independent Director
Mr. Naveen Ganzu	Nil	Not Applicable
Ms. Rekha Sethi	CESC Ltd	Independent Director
	Spencer's Retail Limited	Independent Director
	Kirloskar Brothers Limited	Independent Director
Mr. Veli Matti Ruotsala	Nil	Not Applicable
Mr. Robert Joseph Remenar	Nil	Not Applicable
Mr. Laksh Vaaman Sehgal	Motherson Sumi Wiring India Limited*	Non Executive Non Independent Director
Mr. Shunichiro Nishimura#	Nil	Not Applicable
Mr. Pankaj Mital	Nil	Not Applicable

** Promoter and Director of Motherson Sumi Wiring India Limited.*
 # Ceased to be director due to resignation effective July 18, 2023.

Attendance at Board Meeting and Annual General Meeting

The Board of Directors of the Company meets at least four times in a year i.e. once a quarter to review the quarterly/ half yearly/ yearly results and other items on the agenda.

During the financial year 2022-23, Twelve (12) Board Meetings were held and gap between two meetings did not exceed 120 (one hundred and twenty) days. The said meetings were held on: (1) May 26, 2022 (2) July 4, 2022 (3) August 8, 2022 (4) August 16, 2022 (5) September 8, 2022 (6) September 25, 2022 (7) November 10, 2022 (8) January 27, 2023 (9) February 8, 2023 (10) February 19, 2023 (11) March 16, 2023 and (12) March 27, 2023. The necessary quorum was present for all meetings.

The attendance record of the Board of Directors at the Board Meetings and Annual General Meeting held on August 29, 2022 held during the FY 2022-23 is as below:

Sl. No.	Name of Director	No. of Board Meetings Attended	Attendance at last Annual General Meeting
1.	Mr. Vivek Chaand Sehgal	11	Yes
2.	Mr. Norikatsu Ishida	11	Yes
3.	Mr. Gautam Mukherjee	12	Yes
4.	Mr. Naveen Ganzu	12	Yes
5.	Ms. Rekha Sethi	12	Yes
6.	Mr. Veli Matti Ruotsala	12	Yes
7.	Mr. Robert Joseph Remenar	12	Yes
8.	Mr. Laksh Vaaman Sehgal	12	Yes
9.	Mr. Shunichiro Nishimura#	11	Yes
10.	Mr. Pankaj Mital	12	Yes

 # Ceased to be director due to resignation effective July 18, 2023.

The Company provided the Video conferencing facility to enable all the Directors to attend and participate at the meetings from different locations.

The information regularly placed before the Board of Directors amongst others include the following:

a) Quarterly/ half yearly/ yearly results and performance of the Company.

b) Minutes of the meetings of the Board and all its committees.

c) Minutes of Meetings of the Board of the subsidiary companies and periodical Financial Statements including significant transactions and arrangements entered into by the subsidiary companies on a quarterly basis.

d) Materially important litigations, show cause, demand, prosecution and penalty notices.

e) Annual Operating plans, budgets and updates.

f) Details of changes in structure of JV / subsidiary Company(ies).

g) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

h) Recruitment and Remuneration of Senior management / Key Managerial Personnel (KMPs) of the Company.

i) Funding to Subsidiary Companies / Guarantee to secure funds availed by Subsidiary Companies and update on Governance of unlisted Subsidiary Companies.

j) Borrowings by the Company and update on the fund utilisation.

k) Proposals of making an acquisition by the Company and/or by the Subsidiary Companies.

l) Other information as mentioned in Schedule II Part A of the Listing Regulations.

The details of equity shares of the Company held by the Directors during the financial year 2022-23 are given below:

(A) Equity shares:

Name	Category	No. of equity shares (face value of Re. 1 each)*
Mr. Vivek Chaand Sehgal	Non-Executive Non Independent Director	878,782,644
Mr. Gautam Mukherjee	Non-Executive Independent Director	91,500
Mr. Naveen Ganzu	Non-Executive Independent Director	317,926
Mr. Laksh Vaaman Sehgal	Non-Executive Non Independent Director	1,714
Mr. Pankaj Mital	Executive Director (Designated as Whole time director & COO)	797,629

**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.*

(B) Equity Convertible instruments: The Company has no outstanding equity convertible instruments.

Meeting of Independent Directors

The Company's Independent Directors meet at least once a year, without presence of non-independent directors and management personnel, inter-alia, to:

(a) review performance of non-independent directors and the Board as a whole;

(b) review performance of the Chairman of the Company, taking into account views of executive directors and non-executive directors; and

(c) assess quality, quantity and timeliness of flow of information between Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During year under review, the Independent Directors met on January 9, 2023, inter-alia, to discuss the aforesaid matters. Mr. Gautam Mukherjee as the Lead Independent Director presided the said meeting of the Independent Directors. All the Independent Directors were present at the Meeting.

Familiarization Programme of Independent Directors

The Independent Directors of the Company are eminent personalities having wide experience in the field of finance, education, industry, commerce, global business, technology, and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

Periodic presentations are made by the Senior Management, Statutory and Internal Auditors at the Board/ Committee Meetings on business and performance updates of the Company and its subsidiaries, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent Directors.

Further, during the year, a familiarization programme for the Independent Directors was organized by the Company from January 9, 2023 to January 10, 2023 in Germany. At the familiarization programme, the independent directors visited SMP's plants at Neustadt and Schierling. All the Independent Directors attended the familiarization programme organized by the Company.

The details of the familiarization programme of the Independent Directors are available on the website of the Company at www.motherson.com.

Performance Evaluation criteria for Independent Directors

The performance of the Directors including the Independent Directors is evaluated on the basis of the criteria specified as per the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (**"SEBI"**) with the aim to improve the effectiveness of the Board and the Committees. The said criteria provides certain parameters like qualification, experience, knowledge and competencies, fulfilment of functions, ability to function as a team, initiative, commitment and their participation and contribution at the Board meetings and Committee meetings, independence from the Company and other Directors, providing independent views and judgement, and expertise to provide feedback and guidance to top management on business strategy, governance, risk, understanding of the organization's strategy, internal and external environment.

In order to strengthen board evaluation process and ensure good corporate governance, the Company along with its subsidiary, namely, Motherson Technology Services Limited ("MTSL") had developed an in-house transparent software for the Board Evaluation, as part of SMGLEGAL1. The said software enabled directors to complete the Board Evaluation process digitally, on an anonymous basis. The key features of the Board Evaluation software are as follows:

a) Flexible application design with latest technology and security enabled;

b) User friendly and role based interfaces;

c) Strong Data Governance & Access Control;

d) Centralized Repository for all evaluations;

e) Standardization & Reusability; and

f) Complete audit trail.

The process for Board Evaluation for Financial Year 2022 – 23 was open for responses by the Directors from May 17, 2023 (Wednesday) to May 24, 2023 (Wednesday). The consolidated responses were made available to the Chairperson of Nomination and Remuneration Committee for kind review and updating to the members.

Code of Conduct

The Company has stipulated Code of Conduct for all Directors and the designated employees of the Company ("the Code"). The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. A copy of the Code been placed on the Company's website, viz., www.motherson.com.

The Code has been circulated to the Directors and all permanent employees of the Company and its compliance is affirmed by them annually. The Members of the Board and Management personnel have affirmed compliance with the Code applicable to them during financial year ended on March 31, 2023. A declaration signed by the Whole-time Director and Chief Operating Officer is published in this Report.

Core skills, expertise and competencies identified by the Board of Directors

The Board of the Company comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board members are committed to ensure that the Board is in compliance with the highest standards of corporate governance.

The Board of Directors come from diverse backgrounds with unique competencies and rich experience. The Board of the Company comprises of directors of various nationalities that brings in international diversity which reflects the international and global nature of Motherson.

The Board diversity in skill-set, nationality, experience, and perspective is important for effective leadership and governance. A diverse Board provides guidance and effective oversight over the Company's operations. It enhances responsiveness to stakeholder needs, collaboration across departments, and provides expertise leading to the continuous growth of the Company.

The table below summarizes the key skills and attributes which are taken into consideration while nominating candidates to serve on the Board:

Core skills, expertise and competencies	
Financial	Leadership and management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or person performing similar function.
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments and other stakeholders worldwide.
Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global market opportunities.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models.
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate operational integration plans.
Board service and governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.
Customer support function	Experience in developing strategies for customer support function, grow sales and market share, build brand awareness and enhance enterprise reputation.

Core skills, expertise and competencies of the Directors:

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills / Expertise / Competencies						
	Financial	Gender, ethnic, national, or other diversity	Global business	Leadership	Technology	Mergers and acquisitions	Board service and governance	Customer support function
Mr. Vivek Chaand Sehgal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Norikatsu Ishida	✓	✓	✓	✓	-	✓	✓	✓
Mr. Gautam Mukherjee	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Naveen Ganzu	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Rekha Sethi	✓	✓	✓	✓	-	-	✓	✓
Mr. Veli Matti Ruotsala	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Robert Joseph Remenar	✓	✓*	✓	✓	✓**	✓	✓	✓
Mr. Laksh Vaaman Sehgal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Shunichiro Nishimura#	✓	✓	✓	✓	-	✓	✓	-
Mr. Pankaj Mital	✓	✓	✓	✓	✓	✓	✓	✓

** International diversity*
*** Technology trends and disruptive innovation*
 # Ceased to be director due to resignation effective July 18, 2023.

COMMITTEES OF BOARD

Audit Committee

The Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of Listing Regulations read with Section 177 of the Companies Act, 2013. The Audit Committee of the Company comprises majority of the Independent Directors. The members of the Audit Committee met eight (8) times during financial year 2022-23. The Audit Committee, inter-alia, reviewed related party transactions, Internal Audit Report, quarterly, half-yearly and annual financial statements before submission to the Board.

The dates on which meetings were held are as follows:

(1) May 13, 2022 (2) May 25, 2022 (3) July 4, 2022 (4) August 8, 2022 (5) November 9, 2022 (6) December 21, 2022 (7) February 7, 2023 and (8) March 31, 2023.

The maximum time gap between two consecutive meetings did not exceed 120 (one hundred and twenty) days. Also, the necessary quorum was present for all the meetings.

The composition of the Committee and attendance of each member at the Audit Committee meetings held during the FY 2022-23 is as below:

Name	Designation	Category	Committee Meetings Attended
Mr. Gautam Mukherjee	Chairman	Non-Executive Independent Director	8
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director (Nominee of SWS)	8
Mr. Norikatsu Ishida**	Member	Non-Executive Non Independent Director (Nominee of SWS)	Not applicable
Ms. Rekha Sethi	Member	Non-Executive Independent Director	8
Mr. Naveen Ganzu	Member	Non-Executive Independent Director	8
Mr. Veli Matti Ruotsala	Member	Non-Executive Independent Director	8
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non Independent Director	8

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

The terms of reference of the Audit Committee comprises the following:

(a) Reviewing, with the management, the quarterly/ half yearly/ yearly financial statements before submission to the board for their approval;

(b) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of section 134 of the Companies Act, 2013;

(c) Any changes in accounting policies and practices and reasons for such change;

(d) Major accounting entries involving estimates based on exercise of judgment by management;

(e) Analysis of the effects of alternative GAAP methods on the financial statements;

(f) Qualification(s), if any, in the draft audit report(s);

(g) Significant adjustments made in the financial statements arising out of audit findings;

(h) Compliance with accounting standards and applicable legal requirements relating to financial statements;

(i) Disclosure and/or approval of any related party transactions;

(j) Disclosure of contingent liabilities;

(k) The effect of regulatory and accounting initiatives as well as off-balance-sheet structures, on the financial statements;

(l) Company's earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies;

(m) Recommendation for appointment, remuneration and terms of appointment of auditors

(n) Annual Budget review;

(o) Review and recommendation of the Valuation reports to the Board of Directors;

(p) Review of Management discussion and analysis of financial condition and results of operations;

(q) Review the functioning of the whistle blower mechanism;

(r) Review of Insider Trading Portal;

(s) The statement for uses/applications of funds including funds raised through Private Placement with the financial results and annually the statement of funds utilized for purposes other than as mentioned in the offer document / prospectus / notice (if applicable);

(t) Reviewing the findings of any internal audit reports by the internal auditors;

(u) Any other document required to be reviewed by the Committee (or a similar body) as per the applicable laws on the Company;

(v) Carrying out any other function as is mentioned in the terms of reference of the audit committee and/or as mentioned in Schedule II Part C of the Listing Regulations.

The meetings of the Audit Committee were attended by Mr. Pankaj Mital, Whole time director & COO during the financial year 2022-23. The Audit Committee invites such executives, as it considers appropriate, representatives of the statutory auditors and internal auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.

The previous Annual General Meeting (AGM) of the Company was held on August 29, 2022 and the same was attended by Mr. Gautam Mukherjee, Chairman of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company has been constituted in line with the provisions of Regulation 19 of Listing Regulations read with Section 178(1) of the Companies Act, 2013.

During the financial year 2022-23, the Committee met one (1) time i.e., on May 23, 2022.

The composition of the Committee and attendance of each member at the Nomination and Remuneration Committee meetings held during the FY 2022-23 is as below:

Name	Designation	Category	Committee Meetings Attended
Mr. Gautam Mukherjee	Chairman	Non-Executive Independent Director	1
Ms. Rekha Sethi	Member	Non-Executive Independent Director	1
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non Independent Director	1

The terms of reference of the Nomination and Remuneration Committee include:

a) To identify persons who are qualified to become Directors and who may be appointed in the senior management, recommend to the Board about their appointment and removal and carry out evaluation of every Director's performance;

b) Formulation of criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;

c) Formulation of criteria for evaluation of Independent Directors and the Board of Directors;

d) To evaluate and recommend terms of appointment of the Independent Director, on the basis of their report of performance evaluation of the Independent Director;

e) Devising a Policy on Board Diversity;

f) Recommend to the Board, all remuneration, in whatever form, payable to senior management; and

g) Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration committee and/or as mentioned in Schedule II Part D of the Listing Regulations.

Remuneration Policy

The Company has adopted a comprehensive remuneration policy in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives and the performance of the individuals measured through the annual appraisal process.

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs.

The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Director. Annual increments are recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and Members and are effective April 1 of each year.

The Board of Directors, inter-alia, on the recommendation of the Nomination and Remuneration Committee, decides the commission payable to the Independent Directors out of the profits for respective financial year and within the ceilings prescribed under the Companies Act, 2013, based on the evaluation process and considering the criteria, such as, the performance of the Company.

Criteria of Selection of Independent Directors

The Nomination and Remuneration Committee considers, inter-alia, the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director(s):

(a) Qualification, expertise and experience in their respective fields such as Information Technology Business, Scientific Research & Development, International Markets, Leadership, Financial Analysis, Risk Management and Strategic Planning, etc.

(b) Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards etc.

(c) Diversity of thought, experience, knowledge, perspective and gender in the Board.

(d) Understanding of automotive business of the Company and growth.

(e) Such other criteria as prescribed in the Corporate Governance Guidelines of the Company or prescribed by the Board from time to time.

In case of appointment of Independent Directors, the Nomination and Remuneration Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively.

The Nomination and Remuneration Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013.

In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

Criteria of Making Payments to Directors, Senior Management and Key Managerial Personnel

The Company pays remuneration by way of salary, benefits, perquisites and allowance to its Whole-time Director. Annual increment is decided by the Board within salary scale approved by the members and is effective from April 1, each year.

During the financial year 2022-23, the Company paid sitting fees to its Independent Directors only for attending various meetings of the Board and Committees of the Board. The amount of sitting fee is:

- Rs. 50,000 per meeting for a Board Meeting and Audit Committee Meeting; and
- Rs. 30,000 for any other Committee Meeting.

The members had, at the Annual General Meeting of the Company held on August 31, 2016, approved payment of commission to the Non-executive Directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Companies Act, 2013. The said commission is decided each year by the Board of Directors and distributed only amongst the Independent Directors for their contribution at the Board and/or its Committees.

The details of remuneration for financial year ended March 31, 2023 for the Directors are as follows:

(a) Independent Directors (Non-executive):

Name of Directors	Commission* (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. Gautam Mukherjee	50,00,000	11,50,000	61,50,000
Mr. Naveen Ganzu	50,00,000	10,60,000	60,60,000
Ms. Rekha Sethi	50,00,000	11,80,000	61,80,000
Mr. Veli Matti Ruotsala	50,00,000	10,90,000	60,90,000
Mr. Robert Joseph Remenar	50,00,000	6,00,000	56,00,000

** Approved by the Board of Directors in its meeting held on May 26, 2023.*

(b) Whole-time Director:

Name of Director	Salary	Amount (Rs.)
Mr. Pankaj Mital	Basic salary	2,69,21,568
	Bonus	26,66,357
	Benefits perquisites and allowances	91,80,446
	Total	**3,87,68,371**

The period of service of Mr. Pankaj Mital as Whole- time Director as approved by the shareholders in their 34th Annual General Meeting held on September 17, 2021 is from October 1, 2021 to September 30, 2026. The period of service can be terminated by either party upon giving three (3) month notice. Further, there is no severance fee payable or stock options issued to Mr. Pankaj Mital.

The Company does not have any stock option or equity link benefits for directors and/or employees.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company has been constituted in line with the provisions of Regulation 20 of Listing Regulations read with Section 178(5) the Companies Act, 2013. The Committee looks into shareholders' and investors' grievances. During the financial year, one (1) meeting of the Committee was held, i.e., on March 30, 2023.

The composition of the Committee and attendance of each member at the Stakeholders Relationship Committee meeting held during the FY 2022-23 is as below:

Name	Designation	Category	Committee Meetings Attended
Mr. Gautam Mukherjee	Chairman	Non-Executive Independent Director	1
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director	1
Mr. Norikatsu Ishida**	Member	Non-Executive Non Independent Director	Not applicable
Mr. Pankaj Mital	Member	Executive Director (Designated as Whole time director & COO)	1

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

The previous Annual General Meeting (AGM) of the Company was held on August 29, 2022 and the same was attended by Mr. Gautam Mukherjee, Chairman of the Stakeholders Relationship Committee.

Mr. Alok Goel, Company Secretary is the Compliance Officer for the financial year 2022-23.

Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013. During the financial year 2022-23, one (1) meeting of the Committee was held on May 23, 2022.

The composition of the Committee and attendance of each member at the CSR Committee meetings held during the FY 2022-23 is as below:

Name	Designation	Category	Committee Meetings Attended
Mr. Vivek Chaand Sehgal	Chairman	Non-Executive Non Independent Director	1
Ms. Rekha Sethi	Member	Non-Executive Independent Director	1
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non Independent Director	1

Terms of reference of the Committee:

a) To formulate and recommend to the Board, a CSR Policy and activities to be undertaken by the Company in areas or subject, specified in Schedule VII to the Companies Act, 2013;

b) To recommend amount of expenditure on CSR activities; and

c) To monitor CSR Policy of the Company.

Risk Management Committee:

The Risk Management Committee of the Company is constituted in line with provisions of Regulation 21 of Listing Regulations. The Board of the Company has formed a Risk Management Committee to assist the Board with regard to the identification, evaluation and mitigation of strategic, operational, external environment and cyber security risks and in fulfilling its corporate governance oversight responsibilities and to frame, implement and monitor the risk management plan for the Company. The Committee is also responsible for reviewing risk management plan and ensuring its effectiveness. Major risks identified by business and functions are systematically addressed through mitigating actions on a continuing basis.

During the financial year 2022-23, two (2) meetings of the Committee were held on (1) 24.09.2022 and (2) 10.03.2023. The maximum time gap between two consecutive meetings did not exceed 180 (one hundred and eighty) days. Also, the necessary quorum was present for all the meetings.

The composition of the Committee and attendance of each member at the Risk Management Committee meeting held during the FY 2022-23 is as below:

Name	Designation	Category	Committee Meetings Attended
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non Independent Director	1
Ms. Rekha Sethi	Member	Non-Executive Independent Director	2
Mr. Naveen Ganzu	Member	Non-Executive Independent Director	2
Mr. Pankaj Mital	Member	Executive Director (Designated as Whole time director & COO)	2
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director	2
Mr. Norikatsu Ishida**	Member	Non-Executive Non Independent Director	Not applicable
Mr. Kunal Malani	Member	Chief Financial Officer	2

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

Other Committees constituted by the Board

(i) Committee of Directors (Administrative Matters)

The Board of Directors has constituted a Committee of Directors for Administrative Matters to facilitate decision making required to perform various day-to-day operations of the Company. The said Committee was constituted on September 10, 2012.

The Committee met one (1) time on March 17, 2023 during the financial year 2022-23 and requisite quorum was present at such Committee meeting. In addition, the Committee had approved urgent matter through circulation pursuant to the provisions of the Companies Act, 2013.

The following are members of the Committee:

Name	Designation	Category	Committee Meeting(s) Attended
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non Independent Director	1
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director	1
Mr. Norikatsu Ishida**	Member	Non-Executive Non Independent Director	Not applicable
Mr. Pankaj Mital	Member	Executive Director (Designated as Whole time director & COO)	1

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

The terms of reference of the Committee, *inter-alia*, includes the following:

a) To open bank accounts special or otherwise for the purposes of business of the Company including for the purposes of payment of interest, dividend on shares etc. and for the said purpose authorize Directors and/or Officials to operate said accounts and for time to time vary such authorization and also to close such accounts as it may deem fit.

b) To authorise Directors and/or Officials of the Company to represent the Company before Government Authorities and other Authorities for setting up the units / factory of the Company, transfer of unit and also to close such units as it may deem fit.

c) To appoint Occupier for the factory(ies) of the Company under the Factories Act, 1948 and also appoint the Factory manager, if any.

d) To authorize Directors and/or officials of the Company to represent the Company before the Government and/or Non-Government Bodies and authorize them to do all such acts, deeds and things as it may deem fit in connection with the matters pertaining to such bodies and/or otherwise issue and execute power of attorney(s) in favour of any Director and/or officials of the Company or any other person for any general or specific purpose relating to the business and affairs of the Company.

e) To authorize any Director and/or officials of the Company and/or any person to attend and represent the Company at any Extraordinary General Meeting and/or Annual General Meeting or any other meetings of shareholders, Debenture holders or Creditors of the Companies in which the Company is a shareholders or Debenture holder or Creditor including signing the Postal Ballot form and other documents as may be required.

f) To file proceedings against any person and to defend proceedings against the Company, its Directors and officials by any person before any court of law, tribunal or any other authority with power to apply, for compounding of offences / matters alleging violation of law by the Company or its officers to the Company Law Board, Income Tax Tribunal or court(s) or any other authority anywhere in India or abroad and to appoint Advocate(s), issue Power of Attorney and other documents.

g) To authorize any Director and/or official of the Company for any other Administrative items required for the smooth operation and not covered herein, in the best interest of the Company.

h) To review proposal for incorporation of wholly owned subsidiary, inter-alia, initial review and grant approval for name availability, appointment of nominee directors and initial shareholding.

i) To authorize such other power as are delegated to it from time to time by the Board of Directors.

(ii) Committee of Directors (Strategic Business Matters)

The Company has a Committee of Directors (Strategic Business Matters), which was constituted by the Board on January 31, 2014. The following are members of the Committee:

Name	Designation	Category
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non Independent Director
Mr. Gautam Mukherjee	Member	Non-Executive Independent Director
Ms. Rekha Sethi	Member	Non-Executive Independent Director
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director
Mr. Norikastu Ishida**	Member	Non-Executive Non Independent Director
Mr. Pankaj Mital	Member	Executive Director (Designated as Whole time director & COO)

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

The Committee's role includes detailed review of following matters and make recommendation to the Board:

a) Acquisition proposals, Divestment and Business re-organization proposals;

b) Business & Strategy Review;

c) Long-term financial projections and cash flow;

d) To approve capex incurred by the Company or subsidiaries up to the limits as may be specified by the Board from time to time; and

e) Any other items as may be delegated by the Board.

(iii) Committee of Directors (Business Reorganization)

The Board of Directors in its meeting held on January 30, 2020 constituted Committee of Directors (Business Reorganization). The said Committee, subject to the overall superintendence, control and direction of the Board, is authorized to oversee proposed reorganization proposal and to make recommendations to the Board with a definitive proposal and scheme of reorganization.

The Following are the members of the Committee:

Name	Designation	Category
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non Independent Director
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director
Mr. Norikatsu Ishida**	Member	Non-Executive Non Independent Director
Mr. Pankaj Mital	Member	Executive Director (Designated as Whole time director & COO)

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

The delegated assignment(s) / objectives of aforesaid Committee(s) stands duly completed after completion of Demerger / Merger under the Scheme. Accordingly, the aforesaid Committee was dissolved by the Board of Directors in its meeting held on August 8, 2022.

(iv) Special Committee of the Board

The Board of Directors in its meeting held on July 2, 2020 constituted a Special Committee of the Board (**"Committee"**). The said Committee, subject to the overall superintendence, control and direction of the Board, is authorised to oversee the process of implementation of the Scheme of Amalgamation and Arrangement amongst the Company, Samvardhana Motherson International Limited (erstwhile) and Motherson Sumi Wiring India Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013.

The Following are the members of the Committee:

Name	Designation	Category
Mr. Gautam Mukherjee	Member	Non-Executive Independent Director
Ms. Rekha Sethi	Member	Non-Executive Independent Director
Mr. Pankaj Mital	Member	Non-Executive Non Independent Director

The delegated assignment(s) / objectives of aforesaid Committee(s) stands duly completed after completion of Demerger / Merger under the Scheme. Accordingly, the aforesaid Committee was dissolved by the Board of Directors in its meeting held on August 8, 2022.

(vi) Global Sustainability Committee

SEBI vide its notification dated May 10, 2021 has decided to introduce new reporting requirements called the Business Responsibility and Sustainability Report (BRSR). BRSR seeks disclosures from listed entities on their performance against nine principles of the 'National Guidelines on Responsible Business Conduct' and reporting under each principle is divided into essential and leadership indicators. BRSR shall be applicable to the top 1000 listed entities (by market capitalization) from FY 2022 –23.

The United Nations Global Compact ("UNGC") provides a principle based framework for businesses, stating Ten Principles for human rights, labor, environment and anti-corruption. The United Nations (UN) has developed 17 Sustainable Development Goals (SDGs) for achieving transformational change across the globe.

In pursuance of the above, the Board of Directors in its meeting held on June 2, 2021 constituted Global Sustainability Committee. The board of Directors in its meeting has also approved for participation in UN Global Compact. The said Committee, subject to the overall superintendence, control and direction of the Board, is responsible to drive the sustainability goals as prescribed by SEBI and by UN for adoption on voluntary basis.

The Committee met three (3) times on (1) 02.07.2022 (2) 20.10.2022 and (3) 27.01.2023 during the financial year 2022-23 and requisite quorum was present at such Committee meeting. In addition, the Committee had approved urgent matter through circulation pursuant to the provisions of the Companies Act, 2013.

The following are the members of the Committee:

Name	Designation	Category	Committee Meeting(s) entitled to attend	Committee Meeting(s) Attended
Mr. L.V. Sehgal	Chairman	Non-Executive Non Independent Director	3	3
Mr. Gautam Mukherjee	Member	Non-Executive Independent Director	3	3
Mr. Veli Matti Ruotsala	Member	Non-Executive Independent Director	3	3
Ms. Rekha Sethi*	Member	Non-Executive Independent Director	2	2

** Appointed as member effective July 4, 2022.*

(vii) Finance Committee

The Company being a multi-geography entity with different business operations, the finance area for the Company is dynamic and at times require immediate attention and action, specifically considering various subsidiaries and joint ventures. Also, certain finance matters require urgent decision since they are linked to financial markets or evolving business landscape.

Therefore, to ensure speed of execution for such matters, the Board of Directors in its meeting held on January 27, 2023 constituted Finance Committee of the Board of Directors to delegate certain financial matters.

The following are members of the Committee:

Name	Designation	Category
Mr. L. V. Sehgal	Chairman	Non-Executive Non Independent Director
Mr. Gautam Mukherjee	Member	Non-Executive Independent Director
Mr. Veli Matti Ruotsala	Member	Non-Executive Independent Director
Mr. Pankaj Mital	Member	Non-Executive Non Independent Director

The terms of reference of the Finance Committee, inter-alia, includes the following:

(a) To borrow money and decide the instrument, counterparty, rate, tenor and accept terms & conditions of the borrowing required to be made in line with the annual financing plan as approved by the Board of Directors;

(b) To modify working capital limits of existing banks and add new banks for working capital limits such that the total limit does not exceed the specified amount as prescribed by the Board;

(c) To decide on the amount, tenor of Inter Corporate Loan/ Deposit (ICD) that the Company can grant to Indian subsidiaries / Joint Ventures (JVs);

(d) To give Guarantee / Letter of comfort for Indian subsidiary/JV entity in line with the Annual Budgets as approved by the Board of Directors;

(e) To give Letter of comfort / Guarantee to suppliers or customers for upto specified amount as prescribed by the Board;

(f) To approve, finalize and authorize execution of any deed, document or letter in connection with the above activities;

(g) To appoint counterparties (such as trustee, RTA, Rating agency, counsel and other intermediaries) required for borrowing transaction; and

(h) To add/ modify/ delete authorized dealer, authorized signatories or reporting officials for forex dealing and add any bank for forex dealing.

System for transfer of Shares

To expedite share transfer process in physical segment, authority has been delegated to the Share Transfer Committee.

The Committee met one (1) time on March 17, 2023 during the financial year 2022-23 and requisite quorum was present at such Committee meeting.

The following are the members of the Committee:

Name	Designation	Category	Committee Meeting(s) Attended
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non Independent Director	1
Mr. Shunichiro Nishimura*	Member	Non-Executive Non Independent Director	1
Mr. Norikatsu Ishida**	Member	Non-Executive Non Independent Director	Not applicable
Mr. Pankaj Mital	Member	Executive Director (Designated as Whole time director & COO)	1

** Ceased to be member effective July 18, 2023.*
*** Appointed as member effective July 18, 2023.*

Share transfer / transmissions approved by the Committee are placed at the quarterly Board Meeting. In respect to the System for transfer of Shares following is submitted:

a) All shares have been transferred within stipulated time, so long as the documents have been in order in all respects.

b) Subject to the requests received by the Company for transfer/transmission/ issue of duplicate share certificates etc., the Share Transfer Committee meets normally once a fortnight.

c) Total number of shares transferred in physical (including transmission) form during the financial year 2022-23 was Nil.

d) As on March 31, 2023, there was no request pending for equity shares transfer.

The 99.81% of the equity shares of the Company are in electronic form as on March 31, 2023. Transfers of demat shares are done through the depositories with no involvement of the Company/Company's Registrar and Share Transfer Agent (RTA).

Further, the Company obtains yearly certificate from a Company Secretary in Practice to the effect that all certificates have been issued within thirty (30) days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges.

As per Regulation 40 of Listing Regulations, as amended vide circular dated July 5, 2018, shares of the Company can be transferred only in dematerialised form with effect from, 1st April, 2019. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

Investor Relations:

Shareholder's grievances

For the financial year ended March 31, 2023, the Company had received 438 investors' complaints, such as, non- receipt of shares after transfer, non-receipt of dividend, bonus shares etc. All complaints received during financial year 2022-23 were disposed off within the said financial year to the satisfaction of the shareholders. The complaints are generally responded to within seven (7) days from date in which they are lodged with the Company / RTA.

Non-Convertible Debenture Holder's grievances

The Company has following listed Non-Convertible Debentures (NCDs) as on March 31, 2023:

S. No.	ISIN	Issuance Date	Maturity Date	Coupon Rate	Amount Issued	Listed at
1.	INE775A07016*	21.04.2020	20.04.2023	7.84% p.a.	INR 500,00,00,000 (Rupees Five Hundred Crore only)	BSE Limited
2.	INE775A08048	14.09.2020	14.09.2023	6.65% p.a.	INR 2130,00,00,000 (Rupees Two Thousand One Hundred and Thirty crore)	BSE Limited
3.	INE775A08055	25.11.2021	25.11.2024	5.69% p.a.	INR 250,00,00,000 (Rupees Two Hundred and Fifty crore only)	BSE Limited
4.	INE775A08063	25.11.2021	25.11.2026	6.09% p.a.	INR 515,00,00,000 (Rupees Five Hundred and Fifteen crore only)	BSE Limited
5.	INE775A08071	08.12.2021	08.12.2024	5.68% p.a.	INR 235,00,00,000 (Rupees Two Hundred and Thirty Five crore only)	BSE Limited
6.	INE775A08089	23.01.2023	23.01.2026	8.15% p.a.	INR 600,00,00,000 (Rupees Six Hundred crore only)	BSE Limited and National Stock Exchange of India Limited

**The NCD issued on 21.04.2020 vide ISIN No. INE775A07016 was redeemed on the maturity date i.e. 20.04.2023.*

During the year, the following Non-Convertible Debentures (NCDs) were redeemed:

S. No.	ISIN	Issuance Date	Maturity Date	Coupon Rate	Amount Issued	Listed at
1.	INE750H07139*	04.12.2019	04.12.2022	9.75% p.a.	INR 700,00,00,000 (Rupees Seven Hundred crore only)	BSE Limited

**Upon merger of erstwhile Samvardhana Motherson International Limited ("erstwhile SAMIL") with the Company effective from January 21, 2022, NCDs issued by erstwhile SAMIL on private placement basis in accordance with provisions specified under SEBI (Issue and Listing of Debt Securities) Regulations, 2008 been transferred to and vested in the Company.*

For the financial year ended March 31, 2023, the Company had not received any investors' complaints with respect to the aforesaid Non-Convertible debentures.

General Meetings:

Particulars of the past three Annual General Meetings (AGMs):

Annual General Meeting	Date	Time	Venue	Special Resolution passed
33rd	September 28, 2020	2:00 P.M.	The Meeting held through Video Conferencing/ Other Audio Visual Means pursuant to the general circulars issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Companies Act, 2013, Listing Regulations, the Meeting. The venue of the Meeting was deemed to be the Registered Office of the Company.	To re-appoint Mr. Naveen Ganzu as an Independent Director for a further period of 5 (five) years, i.e., up to October 13, 2025.
34th	September 17, 2021	3:00 P.M.	The Meeting held through Video Conferencing/ Other Audio Visual Means pursuant to the general circulars issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Companies Act, 2013, Listing Regulations, the Meeting. The venue of the Meeting was deemed to be the Registered Office of the Company.	Approval for making Investments, grant loans or provide guarantees, upto a limit of Rs. 1000 million, as mentioned in enabling resolution, by the Company under Section 186 of the Companies Act, 2013.
35th	August 29, 2022	03:15 P.M.	The Meeting held through Video Conferencing/ Other Audio Visual Means pursuant to the general circulars issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Companies Act, 2013, Listing Regulations, the Meeting. The venue of the Meeting was deemed to be the Registered Office of the Company.	Approval for making Investments, grant loans or provide guarantees, upto a limit of Rs. 1000 million, as mentioned in enabling resolution, by the Company under Section 186 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of Listing Regulations (as amended from time to time), and the MCA Circulars, the Company had provided facility of remote e-voting and e-voting to its Members in respect of the businesses transacted at all AGMs.

The Company had engaged the services of National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the Meeting was provided by NSDL.

The Resolutions at 35th AGM were passed by the requisite majority.

Special Resolution passed through Postal Ballot

During the financial year 2022-23, there was no item for which special resolution was sought / passed through postal ballot. Further, none of the business proposed to be transacted in the ensuing AGM require passing of a special resolution by way of Postal Ballot.

In terms of MCA Circulars, the Postal Ballot Notice was sent by email to all the members of the Company who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members took place only through the remote e-voting system. In compliance with Regulation 44 of Listing Regulations and Section 108 and other applicable provisions of the Companies Act 2013, read with the related rules, the Company provides electronic voting facility to all its members to enable them to cast their votes electronically.

The Company has engaged services of KFin Technologies Limited (formerly KFin Technologies Private Limited) for providing e-voting facility to all its members.

The Resolutions were passed by the requisite majority.

Further, there is no immediate proposal for passing any resolution through postal ballot.

Means of Communication

The quarterly, half-yearly and annual results of the Company were published in leading newspapers of India which include Economic Times and Nav Shakti, Mumbai. The results were also displayed on the Company's web site www.motherson.com. Press Release made by the Company from time to time were also displayed on the Company's website.

Detailed presentations were made to institutional investors and financial analysts on the Company's unaudited quarterly, half yearly as well as audited annual financial results. These presentations were also uploaded on the Company's website and duly intimated to the Stock Exchanges where equity shares of the Company are listed.

The Company regularly interacts with the shareholders through multiple channels of communication such as publication of results, Annual Report, press releases, Analysts Call after the Board Meeting. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

The Company's website www.motherson.com contains a separate dedicated section 'Investor Section' where Shareholders' information is available. The Company's Annual Report is also available in downloadable form.

BSE Corporate Compliance & Listing Centre (the Listing Centre): BSE's Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings under the Listing Regulations, including, shareholding patterns, corporate governance report, media release, statement of investor complaints, announcements, among others are filed electronically on the Listing Centre.

NSE Electronic Application Processing Systems (NEAPS): NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings under the Listing Regulations, including, shareholding patterns, corporate governance report, media release, statement of investor complaints, announcements, among others are filed electronically on NEAPS.

Management Discussion and Analysis

Management Discussion and Analysis is covered separately as a part of the Annual Report.

Dividend Distribution Policy

The Board of Directors has adopted Dividend Distribution Policy as per Regulation 43A of SEBI Listing Regulation. As, inter-alia, stated in the Dividend Distribution Policy, the Company has a consistent dividend policy for "distribution of upto 40% of consolidated profit as dividend and the Board may decide higher dividend in special and exceptional circumstances". Dividend Distribution Policy is appended as Annexure-1 to the Corporate Governance Report and have also been uploaded on the Company's website:- https://www.motherson.com/storage/corporate-governance/Dividend-Distribution-Policy.pdf

Whistle-blower Policy

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism as defined under Regulation 22 of Listing Regulations for Directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the website of the Company at www.motherson.com.

The Company has also appointed an independent external ombudsman, namely, "Thought Arbitrage Consultancy (TAC)". TAC consists of trained professional with expertise in this field. Any complaint or protected disclosure pertaining to an improper or unethical act as defined in the Whistle-blower Policy should be submitted to TAC. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the 'Whistle Blower Policy' uploaded at the website of the Company.

Subsidiary Companies

The Audit Committee reviews the consolidated financial statements of the Company. The minutes of the Board Meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

As on March 31, 2023, the Company has appointed following Independent Directors on the Board of overseas subsidiary:

Sl. No.	Name of Subsidiary	Independent Director appointed on the Board of respective Company
1.	Samvardhana Motherson Automotive Systems Group B.V.*	Mr. Robert Joseph Remenar
2.	Samvardhana Motherson Global Holdings Limited, Cyprus*	Mr. Gautam Mukherjee
3.	MSSL (GB) Limited#	Mr. Veli Matti Ruotsala
4.	SMP Deutschland GmbH#	Ms. Rekha Sethi
5.	MSSL Mideast (FZE)	Mr. Naveen Ganzu

**Material subsidiary in terms of Regulation 16(1)(c) and Regulation 24(1) of Listing Regulations.*

#Material subsidiary in terms of Regulation 16(1)(c) of Listing Regulations.

Further, as on March 31, 2023, MSSL Estonia WH OÜ was also a material subsidiary, in terms of Regulation 16(1)(c) of Listing Regulations.

The Company does not have any material unlisted Indian subsidiary company.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website of the Company at https://www.motherson.com/storage/corporate-governance/Policy-for-determining-Material-Subsidiary.pdf

CEO/CFO Certifications

The Whole-time Director and the Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of the Listing Regulations at the Board meeting held on May 26, 2023.

Other Disclosures

a) No transactions of material nature requiring shareholders' approval have been entered into by the Company with the Directors or Management and their relatives, etc. that may have a potential conflict with the interests of the Company.

b) All transactions entered into with related parties as defined under the Act and Regulation 23 of Listing Regulations during the financial year were in the ordinary course of business. These have been approved by the Audit Committee. The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.motherson.com. Transactions with the related parties are disclosed in Note No. 40 in the standalone financial statements.

c) The Company had deposited: (a) INR 10,800/- in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for shortfall of one business day notice for fixation of Record Date under Regulation 42 of Listing Regulations, as stock exchanges observed a holiday on August 9, 2022 towards "Muharram; and (b) INR 11,880/- in pursuance of SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 under Regulation 52(7) and Regulation 57(4) of Listing Regulations. Except as mentioned hereinabove, there were no other penalties or strictures imposed by SEBI or the Stock Exchange or any statutory authority, on any matter related to capital markets, during the last three (3) years.

d) The Company has also adopted Policy on Determination of Materiality for Disclosures Policy on Archival of Documents and Policy for Preservation of Documents, which have been uploaded on the Company's website: www.motherson.com.

e) Under the leadership of Mr. Vivek Chaand Sehgal, Chairman of the Company, Motherson has evolved as a leading full system solutions provider to the global automotive industry. The Group is ranked among the top 25 global automotive suppliers. Mr. Sehgal's visionary ability to sight opportunities for the benefit of the Group, be it in the form of joint ventures or acquisitions is legendary. Today the Group has multiple partners for its various product ranges and has 34 successful acquisitions to date. Mr. Vivek Chaand Sehgal spend extensive time and contribute significantly to provide guidance to overseas businesses, customer relations and investor relations for financing the global business from the Chairman's office setup by MSSL Mideast (FZE). Given international focus of businesses of the Company, including the wiring harness business, MSSL Mideast (FZE), has appointed Mr. Vivek Chaand Sehgal, Chairman (on part time basis) to provide guidance as aforesaid. While associated with MSSL Mideast (FZE), Mr. Vivek Chaand Sehgal also provide guidance to the operations of overseas subsidiaries / joint ventures of the Company and on new business opportunities outside India. For the financial year 2022-23, MSSL Mideast (FZE) has paid or accrued remuneration of Euro 2,137,500 to Mr. Vivek Chaand Sehgal Chairman of the Company. Further, Samvardhana Motherson Automotive Systems Group B.V. has paid sitting fees of Euro 100,000 to Mr. V.C. Sehgal during FY 2022-23.

f) Mr. Laksh Vaaman Sehgal, Director of the Company is closely involved in all the new ventures and is a key member of the core strategic team, which is responsible for the overall management of the Motherson Group. Under the leadership of Mr. Laksh Vaaman Sehgal, Motherson Group is diversifying and expanding its presence to new industry segments including aerospace, technology, logistics and health and medical. He is also leading the Group's drive towards development and production of enhanced solutions for the future requirement of the transport industry. As director on the board of the Motherson Group's two publicly listed entities in India, he is a key member of the executive team which is driving ESG and Sustainability practices at Motherson. Mr. Laksh Vaaman Sehgal also spearheads R&D initiative at Motherson Innovations Company Ltd., UK ("MI"). MI is primarily involved in innovative and technology solutions and work for developing and bringing new future technology for strategic advancement and growth for the entire group. For the financial year 2022-23, MI has remunerated Mr. Laksh Vaaman Sehgal of Euro 1,800,045 and post-employment benefits equivalent to Euro 225,173 along with insurance, company car and an accommodation for his stay in London, UK. The total remunerations and benefits from MI accounts for Euro 2,025,218.

g) Further, the Independent Directors of the Company were remunerated by the Material subsidiary companies for being director on the respective Boards of such companies for the FY 2022-23, as under:

S. No.	Name of Independent Director	Name of Material Subsidiary	Remuneration (per annum)
1.	Mr. Veli Matti Ruotsala	MSSL (GB) Limited#	Euro 60,000
2.	Mr. Robert Joseph Remenar	Samvardhana Motherson Automotive Systems Group B.V.*	Euro 18,000
3.	Ms. Rekha Sethi	SMP Deutschland GmbH#	Euro 10,000

** Material subsidiary in terms of Regulation 16(1)(c) and Regulation 24(1) of Listing Regulations.*
 # Material subsidiary in terms of Regulation 16(1)(c) of Listing Regulations.

h) Mr. Ashnil Chopra (relative of Promoter Director) in his current role is into Business Development & Investor Relations, Motherson Health & Medical Division of the Group. Mr. Chopra contributes to support business development activities across the Globe while being the focal point in America's for Motherson Health & Medical across four priority segments – Patient Aid Equipment, Diagnostic Devices, Healthcare Consumables and Healthcare Solutions and exploring inorganic & organic opportunities for growth in the four priority segments. He is involved in developing network and engage with OEMs/potential partners/collaborators to develop a funnel & build inorganic and organic business opportunities to provide design, product, technology & manufacturing solutions. He is an experienced Leader & Team member with over 20 years in Medical Devices working with and leading Product Development, Engineering & Customer Services Operations teams. He had been associated with GE Healthcare (GEHC) for 20 years, with 15 years focused on Product Development within the MRI Engineering Organization and 5 years served as the Global Service Operations Director for the X-Ray, Women's Health & Interventional Businesses focused on Global investments/programs/actions to drive growth, profitability and customer satisfaction for the X-Ray, Women's Health & Interventional Customer Service Business around the world and across the entire product lifecycle (~$700M Revenue (USD)). For the financial year 2022-23, SMR Automotive Mirror International USA Inc. has remunerated Mr. Ashnil Chopra of USD 346,230 along with other employment benefits at par with other employees.

i) All mandatory requirements have been duly complied, including but not limited to succession planning for appointment of directors and senior management.

General Shareholders Information

1. Annual General Meeting (AGM) to be held

Date	:	August 28, 2023
Day	:	Monday
Time	:	1500 hours (IST)
Venue	:	Via Video Conferencing/Other Audio Visual Means

As required under Regulation 36(3) of Listing Regulations, particulars of Directors seeking appointment/re-appointment at the ensuing AGM are given in the Annexure to the Notice of AGM.

2. Financial Calendar (tentative and subject to change)

- Financial reporting for first quarter ending June 30, 2023: on or before August 14, 2023;
- Financial reporting for second quarter ending September 30, 2023: on or before November 14, 2023;
- Financial reporting for third quarter ending December 31, 2023: on or before February 14, 2024; and
- Financial results for financial year ending March 31, 2024: May 30, 2024.

The above dates are tentative and will be subject to change.

3. Book Closure date: From August 14, 2023 to August 21, 2023 (both days inclusive).

4. Dividend payment date: Dividend for the financial year 2022-23, if declared, will be remitted / paid in accordance with the law.

5. Listing on stock exchanges

Presently, the Equity shares of the Company are listed on following Stock Exchanges:

BSE Limited 1st Floor, New Trading Ring Rotunda Building P.J. Towers, Dalal Street Fort, MUMBAI – 400001, India Scrip Code : 517334	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E), MUMBAI – 400051, India Scrip Code : MOTHERSON

The Non-Convertible Debentures (NCDs) issued and allotted by your Company, are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The details of such NCDs are mentioned under the heading Non-Convertible Debenture Holder's grievances in this Report on Corporate Governance.

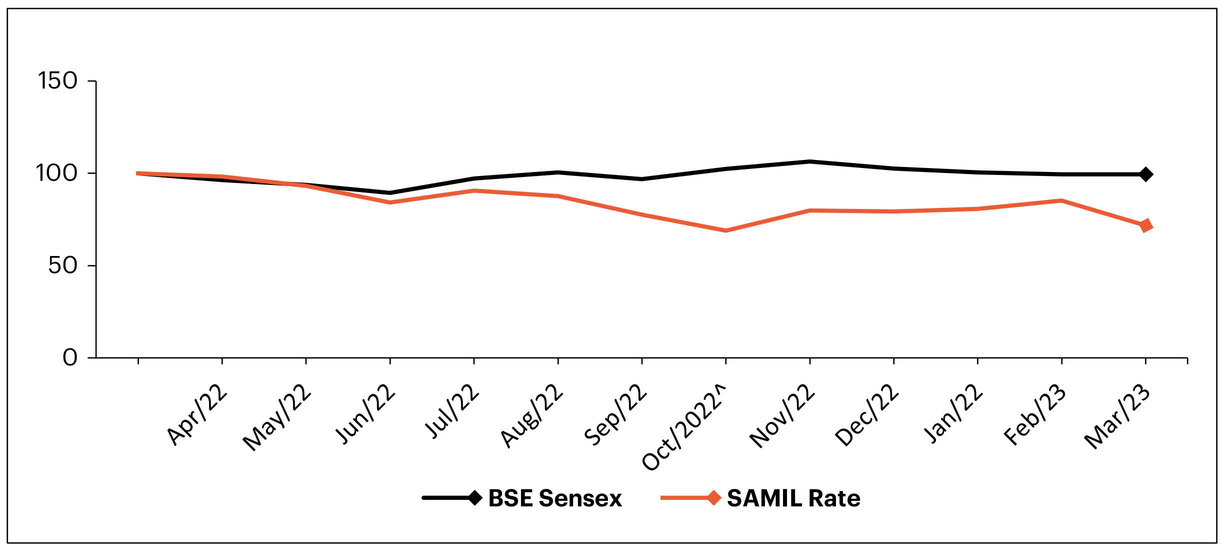
Payment of listing fees: Listing fees for financial year 2023-24 has been paid to BSE Limited and National Stock Exchange of India Limited.

6. Market price data:

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April, 2022	146.20	131.95	146.30	131.90
May, 2022	137.00	112.55	136.60	112.50
June, 2022	132.40	112.00	131.90	112.00
July, 2022	137.45	113.70	137.50	113.65
August, 2022	135.05	120.00	135.10	120.30
September, 2022	130.00	102.75	129.80	102.75
October, 2022*	78.35	61.85	78.35	61.80
November, 2022*	75.00	64.00	75.10	64.10
December, 2022*	76.30	66.10	76.30	66.10
January, 2023*	79.45	70.25	79.45	70.30
February, 2023*	84.20	72.60	84.25	72.60
March, 2023*	83.86	61.84	83.90	61.80

**The Board of Directors of the Company had fixed October 5, 2022 as the Record Date for the purpose of ascertaining the eligibility of shareholders entitled for issuance of bonus shares by the Company. The share price of the Company was made ex-bonus effective from October 3, 2022. Accordingly, the share price is ex-bonus with effect from October 3, 2022.*

7. Performance in comparison to broad based indices:



^SAMIL Rate is adjusted for 1:2 bonus. The share has been trading ex-bonus on the Exchanges effective from October 3, 2022.

8. Shareholding Pattern of the Company as on 31.03.2023 was as under:

Category	No. of shares held	% of shareholding
Promoters and Promoters Group	4,388,847,539	64.77
Mutual Funds	775,022,503	11.44
Alternate Investment Funds	5,925,467	0.09
Financial Institutions/Banks	33,509	0.00
Insurance Companies	210,909,438	3.11
Provident Funds/ pension Funds	6,638,703	0.10
Sovereign Wealth Funds	4,166,399	0.07
Foreign Portfolio Investors Category I	71,3052,294	10.52
Foreign Portfolio Investors Category II	23,831,544	0.35
Directors and their relatives (excluding independent directors and nominee directors)	799,228	0.01
Key Managerial Personnel	426,982	0.01
Bodies Corporate	34,205,216	0.51
Foreign Companies	5,747,192	0.08
Individuals	545,183,084	8.04
NBFCs registered with RBI	3,887	0.00
Non Resident Indians	27,388,724	0.40
Foreign Nationals	596,942	0.01
Trusts	21,190,632	0.31
IEPF	1,256,360	0.02
Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	67,646	0.00
Others (FIIs, Banks, Clearing Members*, HUF)	11,128,077	0.16
Total	**6,776,421,366**	**100.00**

**These shares are lying in pool account of NSDL/CDSL since buyers' identity is not established.*

9. Registrar and Transfer Agents

The Registrar and Transfer Agent (RTA) of the Company is KFin Technologies Limited (formerly KFin Technologies Private Limited). The investors can send their queries to:

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

Toll free number - 1- 800-309-4001.

Email ID: einward.ris@kfintech.com

10. Distribution of shareholding as on March 31, 2023 was as under:

S. No.	Category (Amount)	No.of Holders	% To Holders	Amount (Rs.)	% To Equity
1	1 - 5000	1015094	98.84	264570560.00	3.90
2	5001 - 10000	6070	0.59	42203640.00	0.62
3	10001 - 20000	2626	0.26	36729177.00	0.54
4	20001 - 30000	838	0.08	20639452.00	0.30
5	30001 - 40000	496	0.05	17488467.00	0.26
6	40001 - 50000	276	0.03	12301818.00	0.18
7	50001 - 100000	826	0.08	54451324.00	0.80
8	100001 and above	797	0.08	6328036928.00	93.38
	TOTAL:	**1027023**	**100.00**	**6776421366.00**	**100.00**

11. Dematerialization of shares and liquidity:

The Company's shares are compulsorily tradable in dematerialized form on NSE and BSE, which provide sufficient liquidity to the investors. The Company has established connectivity with both the depositories i.e. NSDL and CDSL. Equity shares of the Company representing 99.81% of the Company's equity share capital are dematerialized as on March 31, 2023. Details are given below:

Mode of holding	Percentage (%)
NSDL	96.04
CDSL	3.77
Physical	0.19
Total	**100.00**

Demat ISIN Number in NSDL and CDSL for equity shares: ISIN- INE775A01035.

12. Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has no outstanding GDRs / ADRs / Warrants or any convertible instruments as on March 31, 2023.

13. Commodity price risk or foreign exchange risk and hedging activities:

Please refer to Management Discussion and Analysis Report for the same.

14. During the financial year ended March 31, 2023 the Board of Directors of the Company has accepted all the recommendations of various committee constituted by the Board.

15. Fees paid to the Statutory Auditors:

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm / network entity, of which the statutory auditors in past, is as under:

Audit fee	Amount in Million INR	
	FY2023	FY2022
Services as Statutory Auditors (including quarterly audit)	394	405
Tax Audit	19	23
Services for tax matter (if any)	11	34
Certification and other matters	70	76
Re-imbursement of out-of-pocket expenses	6	0
Total	**500**	**538**

16. Credit ratings:

List of all credit ratings obtained by the Company along with the revisions thereto during the financial year 2022-23, for all debt instruments is provided in Board's Report.

17. The disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned in the Directors' Report.

18. Details of funds raised through Private Placement by the Company have been included in the Boards' Report.

19. Suspense Account / Unclaimed suspense account:

In accordance with Schedule V to Listing Regulations, the details of the shares in demat suspense account / unclaimed suspense account of the Company are as below:

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: 133 shareholders and 799129 number of equity shares

(b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil

(c) Number of shareholders to whom shares were transferred from suspense account during the year: Nil

(d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 133 shareholders and 1198660 number of equity shares (upon bonus allotment)

(e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

20. Certificate of Non-Disqualification of Directors

In accordance with Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations a certificate from a company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Stock Exchange Board of India/Ministry of Corporate Affairs or any such Statutory Authority, is annexed as Annexure- 2.

21. Plant Locations (in India):

1. Ananthpur (Andhra Pradesh)
2. Aurangabad (Maharshtra)
3. Bawal (Haryana)
4. Becharaji (Gujarat)
5. Faridabad (Haryana)
6. Farukhnagar (Haryana)
7. Greater Noida (UP)
8. Gurugram (Haryana)
9. Haldwani (Uttrakhand)
10. Kadi (Gujarat)
11. Kancheepuram (Tamilnadu)
12. Kandla (Gujarat)
13. Lucknow (UP)
14. Manesar (Haryana)
15. Nashik (Maharashtra)
16. Noida (UP)
17. Pathredi (Rajasthan)
18. Pithampur (MP)
19. Puducherry
20. Pune (Maharshtra)
21. Sanand (Gujarat)
22. Surendra Nagar (Gujarat)
23. Tapukara (Rajasthan)

22. Disclosure by the Company and its Subsidiaries of 'Loans and Advances' in the nature of Loans to Firms / Companies in which Directors are Interested by name and Amount'

Name of Director/ KMP	Name of Entity in which Director/ KMP is interested	Details of Loan and Advances			
		Nature of Loan and Advance	Amount (in INR million)		
			Opening Balance as on April 1, 2022	Loan given during the year	Closing Balance as on March 31, 2023
Mr. V.C. Sehgal and Mr. L.V. Sehgal	Motherson Technology Services Limited (formerly MothersonSumi Infotech and Designs Limited)	Inter Corporate Loan	315	490	Nil

23. Details of Material Subsidiaries of the Listed Entity, including the date and place of Incorporation and the Name and Date of Appointment of Statutory Auditors of such subsidiaries

Name of Subsidiary	Date and Place of Incorporation	Name of Statutory Auditor	Date of Appointment
Samvardhana Motherson Automotive Systems Group B.V.	Date of Incorporation: October 7, 2011 Place of Incorporation: Amsterdam	Ernst & Young Accountants LLP	September 8, 2017
Samvardhana Motherson Global Holdings Limited, Cyprus	Date of Incorporation: November 21, 2008 Place of Incorporation: Nicosia, Cyprus	Ernst & Young Cyprus Limited	November 20, 2017
MSSL (GB) Limited	Date of Incorporation: March 16, 2004 Place of Incorporation: Gateshead, UK	Ernst & Young LLP	May 31, 2018
SMP Deutschland GmbH	Date of Incorporation: June 30, 2004 Place of Incorporation: Bötzingen, Germany	Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Freiburg, Germany	September 27, 2022
MSSL Estonia WH OÜ	Date of Incorporation: January 30, 2017 Place of Incorporation: Tallinn, Estonia	Ernst & Young Baltic AS	October 20, 2019

24. Address for correspondence:

The Shareholders may address their communication / grievances / queries /suggestions to:

KFin Technologies Limited
(Unit–Samvardhana Motherson International Limited)
Selenium Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad – 500032, India
Toll free number - 1- 800-309-4001;
Email ID: einward.ris@kfintech.com

Company Secretary
Samvardhana Motherson International Limited
(formerly Motherson Sumi Systems Limited)
Plot No. -1, Sector – 127
Noida – 201301 (U.P.)
Phone No. : 0120 -6679500
E-mail: investorrelations@motherson.com
Website : www.motherson.com

25. The Company is in compliance with the requirements stipulated Regulations 17 to 27 and Regulation 46(2) read with Schedule V of the Listing Regulations, as applicable, with regard to Corporate Governance.

26. There has been no non-compliance of any requirement of Corporate Governance Report of sub paras (2) to (10) of clause C of Schedule V of the Listing Regulations, as applicable.

27. Compliance Certificate

The Compliance Certificate for the Corporate Governance from the Statutory Auditors of the Company is annexed herewith.

The above Report has been placed before the Board at its meeting held on July 18, 2023 and the same was approved.

Declaration regarding compliance with the Company's Code of Conduct

This is to confirm that the Company has adopted Code of Conduct(s) for the Board of Directors and Senior Management and the same is available on the Company's website.

I confirm that the Company has in respect of the financial year March 31, 2023 received from the Board of Directors and Senior Management a declaration of compliance with the Code of Conduct pursuant to Regulation 26(3) of the Listing Regulations.

For Samvardhana Motherson International Limited
(formerly Motherson Sumi Systems Limited)

Place : Noida
Date : July 18, 2023

Pankaj Mital
Whole-time Director & Chief Operating Officer

Annexure-1

DIVIDEND DISTRIBUTION POLICY

1. Scope and Purpose

1.1 Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) ("the Company") equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

1.2 This Dividend Distribution Policy1 ("the Policy") defines conditions to be considered by the Board for recommending / paying a dividend to the shareholders of the Company. The Board of Directors will recommend any interim / annual dividend based on this Policy, applicable laws, as well as any specific financial or market conditions prevailing at the time.

1.3 Subject to the factors mentioned in para 1.2 above, the Company has a consistent dividend policy for "distribution of upto 40% of consolidated profit as dividend and the Board may decide higher dividend in special and exceptional circumstances".

1.4 The Policy set out the broad criteria to be considered for determining the proposed dividend to appropriately reward shareholders through dividends while supporting the future growth of the Company.

2. Dividend Policy

2.1 Dividend Distribution Philosophy

2.1.1 The Company believes in long term value creation for its shareholders while maintaining the desired liquidity and leverage ratios and protecting the interest of all the stakeholders. Accordingly, the focus will continue to be on sustainable returns in terms of dividend, in consonance with the dynamics of business environment.

2.2 The circumstances under which shareholders may not expect dividend

2.2.1 The Company shall comply with relevant statutory requirements that are applicable to the Company in declaring dividend or retained earnings. Generally, the Board shall determine dividend for a particular period after taking into consideration financial performance of the Company, advice of executive management and other parameters described in the Policy.

2.3 The financial parameters that shall be considered while declaring dividend

2.3.1 As in the past, subject to provisions of applicable law, the Company's dividend pay-out will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return.

2.3.2 Based on above and, subject to factors mentioned in para 2.4 below, the Company will endeavour to maintain steady level of dividend.

2.4 The internal / external factors that shall be considered for declaration of dividend

2.4.1 When recommending / determining the dividend, the company will consider, amongst other matters:

- actual results for the year and the outlook for business operations
- providing for anticipated capital expenditures or acquisitions to further enhance shareholder value or meet strategic objectives
- setting aside cash to meet debt repayments
- changes in cost and availability of external financing
- level of dividends paid historically
- retaining earnings to provide for contingencies or unforeseeable events
- the overall economic environment including taxation
- changes in government policy, industry rulings and regulatory provisions

2.5 Policy on utilization of retained earning

2.5.1 The utilization of retained earnings will include:

- Inorganic / organic growth
- Diversification opportunities / capital expenditure
- Fund based requirement of company, its subsidiaries, joint ventures and/or other investee companies
- General corporate purposes including contingencies
- Investments in the new/existing business
- Any other permitted use under the Companies Act, 2013 and applicable laws

2.6 Provisions with regard to various classes of shares

2.6.1 The provisions contained in this policy shall apply to all classes of shares of the Company. It may be noted that currently the Company has only one class of shares, namely, equity shares.

3. Review and Disclosure

3.1 This policy will be reviewed and amended, as and when, required by the Board and/or under applicable laws. Any revisions in the Policy will be communicated to shareholders in a timely manner. The Policy shall be disclosed in the Annual report and on the website of the Company, i.e., 'www.motherson.com'.

4. Limitation

4.1 In the event of any conflict between the Act or the SEBI Regulations or other statutory enactments ("the Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment / modification in the Regulations, in this regard, shall automatically apply to this policy.

5. Disclaimer

5.1 The Policy does not constitute a commitment regarding future dividends of the Company, but only represents a general guidance regarding payment of dividend.

5.2 The statement of the policy does not in any way restrict right of the board to use its discretion in the recommendation of the dividend to be distributed considering various factors mentioned in the policy. Further, subject to the provisions of applicable laws, the board reserves the right to depart from the policy as and when circumstances so warrant.

Annexure- 2

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED
(FORMERLY MOTHERSON SUMI SYSTEMS LIMITED)
Unit -705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East, Mumbai – 400051

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Samvardhana Motherson International Limited (Formerly Motherson Sumi Systems Limited) having CIN L34300MH1986PLC284510 and having its registered office at Unit -705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:-

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Vivek Chaand Sehgal	00291126	19/12/1986
2.	Mr. Gautam Mukherjee	02590120	10/09/2012
3.	Mr. Naveen Ganzu	00094595	14/10/2015
4.	Ms. Rekha Sethi	06809515	10/08/2021
5.	Mr. Veli Matti Ruotsala	09462008	28/01/2022
6.	Mr. Robert Joseph Remenar	09469379	28/01/2022
7.	Mr. Norikatsu Ishida	09443998	04/01/2022
8.	Mr. Laksh Vaaman Sehgal	00048584	30/04/2009
9.	Mr. Shunichiro Nishimura	08138608	23/05/2018
10.	Mr. Pankaj Mital	00194931	02/09/2011

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SGS ASSOCIATES LLP
Company Secretaries
FRN L2021DE011600

CS D.P. GUPTA
FCS: 2411
M.NO: 1509
ICSI PR: 1194/2021
ICSI UDIN: F002411E000383660

Place: New Delhi
Date: 26th May, 2023

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited)

Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex,
Bandra East Mumbai- 400051

1. The Corporate Governance Report prepared by Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2023 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

   i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;

   ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;

   iii. Obtained and read the Register of Directors as on March 31, 2023 and verified that atleast one independent woman director was on the Board of Directors throughout the year;

   iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 01, 2022 to March 31, 2023:

      (a) Board of Directors;

      (b) Audit Committee;

      (c) Annual General Meeting (AGM) / Extra Ordinary General Meeting (EGM);

      (d) Nomination and Remuneration Committee;

      (e) Stakeholders Relationship Committee;

      (f) Risk Management Committee;

      (g) Corporate Social Responsibility Committee;

(h) Share Transfer Committee;

(i) Committee of Directors (Administrative Matters);

(j) Committee of Directors (Strategic Business Matters);

(k) Committee of Directors (Business Reorganization)

v. Obtained and read necessary declarations given by the directors to the Company.

vi. Obtained and read the policy adopted by the Company for related party transactions.

vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.

viii. Performed inquiries with the management and also obtained specific representations from management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2023, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pankaj Chadha
Partner
Membership Number: 091813
UDIN: 23091813BGQOYR1989

Place of Signature: Gurugram
Date: July 18, 2023

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) (the "Company"), which comprise the Balance Sheet as at March 31 2023, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment of Investments in Group Companies (i.e. subsidiaries, joint ventures and associates *(as described in Note 6 of the standalone financial statements)*	
The Company has made investments in various subsidiaries, joint ventures and associates; whose carrying amount as at March 31, 2023 is ₹ 310,298 million. The impairment assessment of these investment is complex and highly judgmental due to the significant estimation required to determine the Value-In-Use (VIU). In particular, the determination of the VIU is sensitive to significant assumptions, such as changes in the discount rate, revenues, operating margin and terminal value, which are affected by expectations about future market or economic conditions and other challenges. Accordingly, the matter has been identified as key audit matter.	The procedures performed by us include the following: a. Obtaining an understanding of the process followed and the analysis performed by management for the purpose of the impairment assessment; b. Evaluating, through an analysis of internal and external factors, whether there were any indicators of impairment in accordance with Ind AS 36; c. Reading the financial position and operating/ financial results of the respective entity's from the financial information made available to us by the management; d. Testing the mathematical accuracy of the management's assessment ; e. Evaluating the significant assumptions used in the management's assessment like the operating margins, discount rates, revenue growth rates, terminal value computations with the support of valuation specialists, wherever required by performing independent calculations and sensitivity analysis.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 43 to the standalone financial statements;

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 37 to the standalone financial statements;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

      iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 52 (v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 52 (vi) to the standalone financial statements, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      v. c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

      vi. The final dividend paid by the Company during the year, that was declared in respect of the previous year, is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

      As stated in note 39 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

      vii. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner
Membership Number: 091813
UDIN: 23091813BGQOXU2354
Place of Signature: Gurugram
Date: May 26, 2023

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) (the "Company")

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i) (a) (B) The Company has maintained proper records showing full particulars of intangibles assets.

(i) (b) All Property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verifying them once in three years which , in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(i) (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure of such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2023 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations.

(ii) (b) As disclosed in note 17 (b) to the standalone financial statements, the Company had sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions were in agreement with the books of accounts of the Company.

(iii) (a) During the year, the Company has provided loans to companies, other parties as follows:

	Guarantees (₹ million)	Loans (₹ million)
Aggregate amount of loan granted/ provided during the year		
- Subsidiaries	3	603
- Joint Venture	-	40
- Others	-	55
Balance outstanding as at balance sheet date in respect of		
- Subsidiaries	15,003	24,329
- Joint Venture	-	40
- Others	-	82

(iii) (b) During the year, the terms and conditions of the grant of all loans to companies, parties are not prejudicial to the Company's interest.

(iii) (c) The Company has granted loans during the year to companies, other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(iii) (d) There are no amounts of loans granted to companies and other parties which are overdue for more than ninety days.

(iii) (e) There were no loans or advance in the nature of loan granted to companies, or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(iii) (f) As disclosed in note 7 to the standalone financial statements, the Company has granted loans repayable on demand to companies. Of these following are the details of the aggregate amount of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013.

	All Parties	Promoters	Related Parties
Aggregate amount of loans			
- Repayable on demand (₹ million)	1,365	-	1,365
Percentage of loans	5.61%	-	5.61%

(iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of its products and related services, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and service tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(vii) (b) The dues of income-tax, service tax, excise duty have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ million)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	13	A.Y. 2002-03	Supreme Court
Income Tax Act, 1961	Income Tax	6	A.Y. 2008-09	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	5	A.Y. 2016-2017	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961**	Income Tax	0	A.Y. 2017-2018	Income tax appellate Tribunal
Income Tax Act, 1961	Income Tax	39	A.Y. 2018-2019	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961**	Income Tax	0	A.Y. 2020-2021	Commissioner of Income Tax (Appeals)
Finance Act, 1994	Service Tax	7	A.Y. 2009-19 to 2014-17	Commissioner (Appeals)

Name of the statute	Nature of dues	Amount (₹ million)*	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	1	A.Y. 2002-03 to 2003-04 & 2010-11	Commissioner
Finance Act, 1994	Service Tax	1	A.Y. 2002-2004, 2009-10 to 2014-15	CESTAT
Finance Act, 1994	Service Tax	1	A.Y. 2007-08, 2009-10, 2010-11 & 2015- 16	CESTAT
Central Excise Act, 1944	Excise	3	A.Y. 2014-15 to 2018-19	CESTAT

* The amounts are net of deposits made by the Company under protest.

** Amount is below the rounding off norm adopted by the Company

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix) (c) Term loans were applied for the purpose for which the loans were obtained.

(ix) (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(ix) (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has utilized the monies raised during the year by way of debt instruments in the nature of non-convertible debentures for the purposes for which they were raised.

(x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(xi) (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) (a) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (a) of the order is not applicable to the Company.

(xii) (b) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (b) of the order is not applicable to the Company.

(xii) (c) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (c) of the order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) The company has an internal audit system commensurate with the size and nature of its business.

(xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its director and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.

(xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3 (xvi)(b) of the Order is not applicable to the Company.

(xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(xvi) (d) The Group has a Core Investment Company (CIC) as part of the Group, which is exempted from registration requirement.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 35 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The Company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII to the Companies Act, 2013 (the Act), till the date of the report. However, the period for such transfer i.e. six months of the expiry of the financial year as permitted under second proviso to sub-section (5) of section 135 of the Act, has not elapsed till the date of our report. This matter has been disclosed in note 30 (b) to the standalone financial statements.

(xx) (b) In respect of ongoing projects, the Company has transferred unspent amount to a special account, within a period thirty days from end of the financial year in compliance with provisions of sub section (6) of section 135 of the Companies Act. This matter has been disclosed in note 30 (b) to the standalone financial statements.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner
Membership Number: 091813
UDIN: 23091813BGQOXU2354
Place of Signature: Gurugram
Date: May 26, 2023

Annexure 2 To The Independent Auditor's Report Of Even Date On The Standalone Financial Statements of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner
Membership Number: 091813
UDIN: 23091813BGQOXU2354
Place of Signature: Gurugram
Date: May 26, 2023

(All amounts in ₹ Million, unless otherwise stated)

BALANCE SHEET

Particulars	Notes	As At March 31, 2023	As At March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	13,120	11,123
Right-of-use assets	3(b)	2,552	1,793
Capital work in progress	3(a)	658	538
Investment properties	4	4,536	4,748
Intangible assets	5	25	14
Investment in subsidiaries, joint ventures and associate	6(a)	310,298	303,854
Financial assets			
i. Investments	6(a)	3	3
ii. Loans	7	195	21,176
iii. Other financial assets	9 (a)	731	1,429
Deferred tax assets (net)	11	280	114
Other non-current assets	10	357	430
Non-current tax assets (net)	23	292	485
Total non-current assets		**333,047**	**345,707**
Current assets			
Inventories	12	9,178	6,877
Financial assets			
i. Investments	6(b)	15	12
ii. Trade receivables	8	14,647	11,215
iii. Cash and cash equivalents	13	2,122	6,246
iv. Bank balances other than (iii) above	14	67	71
v. Loans	7	24,256	3,611
vi. Other financial assets	9 (b)	2,153	1,923
Other current assets	10	1,906	1,885
Total current assets		**54,344**	**31,840**
Total assets		**387,391**	**377,547**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	6,776	4,518
Other equity			
Reserves and surplus	16(a)	3,07,237	3,04,714
Other reserves	16(b)	393	78
Total equity		**314,406**	**309,310**

(All amounts in ₹ Million, unless otherwise stated)

Particulars	Notes	As At March 31, 2023	As At March 31, 2022
Liabilities			
Non current liabilities			
Financial Liabilities			
i. Borrowings	17(a)	28,690	45,213
i. (a) Lease liabilities	46	865	480
ii. Other financial liabilities	18	526	437
Employee benefit obligations	21	448	480
Government grants	22	151	181
Other non-current liabilities	24	11	15
Total non-current liabilities		**30,691**	**46,806**
Current liabilities			
Financial Liabilities			
i. Borrowings	17(b)	27,528	8,239
i. (a) Lease liabilities	46	582	231
ii. Trade payables			
Total outstanding dues of micro enterprises and small enterprises	19	694	601
Total outstanding dues of creditors other than micro enterprises and small enterprises	19	8,133	7,237
iii. Other financial liabilities	18	3,415	2,729
Provisions	20	12	36
Employee benefit obligations	21	526	331
Government grants	22	52	18
Other current liabilities	24	1,352	2,009
Total current liabilities		**42,294**	**21,431**
Total liabilities		**72,985**	**68,237**
Total equity and liabilities		**387,391**	**377,547**
Summary of significant accounting policies	2		

This is the Balance Sheet referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above Standalone balance sheet should be read in conjunction with the accompanying notes

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

(All amounts in ₹ Million, unless otherwise stated)

STATEMENT OF PROFIT AND LOSS

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Continuing Operations:			
Revenue			
Revenue from contract with customers	25 (a)	72,218	52,970
Other operating revenue	25 (b)	1,332	1,193
Total revenue from operations		**73,550**	**54,163**
Other income	26	4,656	6,399
Total income		**78,206**	**60,562**
Expenses			
Cost of materials consumed	27	45,646	33,835
Purchase of stock-in-trade		1,492	920
Changes in inventory of finished goods, work-in-progress and stock in trade	28	(908)	(828)
Employee benefits expense	29	7,995	6,077
Depreciation and amortisation expense	32	2,313	2,042
Finance costs	31	1,446	1,411
Other expenses	30	11,130	7,426
Total expenses		**69,114**	**50,883**
Profit before exceptional items and tax from continuing operations		**9,092**	**9,679**
Exceptional (income) / expenses	51	-	481
Profit before tax from continuing operations		**9,092**	**9,198**
Tax expenses	33		
-Current tax		1,623	970
-Deferred tax expense/ (credit)		(266)	232
Total tax expense		**1,357**	**1,202**
Profit for the year from continuing operations		**7,735**	**7,996**
Discontinued operations:	51		
Revenue from operations		-	39,735
Other income		-	207
Total expenses		-	35,096
Profit before tax from discontinued operations		**-**	**4,846**
Tax expense/ (credit) of discontinued operations		-	1,204
Profit for the year from discontinued operations		**-**	**3,642**
Profit for the year from continuing and discontinued operations		**7,735**	**11,638**

(All amounts in ₹ Million, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Other comprehensive income from continuing operations			
Items to be reclassified to profit or loss			
Deferred gain on cash flow hedges		418	312
Deferred tax on cash fow hedges		(105)	(78)
Items not to be reclassified to profit or loss			
Changes in fair valuation of FVOCI equity investment		3	(39)
Deferred tax on fair valuation of FVOCI equity investment		(1)	40
Remeasurements of employment benefit obligations		(23)	66
Deferred tax on remeasurements of employment benefit obligations		6	(17)
Other comprehensive income from discontinued operations			
Items not to be reclassified to profit or loss			
Remeasurements of employment benefit obligations		-	(29)
Deferred tax on remeasurements of employment benefit obligations		-	7
Total other comprehensive income from continuing and discontinued operations		**298**	**262**
Total comprehensive income for the year, net of tax		**8,033**	**11,900**
Earnings per share	34		
Nominal value per share: ₹ 1/- (Previous year : ₹ 1/-)			
Earnings per share for continuing operations			
Basic and Diluted		1.14	1.53
Earnings per share for discontinued operations			
Basic and Diluted		-	0.70
Earnings per share for continuing and discontinued operations			
Basic and Diluted		1.14	2.22
Summary of significant accounting policies	2		

This is the Statement of Profit and Loss referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above Standalone statement of profit and loss should be read in conjunction with the accompanying notes

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

STATEMENT OF CHANGES IN EQUITY

A. Equity share capital

	Notes	Amount
As at April 01, 2021		**3,158**
Issue of equity share capital (net) in relation to merger pursuant to Composite Scheme (refer note 50)	15	1,360
As at March 31, 2022		**4,518**
Issue of equity share capital	15	2,259
As at March 31, 2023		**6,777**

B. Other equity

(All amounts in ₹ Million, unless otherwise stated)

	Notes	Reserves and surplus					Items of OCI		Total
		Securities premium	Reserve on amalgamation	Capital Reserve	General Reserve	Retained Earnings	FVOCI equity investments	Hedge Reserve	
Balance as at April 01, 2021		26,226	1,773	80	3,363	32,951	138	(259)	64,272
Profit for the year		-	-	-	-	11,638	-	-	11,638
Other comprehensive income		-	-	-	-	27	1	234	262
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**11,665**	**1**	**234**	**11,900**
Additions during the year									
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	16 (a)	240,467	-	3,612	-	-	-	-	**244,079**
Dividend paid	16 (a)	-	-	-	-	(4,737)	-	-	**(4,737)**
Cancellation of investment in Motherson Sumi Wiring India Limited pursuant to composite scheme (refer note 50)	16 (a)	-	-	(1)	-	-	-	-	**(1)**
Transferred in relation to demerger pursuant to Composite Scheme (refer note 50)	16 (a)	-	-	-	-	(10,721)	-	-	**(10,721)**
Reclassification due to changes in equity instruments	16 (a)	-	-	-	-	36	(36)	-	**-**
Balance at March 31, 2022		**266,693**	**1,773**	**3,691**	**3,363**	**29,194**	**103**	**(25)**	**304,792**
Profit for the year		-	-		-	7,735	-	-	7,735
Other comprehensive income		-	-		-	(17)	2	313	299
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**7,718**	**2**	**313**	**8,034**
Additions during the year									
Bonus Issue	16 (a)	(2,259)	-	-	-	-	-	-	(2,259)
Dividend paid	16 (a)	-	-		-	(2,936)	-	-	(2,936)
Balance at March 31, 2023		**264,434**	**1,773**	**3,691**	**3,363**	**33,976**	**105**	**288**	**307,630**
Summary of significant accounting policies	2								

This is the Statement of changes in equity referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above Standalone statement of changes in equity should be read in conjunction with the accompanying notes

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
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ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

CASH FLOW STATEMENT

	Particulars	For the year Ended March 31, 2023	For the year Ended March 31, 2022
A.	**Cash flow from operating activities:**		
	Profit before tax from continuing operations	9,092	9,198
	Profit before tax from discontinued operations	-	4,846
	Adjustments to reconcile profit before tax to net cash flow:		
	Depreciation and amortisation expense	2,313	2,424
	Amortisation of government grant	(28)	(85)
	Gain on disposal of property, plant and equipment (net)	(21)	(28)
	Liabilities written back to the extent no longer required	(11)	(35)
	Bad debts/ advances written off	0	16
	Provision for doubtful debts/ advances	599	-
	Provision for diminution in the value of investment	816	70
	Interest income	(1,010)	(1,240)
	Dividend income	(2,892)	(4,549)
	Finance cost	1,446	1,504
	Unrealised foreign exchange gain (net)	(205)	(87)
	Operating profit before working capital changes	**10,100**	**12,034**
	Change in working Capital:		
	Increase/ (decrease) in trade payables	1,021	1,216
	Increase/ (decrease) in other payables	(514)	1,808
	Increase/ (decrease) in other financial liabilities	47	561
	(Increase)/ decrease in trade receivables	(3,899)	(4,534)
	(Increase)/ decrease in inventories	(2,301)	(3,135)
	(Increase)/ decrease in other financial assets	(400)	(435)
	(Increase)/ decrease in other receivables	126	(1,313)
	Cash generated from operations	**4,181**	**6,202**
	- Income taxes paid (net of refund)	(1,290)	(2,519)
	Net cash generated from operations	**2,891**	**3,683**
	Net cash flows from operating activities	**2,891**	**3,683**
B.	**Cash flow from Investing activities:**		
	Payments for property, plant and equipment and investment property (including capital work in progress)	(4,016)	(2,888)
	Proceeds from sale of property, plant and equipment & Right-of-use assets	40	306
	Proceeds from sale / (payment for purchase) of investments (net)	(6,128)	-
	Loan (to)/repaid by related parties (net)	1,818	5,500
	Interest received	964	1,403
	Dividend received from subsidiaries	1,528	4,547
	Dividend received from others	1,224	2
	(Investment)/ proceeds from maturity of deposits with remaining maturity for more than 3 months	2	3
	Net cash generated from /(used in) investing activities	**(4,569)**	**8,873**

(All amounts in ₹ Million, unless otherwise stated)

	Particulars	For the year Ended March 31, 2023	For the year Ended March 31, 2022
C.	**Cash flow from financing activities:**		
	Dividend paid to equity share holders	(2,938)	(4,731)
	Interest paid	(2,063)	(2,654)
	Proceeds from long term borrowings	10,963	11,474
	Proceeds from short term borrowings	2,300	14,210
	Repayment of long term borrowings	(7,500)	(11,841)
	Repayment of short term borrowings	(3,050)	(15,660)
	Payment of lease liabilities	(227)	(191)
	Net cash (used in)/generated from financing activities	**(2,516)**	**(9,393)**
	Net increase/(decrease) in Cash and Cash Equivalents	**(4,193)**	**3,163**
	Net foreign exchange difference on balance with banks in foreign currency	70	71
	Net Cash and Cash equivalents at the beginning of the year	**6,246**	**2,867**
	Cash and cash equivalents acquired consequent to Composite Scheme of Amalgamation and Arrangement (refer note 50)	-	145
	Cash and cash equivalents as at year end	**2,122**	**6,246**
	Cash and cash equivalents comprise of the following (Note 13)		
	Cash on hand	1	3
	Cheques/drafts on hand	29	17
	Balances with banks	2,092	6,226
	Cash and cash equivalents as at year end	**2,122**	**6,246**
	Summary of significant accounting policies (Note 2)		

Notes:

i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) Figures in brackets indicate Cash Outflow.

This is the Cash Flow Statement referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above Standalone cash flow statement should be read in conjunction with the accompanying notes

For and on behalf of the Board

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Place: Noida
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1. Corporate Information

Samvardhana Motherson International limited (formerly known as Motherson Sumi Systems Limited) (new SAMIL or 'the Company') was incorporated on December 19, 1986 and domiciled in India and is engaged primarily in the manufacture and sale of components to automotive original equipment manufacturers. The address of its registered office is Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra. The Company is a public limited company and is listed in the Bombay Stock Exchange and National Stock Exchange.

The standalone financial statements were authorised for issue in accordance with a resolution of the Board of directors on May 26, 2023.

2.1 Significant accounting policies

(a) Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statement.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments, refer note 37
- Certain financial assets and liabilities measured at fair value (refer note l below for accounting policy regarding financial instruments)
- Defined benefit pension plans – plan assets measured at fair value, refer note 21

In addition, the carrying values of recognised assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships. The financial statements are presented in INR and all values are rounded to the nearest millions (₹ 000,000), except when otherwise indicated.

(b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Company classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(c) Foreign currencies

(i) Functional and presentation currency

The Company's functional currency is Indian Rupee (₹) and the financial statements are presented in Indian Rupee (₹).

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in other comprehensive income if they relate to qualifying cash flow hedges

Foreign exchange differences on foreign currency borrowings are presented in the Statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(d) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of components

Revenue from sale of components is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of equipment, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Contracts for the sale of components provide customers with a customary right of return in case of defects, quality issues etc. The rights of return give rise to variable consideration.

The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

Warranty obligations

The Company typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Revenue from assembly of components

The Company has contracts with customers to assemble, on their behalf, customised components from various parts procured from suppliers identified by the customer. The Company is acting as an agent in these arrangements.

When another party is involved in providing goods or services to its customer, the Company determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Company is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Company's role is only to arrange for another entity to provide the goods or services, then the Company is an agent and will need to record revenue at the net amount that it retains for its agency services.

Revenue from development of tools

The Company develops customised tooling for its customers and recognises its revenue over time using an input method to measure progress towards complete satisfaction of the tool development.

The Company recognises revenue from development of tools over time if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

Where the Company cannot reasonably measure the outcome of a performance obligation, but the Company expects to recover the costs incurred in satisfying the performance obligation. In those circumstances, the Company recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation

Judgments applied in determining amount and timing of revenue

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(i) Determining the timing of satisfaction of tooling development

The Company concluded that revenue for development of tooling is to be recognised over time because the Company's performance does not create asset with an alternative use to the Company since the tools are customised for each customer and the Company has a legally enforceable right to payment of fair value for performance completed to date.

The Company determined that the input method is the best method in measuring progress of the tooling development because there is a direct relationship between the Company's effort (i.e., costs incurred) and the transfer of tooling to the customer. The Company recognises revenue on the basis of the total costs incurred relative to the total expected costs to complete the tool.

(ii) Principal versus agent considerations

The Company enters into contracts with its customers to assemble, on their behalf, customised components using various parts procured from suppliers identified by the customer. Under these contracts, the Company provides assembly services (i.e., coordinating the procurement of various parts from the identified suppliers and combining or assembling them into components as desired by the customer). The Company determined that it does not control the goods before they are transferred to customers, and it does not have the ability to direct the use of the component or obtain benefits from the component. The following factors indicate that the Company does not control the goods before they are being transferred to customers. Therefore, the Company determined that it is an agent in these contracts.

- The Company is not primarily responsible for fulfilling the promise to provide the specified equipment.
- The Company does not have inventory risk before or after the specified component has been transferred to the customer as it purchases various parts on just-in-time basis and only upon contract of the customer.
- The Company has no discretion in establishing the price for the specified component. The Company's consideration in these contracts is only based on the difference between the maximum purchase price quoted by the customer and the cost of various parts purchased from the suppliers.
- In addition, the Company concluded that it transfers control over its services (i.e., assembling the component from various parts), at a point in time, upon receipt by the customer of the component, because this is when the customer benefits from the Company's agency service.

(iii) Consideration of significant financing component in a contract

The Company develops customised tooling and secondary equipment's for which the manufacturing lead time after signing the contract is usually more than one year. This type of contract includes two payment options for the customer, i.e., payment of the transaction price equal to the cash selling price upon delivery of the tooling or payment of the transaction price as part of the component's selling price. The Company concluded that there is a significant financing component for those contracts where the customer elects to pay along with the component's selling price considering the length of time between the transfer of tooling and secondary equipment and the recovery of transaction price from the customer, as well as the prevailing interest rates in the market, if any.

In determining the interest to be applied to the amount of consideration, the Company concluded that the interest rate implicit in the contract (i.e., the interest rate that discounts the cash selling price of the equipment to the amount paid in advance) is appropriate because this is commensurate with the rate that would be reflected in a separate financing transaction between the entity and its customer at contract inception.

Consultancy Income

Fees earned for the provision of services are recognised over time or point in time as per contract with the customer. In case of contracts where the customer receives and consumes the benefits simultaneously, as the services are rendered, the revenue is recognised over the term of the contract.

In cases where the customer receives and consume the services at single point in time, revenue is recognised as and when the performance obligation is satisfied.

Fee and Commission Income

Fees earned for the provision of guarantees are recognised over time as the customer simultaneously receives and consumes the benefits, as the services are rendered. The revenue for such contracts is recognised over the term of the guarantee contract.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Trade receivables are disclosed in Note 45.

Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables. The Company's contract assets are disclosed in Note 45 as Unbilled Receivables.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract. Contract Liabilities are disclosed in Note 45 as Advances received from customers.

Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

(e) Other income

Interest

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Rental Income

Rental income arising from investment properties given on leases is accounted for on a straight-line basis over the lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in other income in the statement of profit and loss.

Dividend

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

Duty drawback and export incentives

Income from duty drawback and export incentives is recognized on an accrual basis.

Royalty income

Royalty income is recognized in Other operating income on an accrual basis in accordance with the substance of the relevant agreements.

(f) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

When government grants relating to loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

(g) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Investment allowances and similar tax incentives:

The Company may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure. The Company accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense.

(h) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration is considered as lease.

As a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (i) Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Lease liabilities, which separately shown in the financial statement are measured initially at the present value of the lease payments. Subsequent measurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing (while affecting other comprehensive income) the carrying amount to reflect the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate the lessor for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their respective nature.

(i) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used. Impairment losses including impairment on inventories, are recognised in the statement of profit and loss

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are tested for impairment annually at the end of the financial year at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

(j) Cash and cash equivalents

Cash and cash equivalent includes cash on hand, cash at banks and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(k) Inventories

Raw materials, stores and spares, work in progress, stock in trade and finished goods are stated at the lower of cost and net realisable value.

Cost of raw material and traded goods comprise cost of purchase and is determined after rebate and discounts. Cost of work in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (d) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

This category is the most relevant to the Company. A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income in statement of profit and loss using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The Company elected to classify irrevocably its non-listed equity investments under this category.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
b. Financial assets that are debt instruments and are measured as at FVTOCI
c. Lease receivables under Ind AS 116
d. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
e. Loan commitments which are not measured as at FVTPL
f. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability. Debt instruments measured at FVTOCI: For debt instruments measured at FVOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the 'accumulated impairment amount'

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings and other payables.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in statement of profit and loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(m) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets and liabilities, if any. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 2.2, 36 and 37)
- Quantitative disclosures of fair value measurement hierarchy (note 36)
- Investment properties (note 4)
- Financial instruments (including those carried at amortised cost) (note 6, 7, 8, 9, 13, 17, 18, 19, 36 and 37)

(n) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and

commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit and loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment

At inception of the hedge relationship, the Company documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking its hedge transactions.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

The Company has an interest rate swap that is used as a hedge for the exposure of changes in the fair value. See Note 37 for more details.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(o) Property, Plant and equipment

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost, net of accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the items and the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

The cost of self-generated assets comprises of raw material, components, direct labour, other direct cost and related production overheads.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method over estimated useful lives of the assets:

Assets	Useful lives (years)*
Leasehold improvements	Over the period of lease or useful life, whichever is lower
Buildings	30 years
Plant & Machinery:	
Plant & Machinery	7.5 years
Die & Moulds	6.17 years
Electric Installation	10 years
Furniture & fixtures	6 years
Office equipment	5 years
Computers:	
Server & Networks	3 years
End user devices, such as desktops, laptops, etc.	3 years
Vehicles	4 years

*Useful life of certain assets are different than the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on technical evaluation by the management. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(p) Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company depreciates building component of investment properties over 30 years.

Though the Company measures investment properties using cost based measurement, the fair value of investment properties is disclosed in note 4 to the financial statement.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

(q) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful live of intangible assets are as follows:

Asset	Useful lives (years)
Software	3 years

Intangible assets with finite lives are amortised over the useful economic life on straight line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Cost incurred by the Company for Research and Development do not meet the recognition criteria and hence have been classified as research costs and are expensed of in the statement of profit and loss as and when these are incurred.

The amortisation methods, the usual useful lives and the residual values of intangible assets are checked annually.

(r) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(s) Provisions and contingent liabilities

Provisions

Provisions for legal claims, product warranties and other obligations are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for onerous contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The Company at the end of every reporting period conducts the onerous contract test per the provisions of Ind AS 37 by comparing the remaining costs to be incurred under the contract with the related revenue of the contract. Where the costs of a contract exceed the related revenue of the contract, the Company makes a provision for the difference.

Warranty provisions

In cases where the obligations include warranty liabilities, the Company provides warranties for general repairs of defects that existed at the time of sale, as required by law. Provisions related to these assurance-type warranties are recognised when the product is sold or the service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(t) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund & Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Superannuation fund

The Company has a superannuation plan for the benefit of its employees. Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The Company contributes up to 12% of the eligible employees' salary or 100,000 / 150,000, whichever is lower, every year. Such contributions are recognised as an expense as and when incurred. The Company does not have any further obligations beyond this contribution.

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Company is funded through annual contributions to Life Insurance Corporation of India (LIC) under its Company's Gratuity Scheme whereas others are not funded.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity through other comprehensive income in the period in which they arise. They are included in retained earnings through OCI in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit and loss.

(u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(v) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(w) Assets held for distribution to owners and discontinued operations

The Company classifies assets and disposal groups as held for distribution if their carrying amounts will be recovered principally through a distribution rather than through continuing use. Actions required to complete the distribution should indicate that it is unlikely that significant changes to the distribution will be made or that the decision to distribution will be withdrawn. Management must be committed to the distribution expected within one year from the date of classification.

The criteria for held for distribution classification is regarded met only when the assets or disposal group is available for immediate distribution in its present condition, subject only to terms that are usual and customary for distribution of such assets (or disposal groups), its distribution is highly probable; and it will genuinely be distributed, not abandoned. The Company treats distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to distribute the asset (or disposal group),
- The distribution is expected to qualify for recognition as a completed distribution within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to distribute. Assets and liabilities classified as held distribution are presented separately in the balance sheet.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss. Additional disclosures are provided in Note 51. All other notes to the financial statements mainly include amounts for continuing operations, unless otherwise mentioned.

(x) New and amended standards and interpretations

The Company applied for the certain standards or amendments which are effective for annual periods beginning on or after April 1, 2022.

(i) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

An onerous contract is a contract under which the unavoidable cost of meeting the obligations under the contract costs (i.e., the costs that the Group cannot avoid because it has the contract) exceed the economic benefits expected to be received under it. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

These amendments had no impact on the financial statements of the Company.

(ii) Reference to the Conceptual Framework – Amendments to Ind AS 103

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements. The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately.

The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

These amendments had no impact on the financial statements of the Company.

(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

This amendment had no impact on the financial statements of the Company.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease.

(ii) Revenue from contracts with customers

The Company applies the judgements in respect to transactions relating to tooling development, Principal versus agent consideration that significant financing component in a contract that significantly affect the determination of the amount and timing of revenue from contracts with customers. For more details, refer note 2.1 (d)

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Useful life of property, plant and equipment, intangible and investment properties

The Company uses its technical expertise along with historical and industry trends for determining the economic useful life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised amount is charged over the remaining useful life of the assets.

(ii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about gratuity obligations are given in Note 21.

(iii) Fair valuation of unlisted securities

When the fair value of unlisted securities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 36 of the financials.

(iv) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

Valuation of recoverable income tax assets especially with respect to deferred tax assets on tax loss carry forwards. The Company is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(v) Percentage completion of recognition of revenue

The Company uses the percentage-of-completion method in accounting for 'development of tools' contracts. Use of the percentage-of-completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances

(vi) Provisions and liabilities

The Company estimates the provisions and liabilities and to the probability of expenses arising from warranty claims and claims from legal disputes that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting date and are adjusted to reflect the current best estimates.

3(a) Property, plant and equipment

Particulars	Freehold Land	Leasehold Improvements	Buildings Refer note (vi)	Plant & Machinery Refer note (iv) & (vi)	Furniture & fixtures Refer note (vi)	Office equipments Refer note (vi)	Computers Refer note (vi)	Vehicles Refer note (vi)	Total	Capital work in progress Refer note (iii)
Year ended March 31, 2022										
Gross carrying amount										
As at April 01, 2021	**1,072**	**145**	**9,337**	**13,239**	**204**	**164**	**219**	**39**	**24,419**	**281**
Additions	20	-	475	1,271	3	19	43	14	**1,845**	706
Disposals	-	-	-	(115)	(2)	(1)	(4)	(22)	**(144)**	-
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	36	-	-	3	32	5	-	**76**	-
Transfer to Investment properties (refer note 4)	(329)	-	(4,148)	-	-	-	-	-	**(4,477)**	-
Transfer / Other adjustment	(0)	(1)	16	431	(1)	2	0	2	**449**	(449)
Closing gross carrying amount	**763**	**180**	**5,680**	**14,826**	**207**	**216**	**263**	**33**	**22,168**	**538**
Accumulated depreciation										
As at April 01, 2021	**-**	**116**	**1,680**	**7,903**	**127**	**115**	**166**	**8**	**10,115**	**-**
Depreciation charge during the year	-	13	202	1,395	24	22	34	13	**1,703**	-
Disposals	-	-	-	(66)	(2)	(1)	(1)	(16)	**(86)**	-
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	30	-	-	2	26	1	-	**59**	-
Transfer to Investment properties (refer note 4)	-	-	(746)	-	-	-	-	-	**(746)**	-
Transfer / Other adjustment	-	(2)	16	(15)	(1)	2	(0)	(0)	**(0)**	-

Particulars	Freehold Land	Leasehold Improvements	Buildings Refer note (vi)	Plant & Machinery Refer note (iv) & (vi)	Furniture & fixtures Refer note (vi)	Office equipments Refer note (vi)	Computers Refer note (vi)	Vehicles Refer note (vi)	Total	Capital work in progress Refer note (iii)
Closing accumulated depreciation	**-**	**157**	**1,152**	**9,217**	**150**	**164**	**200**	**5**	**11,045**	**-**
Net carrying amount	**763**	**23**	**4,528**	**5,609**	**57**	**52**	**63**	**28**	**11,123**	**538**
Year ended March 31, 2023										
Gross carrying amount										
As at April 01, 2022	**763**	**180**	**5,680**	**14,826**	**207**	**216**	**263**	**33**	**22,168**	**538**
Additions	-	10	523	2,060	15	33	86	5	**2,732**	1,241
Disposals	-	-	-	(112)	-	(4)	(22)	(13)	**(151)**	-
Transfer from Investment properties (refer note 4)	-	-	33	-	-	-	-	-	**33**	-
Transfer / Other adjustment	0	1	504	1,042	1	6	37	8	**1,599**	(1,121)
Closing gross carrying amount	**763**	**191**	**6,740**	**17,816**	**223**	**251**	**364**	**33**	**26,381**	**658**
Accumulated depreciation										
As at April 01, 2022	**-**	**157**	**1,152**	**9,217**	**150**	**164**	**200**	**5**	**11,045**	**-**
Depreciation charge during the year	-	14	217	1,533	21	25	43	11	**1,864**	-
Disposals	-	-	-	(95)	-	(4)	(22)	(11)	**(132)**	-
Transfer from Investment properties (refer note 4)	-	-	7	-	-	-	-	-	**7**	-
Transfer / Other adjustment	-	1	420	41	2	3	3	7	**477**	-
Closing accumulated depreciation	**-**	**172**	**1,796**	**10,696**	**173**	**188**	**224**	**12**	**13,261**	**-**
Net carrying amount	**763**	**19**	**4,944**	**7,120**	**50**	**63**	**140**	**21**	**13,120**	**658**

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ Million, unless otherwise stated)

Capital work in progress (CWIP) Ageing Schedule as at March 31, 2023

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
- Projects in progress	651	4	1	2	**658**
- Projects temporarily suspended	-	-	-	-	**-**

Capital work in progress (CWIP) Ageing Schedule as at March 31, 2022

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
- Projects in progress	528	6	3	1	**538**
- Projects temporarily suspended	-	-	-	-	**-**

As at March 31, 2023 and March 31, 2022 there are no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.

(i) Refer to note 44 for information on property plant and equipment pledged as security by the Company.

(ii) Contractual obligations: Refer to note 42 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

(iii) Capital work-in-progress: Capital work-in-progress mainly comprise plant & machinery and building.

(iv) Includes depreciation of ₹ 11 million (March 31,2022: ₹ 18 million) capitalized during the year on assets used for the creation of self generated assets. (refer Note. 32)

(v) Certain land (included under Property, plant and equipment) were given on sublease arrangements to the Motherson Sumi Wiring India Limited ('MSWIL') consequent to the approval of Composite Scheme during previous year, to which the Company is original lessee has been classified as investment properties. (refer note 4).

(vi) Includes assets aquired from Daimler India Commercial Vehicles Private Limited (DICV) in respect of frame assembly operations during the year ended March 31, 2023.

3(b) Right-of-use assets

Particulars	Land Refer note (i) & (iii)	Buildings	Vehicles	Total
Year ended March 31, 2022				
Gross carrying amount				
As at April 01, 2021	**2,168**	**691**	**228**	**3,087**
Additions (refer note 40)	-	55	162	**217**
Disposals	(273)	(272)	(37)	**(582)**
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	123	78	**201**
Transfer to Investment properties (refer note ii)	(396)	-	-	**(396)**

Particulars	Land Refer note (i) & (iii)	Buildings	Vehicles	Total
Transfer / Other adjustment	(8)	(0)	67	**59**
Closing gross carrying amount	**1,491**	**597**	**498**	**2,586**
Accumulated depreciation				
As at April 01, 2021	**308**	**211**	**113**	**632**
Depreciation charge during the year	19	86	67	**172**
Disposals	(8)	(87)	(34)	**(129)**
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	87	29	**116**
Transfer to Investment properties (refer note ii)	(32)	-	-	**(32)**
Transfer / Other adjustment	(1)	0	35	**34**
Closing accumulated depreciation	**286**	**297**	**210**	**793**
Net carrying amount	**1,205**	**300**	**288**	**1,793**
Year ended March 31, 2023				
Gross carrying amount				
As at April 01, 2022	**1,491**	**597**	**498**	**2,586**
Additions (refer note 40)	59	758	227	**1,044**
Disposals	-	-	(28)	**(28)**
Transfer / Other adjustment	(1)	1	(20)	**(20)**
Closing gross carrying amount	**1,549**	**1,356**	**677**	**3,582**
Accumulated depreciation				
As at April 01, 2022	**286**	**297**	**210**	**793**
Depreciation charge during the year	18	136	111	**265**
Disposals	-	-	(6)	**(6)**
Transfer / Other adjustment	(1)	(1)	(20)	**(22)**
Closing accumulated depreciation	**303**	**432**	**295**	**1,030**
Net carrying amount	**1,246**	**924**	**382**	**2,552**

(i) Leasehold land represents land obtained on long term lease from various government authorities and considered as finance lease. (refer note 46).

(ii) As at March 31, 2022, certain land (included under Right-of-use-assets) were given on sublease arrangements to the Motherson Sumi Wiring India Limited ('MSWIL') consequent to the approval of Composite Scheme during previous year, to which the Company is original lessee has been classified as investment properties. (refer note 4).

(iii) Includes assets aquired from Daimler India Commercial Vehicles Private Limited (DICV) in respect of frame assembly operations during the year ended March 31, 2023.

4 Investment properties

	As at March 31, 2023	As at March 31, 2022
Gross carrying amount		
Opening gross carrying amount	**5,958**	**1,085**
Add: Additions during the year	1	-
Add: Transfer (to)/from Property, plant and equipment (refer note 3(a))	(33)	4,477
Add: Transfer from Right-of-use assets (refer note 3(b))	-	396
Less: Deletions during the year	3	-
Closing gross carrying amount	**5,924**	**5,958**
Accumulated depreciation:		
Opening balance	1,210	250
Add: Transfer (to)/from Property, plant and equipment (refer note 3(a))	(7)	746
Add: Transfer from Right-of-use assets (refer note 3(b))	-	32
Add: Depreciation for the year	184	182
Closing accumulated depreciation	**1,387**	**1,210**
Net carrying amount	**4,536**	**4,748**

(i) Amounts recognised in profit or loss for investment properties:

	As at March 31, 2023	As at March 31, 2022
Rental Income	711	577
Direct operating expenses from properties that did not generate rental income	-	(0)
Profit from investment properties before depreciation	**711**	**577**
Depreciation	184	182
Profit / (loss) from investment properties	**528**	**395**

(ii) Contractual obligations:

Refer note 42 for disclosure of contractual obligation towards purchase of investment properties.

(iii) Leasing arrangements:

Certain investment properties comprising of land and factory buildings are leased out under long-term operating leases with rentals payable monthly. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

	As at March 31, 2023	As at March 31, 2022
Within one year	711	606
Later than one year but not later than 5 years	3,762	2,744
Later than 5 years	3,344	3,335
	7,817	**6,685**

(iv) Fair value:

	As at March 31, 2023	As at March 31, 2022
Investment properties	11,461	8,844

Estimation of fair value

The fair values of investment properties have been determined by registered valuers as defined under Rule 2 of Companies (Registered valuers and Valuation) Rules, 2017. The fair valuation is based on prevailing market prices/ price trend of the property in that locality/ city considering the location, size of plot, approach road, amenities, locality etc and fall in level 3 of valuation hierarchy.

(v) The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

5 Intangible assets

	Software	
	As At March 31, 2023	As At March 31, 2022
Gross carrying amount		
Opening gross carrying amount	34	17
Additions	23	17
Closing gross carrying amount	**57**	**34**
Accumulated amortisation		
Opening balance	20	17
Amortisation charge during the year	12	3
Closing accumulated amortisation	**32**	**20**
Net carrying amount	**25**	**14**

6 (a) Non-Current investments

	As at March 31, 2023	As at March 31, 2022
Equity Investments		
Investment in subsidiaries, joint ventures and associate		
(Unquoted instruments valued at cost unless stated otherwise)		
Investment in Subsidiaries :		
MSSL Mauritius Holdings Limited		
37,820,080 (March 31, 2022: 37,820,080) equity shares of EUR 1 each fully paid-up	2,284	2,284
Net of provision for other than temporary diminution aggregating to ₹ 70 million (March 31, 2022 : ₹ 70 million)		
MSSL Mideast (FZE)		
1 (March 31, 2022: 1) equity share of AED 150,000 equivalent to EUR 46,875 each fully paid-up	2	2

	As at March 31, 2023	As at March 31, 2022
44,170,000 (March 31, 2022: 44,170,000) equity shares of EUR 1 each fully paid-up	3,111	3,111
50,000,000 (March 31, 2022: 50,000,000) equity shares of EUR 1 each fully paid-up at a premium of EUR 2.60 per share	12,719	12,719
Add: Effective portion of fair value hedge (refer note 37)	2,698	2,086
Motherson Electrical Wires Lanka Private Limited		
1,456,202 (March 31, 2022: 1,456,202) equity shares of LKR 10 each fully paid-up	7	7
MSSL (S) PTE Limited		
20,554,700 (March 31, 2022: 20,554,700) equity shares of SGD 1 each fully paid-up	960	960
Samvardhana Motherson Polymers Limited		
522,750 (March 31, 2022: 522,750) equity shares of ₹ 10 each fully paid-up	5	5
1,351,500 (March 31, 2022: 1,351,500) equity shares of ₹ 10 each fully paid-up at a premium of ₹ 190 per share	270	270
46,920 (March 31, 2022: 46,920) equity shares of ₹ 10 each fully paid-up at a premium of ₹ 2,300 per share	108	108
510 (March 31, 2022: 510) equity shares of ₹ 10 each fully paid-up at a premium of ₹ 4,990 per share	3	3
1,846,320 (March 31, 2022: 1,846,320) Equity shares of ₹ 10/- each fully paid up[1]	58,506	58,506
SMR Automotive Systems India Limited		
6,712,990 (March 31, 2022: 6,712,990) equity shares of ₹ 10 each fully paid-up	67	67
Motherson Innovations Tech Limited		
50,000 (March 31, 2022: 50,000) equity shares of ₹ 10 each fully paid-up	1	1
MSSL (GB) Limited		
201,461,836 (March 31, 2022: 201,461,836) equity shares of GBP 1 each fully paid-up at a premium of GBP 0.50 per share. (These shares are pledged against borrowings, for further details refer note17(a) and note 44)	24,705	24,705
Motherson Technology Services Limited (formerly known as Motherson Sumi Infotech & Designs Limited) (subsidiary pursuant to Composite Scheme (refer note 50))		
1,200,000 (March 31, 2022: 1,200,000) equity shares of ₹ 10 each fully paid-up	0	146
Net of provision for other than temporary diminution aggregating to ₹ 146 million (March 31, 2022 : Nil)		

	As at March 31, 2023	As at March 31, 2022
6,962,446 (March 31, 2022: 6,962,446) Equity shares of ₹ 10/- each fully paid up	846	846
53,808,989 (March 31, 2022: Nil) Right Equity shares of ₹ 10/- each fully paid up at a premium of ₹ 13.26 per share	1,252	-
Saks Ancillaries Limited (subsidiary pursuant to Composite Scheme (refer note 50))		
1,000,000 (March 31, 2022: 1,000,000) equity shares of ₹ 10 each fully paid-up	11	11
Samvardhana Motherson Finance Services Cyprus Limited		
46,168 (March 31, 2022: 46,168) Equity shares of USD 1/- fully paid up[1]	488	713
Net of provision for other than temporary diminution aggregating to ₹ 295 million (March 31, 2022 : ₹ 70 million)		
Samvardhana Motherson Holding (M) Private Limited		
1,684,296 (March 31, 2022: 1,684,296) fully paid up Ordinary shares of no par value[1]	123,976	123,976
Motherson Molds and Diecasting Limited		
3,468,000 (March 31, 2022: 3,468,000) Equity shares of ₹ 10/- each fully paid up[1]	80	80
Samvardhana Motherson Innovative Solutions Limited		
280,286,269 (March 31, 2022: 280,286,269) Equity shares of ₹ 10/- each fully paid up[1]	6,967	6,967
38,961,038 (March 31, 2022: 38,961,038) Equity shares of ₹ 10/- each fully paid up at a premium of ₹ 13.10 per share (through conversion of Optionally Convertible Debentures)[1]	900	900
400,000 (March 31, 2022: Nil) Equity shares of ₹ 10/- each fully paid up at a premium of ₹ 15 per share	10	-
Motherson Consultancies Service Limited		
2,600,000 (March 31, 2022: 2,600,000) Equity shares of ₹ 10/- each fully paid up[1]	52	52
CTM India Limited		
1,181,040 (March 31, 2022: 1,181,040) Equity shares of ₹ 10/- each fully paid up[1]	1,247	1,247
Samvardhana Motherson Auto Component Private Limited		
28,999,990 (March 31, 2022: 28,999,990) Equity shares of ₹ 10/- each fully paid up[1]	360	360
70,000,000 (March 31, 2022: Nil) Right shares of ₹ 10/- each fully paid up	700	-
MS Global India Automotive Private Limited		
70,000,000 (March 31, 2022: 70,000,000) Equity shares of ₹ 10/- each fully paid up[1]	1,291	1,291

	As at March 31, 2023	As at March 31, 2022
145,000,000 (March 31, 2022: Nil) Right shares of ₹ 10/- each fully paid up	1,450	-
Samvardhana Motherson Maadhyam International Limited		
50,000 (March 31, 2022: 50,000) Equity shares of ₹ 10/- each fully paid up[1]	-	-
Samvardhana Motherson Global Carriers Limited		
46,000,000 (March 31, 2022: 46,000,000) Equity shares of ₹ 10/- each fully paid up[1]	868	868
Motherson Invenzen Xlab Private Limited		
20,410 (March 31, 2022: 20,410) Equity shares of ₹ 10/- each fully paid up[1]	0	0
Motherson Air Travel Agencies Limited		
555,000 (March 31, 2022:555,000) Equity shares of ₹ 10/- each fully paid up[1]	430	430
CIM Tools Private Limited (refer note 47)		
1,478,577 (March 31, 2022: Nil) Equity shares of ₹ 10/- each fully paid up at a premium of ₹ 1,078.25/- each	1,609	-
Fritzmeier Motherson Cabin Engineering Private Limited (refer note 47)		
25,000,000 (March 31, 2022: 25,000,000) Equity shares of ₹ 10/- each fully paid up	1,202	-
25,000,000 (March 31, 2022: Nil) Equity shares of ₹ 10/- each fully paid up at a premium of ₹ 34.28 per share	1,107	-
(A)	**250,292**	**242,721**
Investment in joint ventures :		
Kyungshin Industrial Motherson Private Limited		
17,200,000 (March 31, 2022: 17,200,000) equity shares of ₹ 10 each fully paid-up	0	86
Net of provision for other than temporary diminution aggregating to ₹ 86 million (March 31, 2022 : Nil)		
Calsonic Kansei Motherson Auto Products Limited		
30,930,836 (March 31, 2022: 30,930,836) equity shares of ₹ 10 each fully paid-up	400	400
Motherson Sumi Wiring India Limited (Joint venture pursuant to Composite Scheme (refer note 50))		
1,478,050,914 (March 31, 2022: 1,055,750,653) equity shares of ₹ 1 each fully paid-up[1] (375,000,000 shares were pledged against borrowings, which have been released upon repayment of borrowing during the year ended March 31, 2023, for further details refer note17(a) and note 44)	36,729	36,729

	As at March 31, 2023	As at March 31, 2022
Valeo Motherson Thermal Commercial Vehicles India Limited		
2,989,000 (March 31, 2022: 2,989,000) Equity shares of ₹ 10/- each fully paid up[1]	932	1,021
Net of provision for other than temporary diminution aggregating to ₹ 89 million (March 31, 2022 : Nil)		
Matsui Technologies India Limited		
1,999,999 (March 31, 2022: 1,999,999) Equity shares of ₹ 10/- each fully paid up[1]	1,230	1,230
Motherson Bergstrom HVAC Solutions Private Limited		
6,500,000 (March 31, 2022: 6,500,000) Equity shares of ₹ 10/- each fully paid up[1]	65	65
Fritzmeier Motherson Cabin Engineering Private Limited (refer note 47)		
25,000,000 (March 31, 2022: 25,000,000) Equity shares of ₹ 10/- each fully paid up[1]	-	1,202
Marelli Motherson Automotive Lighting India Private Limited		
1,900,000 (March 31, 2022: 1,900,000) Equity shares of ₹ 10/- each fully paid up[1]	9,485	9,485
Marelli Motherson Auto Suspension Parts Private Limited		
113,450,000 (March 31, 2022: 113,450,000) Equity shares of ₹ 10/- each fully paid up[1]	998	1,268
Net of provision for other than temporary diminution aggregating to ₹ 270 million (March 31, 2022 : Nil)		
Youngshin Motherson Auto Tech Limited (refer note 47)		
11,776,100 (March 31, 2022: 11,776,100) Equity shares of ₹ 10/- each fully paid up[1]	118	118
(B)	**49,957**	**51,604**
Investment in preference shares:		
Investment in subsidiary companies:		
MSSL Mauritius Holdings Limited		
Compulsorily convertible preference shares aggregating to EUR 100 million (March 31, 2022: EUR 100 million)	8,636	8,636
Add / (Less): Exchange gain / (loss) on translation	270	(250)
Samvardhana Motherson Holding (M) Private Limited		
3,555,175 (March 31, 2022: 3,555,175) Fully paid up Redeemable Preference shares of no par value[1]	244	244

	As at March 31, 2023	As at March 31, 2022
Samvardhana Motherson Innovative Solutions Limited		
2,500,000 (March 31, 2022: 2,500,000) 7% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 10/- each fully paid up[1]	51	51
2,000,000 (March 31, 2022: 2,000,000) 7% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 10/- each fully paid up[1]	50	50
Motherson Invenzen Xlab Private Limited		
4,990,000 (March 31, 2022: 4,990,000) 3% Optionally Convertible Redeemable Preference shares of ₹ 10/- each fully paid up[1]	51	51
Investment in joint venture:		
Valeo Motherson Thermal Commercial Vehicles India Limited		
931,000 (March 31, 2022: 931,000) 5% Optionally Convertible Non-Cumulative Redeemable Preference shares of ₹ 10/- each fully paid up[1]	9	9
Marelli Motherson Automotive Lighting India Private Limited		
73,100,000 (March 31, 2022: 73,100,000) 0% Compulsorily Convertible Non-Cumulative Preference shares of ₹ 10/- each fully paid up[1]	738	738
(C)	**10,049**	**9,529**
Total Investments in subsidiaries, joint ventures and associate (A+B+C)	**310,298**	**303,854**
Equity investments at FVOCI		
Unquoted		
Echanda Urja Private Limited		
120,645 (March 31, 2022: 120,645) equity shares of ₹ 10 each fully paid up	1	1
Systematic Conscom Limited		
2,500 (March 31, 2022: 2,500) Equity shares of ₹ 10/- each fully paid up[1]	2	2
(D)	**3**	**3**
Total Investments (A+B+C+D)	**310,301**	**303,856**
Aggregate amount of quoted investments and market value thereof	71,479	68,043
Aggregate amount of unquoted investments	311,257	303,996
Aggregate amount of impairment in the value of investments	956	140

[1] Pursuant to Composite Scheme, the aforesaid investments were acquired through merger with erstwhile SAMIL during financial year 2021-22 (refer note 50).

6 (b) Current investments

	As at March 31, 2023	As at March 31, 2022
Investment in equity instruments at FVOCI		
Quoted		
HDFC Bank Limited	7	6
4,070 (March 31, 2022: 4,070) equity shares of ₹ 2 each fully paid up		
Balrampur Chini Mills Limited	0	0
1,200 (March 31, 2022: 1,200) equity shares of ₹ 1 each fully paid up		
JD Orgochem Ltd	0	0
100 (March 31, 2022: 100) equity shares of ₹ 10 each fully paid up		
Meyer Apparel Limited	0	0
28,475 (March 31, 2022: 28,475) equity shares of ₹ 3 each fully paid up		
Mahindra & Mahindra Limited	8	6
7,288 (March 31, 2022: 7,288) equity shares of ₹ 5 each fully paid up		
Arcotech Limited	0	0
1,000 (March 31, 2022: 1,000) equity shares of ₹ 2 each fully paid up		
Unquoted		
Pearl Engineering Polymers Limited	-	-
3,160 (March 31, 2022: 3,160) equity shares of ₹ 10 each fully paid up		
Daewoo Motors Limited	-	-
6,150 (March 31, 2022: 6,150) equity shares of ₹ 10 each fully paid up		
Athena Financial Services Limited	-	-
66 (March 31, 2022: 66) equity shares of ₹ 10 each fully paid up		
Total current investments	**15**	**12**
Aggregate amount of quoted investments and market value thereof	15	12
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

7 Loans

	As at March 31, 2023		As at March 31, 2022	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Loans to related parties (refer note 40 & 49)	24,216	153	3,523	21,142
Loans to employees	40	42	88	34
Total	**24,256**	**195**	**3,611**	**21,176**

Disclosures of loans or advances in nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand are as follows:-

Type of borrowers	As At March 31, 2023		As At March 31, 2022	
	Amount of loan or advances in nature of loan outstanding	% of total loan & advances in the nature of loan	Amount of loan or advances in nature of loan outstanding	% of total loan & advances in the nature of loan
Loans to related parties	1,365	5.6%	3,182	12.8%

8 Trade receivables

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
- others	4,045	4,264
- from related parties[1] (refer note 40)	10,602	6,951
Unsecured, credit impaired	600	1
	15,247	**11,216**
Less: Allowances for credit loss	600	1
Total	**14,647**	**11,215**
[1] Includes receivables from companies in which Director of the Company is also a Director	6,928	4,574

Trade receivables ageing schedule:

Undisputed	Trade receivables – considered good		Trade receivable – credit impaired	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Current but not due	11,757	7,295	-	-
Outstanding for following periods from due date of payment				
Less than 6 Months	2,488	3,639	-	-
6 months – 1 year	383	205	-	-
1-2 years	14	59	-	-
2-3 years	0	7	-	-
More than 3 years	5	10	600	1
Total	**14,647**	**11,215**	**600**	**1**

During the financial year ended March 31, 2023 and March 31, 2022, there are no disputed trade receivables.

There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

9(a) Other financial assets - Non Current

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Security deposits	138	100
Interest receivable (refer note 40)	462	278
Derivatives designated as cash flow hedge (refer note 37)	25	989
Derivatives designated as fair value hedge (refer note 37)	103	60
Deposits with original maturity for more than 12 months	3	2
Total	**731**	**1,429**

9(b) Other financial assets - Current

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Security deposits	544	438
Interest receivable (refer note 40)	361	499
Unbilled revenue (refer note 45)	1,160	934
Derivatives designated as cash flow hedge (refer note 37)	21	-
Others	67	52
Total	**2,153**	**1,923**

10. Other assets

	As at March 31, 2023		As at March 31, 2022	
	Current	Non-current	Current	Non-current
Unsecured, considered good, unless otherwise stated				
Capital advances	-	155	-	138
Advances recoverable	841	-	526	-
Unamortised expenditure	-	14	-	-
Prepaid expenses	114	72	67	121
Balances with government authorities	819	-	1,217	-
Subsidy receivable	132	116	75	171
Total	**1,906**	**357**	**1,885**	**430**

11 Deferred tax assets (net)

	As at March 31, 2023	As at March 31, 2022
Deferred tax assets		
Property, plant and equipment and intangible assets & investment properties (net of right-of-use assets & lease liabilities)	20	-
Derivatives designated as fair value hedge	41	-
Provision for employee benefit obligations	245	204
Provision for doubtful debts and advances	151	0
Government grants	2	0
Others	125	112
Deferred tax liabilities		
FVOCI equity instruments	(3)	(3)
Property, plant and equipment and intangible assets & investment properties and net of Right-of-use assets & lease liabilities	-	(34)
Derivatives designated as cash flow hedge	(301)	(148)
Derivatives designated as fair value hedge	-	(15)
Others	0	(2)
Total	**280**	**114**

Movement in Deferred tax assets

	Property, plant and equipment and intangible assets & investment properties and net of Right-of-use assets & lease liabilities	Derivatives designated as fair value hedge	Provision for employee benefits	Provisions for doubtful debts and advances	Government grants	FVOCI equity instruments	Derivatives designated as cash flow hedge	Other items	Total
At April 01, 2021	**(33)**	**411**	**123**	**0**	**7**	**(42)**	**(64)**	**(1)**	**401**
(Charged)/ credited:									
to profit or loss	(1)	(426)	98	(0)	(7)	(1)	(6)	111	**(232)**
to other comprehensive income	-	-	(17)	-	-	40	(78)	-	**(55)**
to profit or loss - discontinued operations (refer note 50)	29	-	(26)	-	2	-	-	-	**5**
to other comprehensive income - discontinued operations (refer note 50)	-	-	7	-	-	-	-	-	**7**
Transferred in relation to demerger pursuant to Composite Scheme (refer note 50)	(29)	-	19	-	(2)	-	-	-	**(12)**
At March 31, 2022	**(34)**	**(15)**	**204**	**0**	**0**	**(3)**	**(148)**	**110**	**114**
(Charged)/ credited:									
to profit or loss	54	56	35	151	2	1	(48)	15	**266**
to other comprehensive income	-	-	6	-	-	(1)	(105)	-	**(100)**
At March 31, 2023	**20**	**41**	**245**	**151**	**2**	**(3)**	**(301)**	**125**	**280**

12 Inventories

(At lower of cost and net realisable value)	As at March 31, 2023	As at March 31, 2022
Raw materials	4,937	3,584
Work-in-progress	1,588	1,433
Finished goods	2,563	1,810
Stores and spares	90	50
Total	**9,178**	**6,877**
Inventory include inventory in transit of:		
Raw materials	1,552	889
Finished goods	810	350

Amount recognised in statement of profit or loss:

During the year ended March 31, 2023 write down of inventories on account of provision in respect of obsolete/ slow moving items amounted to ₹ 59 million (March 31, 2022: write-down amounting ₹ 98 million). These were recognised as an expense during the year and included in changes in value of inventories of work-in-progress, stock-in-trade and finished goods in statement of profit or loss.

13 Cash and cash equivalents *

	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
- On current accounts	2,052	6,214
- Deposits with original maturity of less than three months	40	12
Cheques/ drafts on hand	29	17
Cash on hand	1	3
Total	**2,122**	**6,246**

* There are no repatriation restrictions with regards to cash and cash equivalents as at March 31, 2023 and March 31, 2022. For asset pledged refer note 44.

Changes in liabilities arising from financing activities

	As at March 31, 2022	Cash Flow	Non cash		As at March 31, 2023
			Fair value changes	Other non cash items*	
Non current borrowings (including current maturity of long term borrowing)	52,702	3,463	54	-	56,218
Current borrowings	750	(750)	-	-	-
Lease liabilities	711	(228)	-	963	1,447
Total liabilities from financing activities	**54,163**	**2,485**	**54**	**963**	**57,665**

	As at March 31, 2021	Cash Flow	Non cash		As at March 31, 2022
			Fair value changes	Other non cash items*	
Non current borrowings (including current maturity of long term borrowing)	46,275	(367)	54	6,740	52,702
Current borrowings	1,525	(1,451)	-	676	750
Lease liabilities	722	(191)	-	180	711
Total liabilities from financing activities	**48,522**	**(2,009)**	**54**	**7,596**	**54,163**

*other non cash items includes, addition in relation to merger pursuant to Composite Scheme (refer note 50), foreign exchange movements in borrowings and new leases taken or termination of lease contracts in case of lease liabilities.

14 Other bank balances

	As at March 31, 2023	As at March 31, 2022
Deposits with remaining maturity of more than three months but less than 12 months	0	2
Unpaid dividend account	67	69
Total	**67**	**71**

Unpaid dividend accounts are restricted in use as it relates to unclaimed or unpaid dividend.

15 Share Capital

	As at March 31, 2023	As at March 31, 2022
Authorised* :		
12,300,000,000 (March 31,2022 : 12,300,000,000) Equity shares of ₹ 1 each	12,300	12,300
Issued, Subscribed and Paid up:		
6,776,421,366 (March 31, 2022: 4,517,614,244) Equity Shares of ₹ 1 each#	6,776	4,518

During the year ended 31 March 2023, the Company alloted 2,258,807,122(March 31, 2022: Nil) equity shares of ₹ 1 each as bonus shares in proportion of one equity share for every two shares held by capitalisation of securities premium.

a. Movement in equity share capital

	Numbers	Amount
As at April 01, 2021	3,157,934,237	3,158
Cancellation of equity share capital in relation to merger pursuant to Composite Scheme (refer note 50)	(1,055,750,653)	(1,056)
Issue of equity share capital in relation to merger pursuant to Composite Scheme (refer note 50)	2,415,430,660	2,416
As at March 31, 2022	**4,517,614,244**	**4,518**
Add: Issue of bonus shares by capitalisation of securities premium during FY 2022-23	2,258,807,122	2,259
As at March 31, 2023	**6,776,421,366**	**6,776**

During the year ended 31 March 2023, the Company alloted 2,258,807,122 (March 31, 2022: Nil) equity shares of ₹ 1 each as bonus shares in proportion of one equity share for every two shares held.

b. Rights, preferences and restrictions attached to shares

Equity Shares:

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c. Aggregate number of Shares allotted as fully paid up by way of bonus shares (during 5 years immediately preceding March 31, 2023)

	Aggregate no of shares issued in five years	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019
Equity shares allotted as fully paid bonus shares by capitalisation of Securities Premium Account	3,311,451,868	2,258,807,122	-	-	-	1,052,644,746

d. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at March 31, 2023		As at March 31, 2022	
	Nos.	%	Nos.	%
Equity shares:				
Sumitomo Wiring Systems Limited	958,955,936	14.15%	792,637,291	17.55%
Shri Sehgals Trustee Company Private Limited (Trustee of Sehgal Family Trust)	930,170,146	13.73%	620,113,431	13.73%
Mr. Vivek Chaand Sehgal	878,782,644	12.97%	585,855,096	12.97%
Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	840,163,437	12.40%	560,108,958	12.40%
Radha Rani Holdings Pte Limited	516,030,934	7.62%	344,020,623	7.62%

e. Details of share holding of promoters group

	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total Shares	% change during the year
As at 31 March 2023					
Individual Promoter					
Mr. Vivek Chaand Sehgal	585,855,096	292,927,548	878,782,644	12.97%	50%
Mr. Laksh Vaaman Sehgal	1,143	571	1,714	0.00%	50%
Ms. Vidhi Sehgal	24,331,875	12,165,937	36,497,812	0.54%	50%
Ms. Renu Sehgal	150,085	75,042	225,127	0.00%	50%
Ms. Geeta Soni	16,190,764	7,195,382	23,386,146	0.35%	44%
Ms. Nilu Mehra	10,312,590	5,156,295	15,468,885	0.23%	50%
Promoters group					
Sumitomo Wiring Systems Limited	792,637,291	166,318,645	958,955,936	14.15%	21%
Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	560,108,958	280,054,479	840,163,437	12.40%	50%
Motherson Engineering Research and Integrated Technologies Limited	74,180,520	37,090,260	111,270,780	1.64%	50%
Shri Sehgals Trustee Company Private Limited (Trustee of Sehgal Family Trust)	620,113,431	310,056,715	930,170,146	13.73%	50%
H. K. Wiring Systems Limited	7,660,351	3,830,175	11,490,526	0.17%	50%
Radha Rani Holdings PTE Limited	344,020,623	172,010,311	516,030,934	7.62%	50%
Advance Technologies And Automotive Resources PTE	43,576,475	21,788,237	65,364,712	0.96%	50%
Arvind Soni	-	1,038,740	1,038,740	0.02%	100%
	3,079,139,202	**1,309,708,337**	**4,388,847,539**	**64.77%**	

	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total Shares	% change during the year^
As at 31 March 2022					
Individual Promoter					
Mr. Vivek Chaand Sehgal	73,165,402	512,689,694	585,855,096	12.97%	701%
Mr. Laksh Vaaman Sehgal	123	1,020	1,143	0.00%	829%
Ms. Vidhi Sehgal	-	24,331,875	24,331,875	0.54%	100%
Ms. Renu Sehgal	150,085	-	150,085	0.00%	0%
Ms. Geeta Soni	8,610,328	7,580,436	16,190,764	0.36%	88%
Ms. Nilu Mehra	7,869,690	2,442,900	10,312,590	0.23%	31%

	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total Shares	% change during the year^
Promoters group					
Erstwhile Samvardhana Motherson International Limited (erstwhile SAMIL)	1,055,750,653	(1,055,750,653)	-	0.00%	-100%
Sumitomo Wiring Systems Limited	792,637,291	-	792,637,291	17.55%	0%
Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	-	560,108,958	560,108,958	12.40%	100%
Motherson Engineering Research and Integrated Technologies Limited	-	74,180,520	74,180,520	1.64%	100%
Shri Sehgals Trustee Company Private Limited (Trustee of Sehgal Family Trust)	-	620,113,431	620,113,431	13.73%	100%
H. K. Wiring Systems Limited	7,660,351	-	7,660,351	0.17%	0%
Radha Rani Holdings PTE Limited	3,442,623	340,578,000	344,020,623	7.62%	9893%
Advance Technologies And Automotive Resources PTE	-		43,576,475	0.96%	100%
	1,949,286,546	**1,086,276,181**	**3,079,139,202**	**68.16%**	

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

^ % change during the year are not comparable because of impact of accounting for the scheme (refer note 50)

16 (a) Reserves and surplus

	As at March 31, 2023	As at March 31, 2022
Reserve on amalgamation	1,773	1,773
Securities premium	264,434	266,693
Capital reserve	3,691	3,691
General reserve	3,363	3,363
Retained earnings	33,976	29,194
Total reserves and surplus	**307,237**	**304,714**

(i) Reserve on amalgamation

	As at March 31, 2023	As at March 31, 2022
Opening balance	1,773	1,773
Closing balance	**1,773**	**1,773**

(ii) Securities premium

	As at March 31, 2023	As at March 31, 2022
Opening balance	266,693	26,226
Utilisation during the year on account of issue of bonus shares	(2,259)	-
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	2,40,467
Closing balance	**264,434**	**266,693**

(iii) Capital reserve

	As at March 31, 2023	As at March 31, 2022
Opening balance	3,691	80
Cancellation of investment in Motherson Sumi Wiring India Limited pursuant to composite scheme (refer note 50)	-	(1)
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	3,612
Closing balance	**3,691**	**3,691**

(iv) General reserve

	As at March 31, 2023	As at March 31, 2022
Opening balance	3,363	3,363
Closing balance	**3,363**	**3,363**

(v) Retained earnings

	As at March 31, 2023	As at March 31, 2022
Opening balance	29,194	32,951
Profit for the year	7,735	11,638
Remeasurements of post-employment benefit obligation, net of tax	(17)	27
Dividend paid[1]	(2,936)	(4,737)
Transferred in relation to demerger pursuant to Composite Scheme (refer note 50)	-	(10,721)
Reclassification due to changes in equity instruments	-	36
Closing balance	**33,976**	**29,194**

[1] During the financial year 2022-23, the Company paid final cash dividend for the financial year 2021-22 amounting ₹ 0.65 per share to its shareholders. (refer note 39)

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ Million, unless otherwise stated)

16(b) Other reserves

	As at March 31, 2023	As at March 31, 2022
FVOCI equity investments		
Opening balance	103	138
Change in fair value of FVOCI equity instruments	2	1
Reclassification due to changes in equity instruments	-	(36)
Closing balance	**105**	**103**

	As at March 31, 2023	As at March 31, 2022
Cash flow hedging reserve		
Opening balance	(25)	(259)
Change in fair value of hedging instruments (net of tax)	313	234
Closing balance	**288**	**(25)**
Total other reserves	**393**	**78**

Reserve on amalgamation

This reserve was created at the time of amalgamation and mergers carried out in earlier years. The reserve will be utilised in accordance with the provisions of the Act.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital reserve

This reserve is created at the time of merger of Motherson Polymers Compounding Solution Private Limited (MPCSL) with the Company during previous year (refer note 50). During the previous year the amount has been increased by ₹ 3,612 million in relation to merger of erstwhile Samvardhana Motherson International Limited (SAMIL) pursuant to Composite Scheme (refer note 50), wherein the investments and other assets have been acquired at fair value. The reserve will be utilised in accordance with the provisions of the Act.

General reserve

General reserve is the retained earnings of the Company which are kept aside out of the Company's profits to meet future (known or unknown) obligations.

FVOCI equity investments

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investment reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Cash flow hedging reserve

The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Company uses foreign currency forward contracts, cross currency swaps and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit and loss when the hedged item affects profit or loss (e.g. interest payments).

Bracket denotes appropriations / deductions / debit balances.

17 (a) Non-current borrowings

	Non Current Portion		Current Maturities	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Secured (i)				
Non-convertible debentures	-	4,995	5,000	7,000
Term Loans				
Indian rupee loan from banks	7,989	8,979	990	489
Unsecured (ii)				
Non-convertible debentures	15,951	31,239	21,289	-
Term Loans				
Indian rupee loan from banks	4,750	-	250	-
Less : Disclosed under current borrowings (refer Note 17 (b))	-	-	(27,529)	(7,489)
Total	**28,690**	**45,213**	**-**	**-**

(i) Secured Loans[1]

Nature of Security (In case of Secured Loans)	Principal Terms and Conditions
Non convertible debentures amounting to ₹ 5,000 million (March 31, 2022: ₹ 4,995 million) secured by: (a) first ranking Security Interest by way of hypothecation on the Hypothecated Properties created by the Company in favour of the Debenture Trustee pursuant to the Deed of Hypothecation; and / or (b) a first ranking Security Interest by way of equitable mortgage by deposit of title deeds on the Company's rights, title and interest in and to the Mortgaged Properties created by the Company in favour of the Debenture Trustee (or in favour of a security trustee or security agent appointed by the Debenture Trustee (acting in accordance with Approved Instructions)) pursuant to the Mortgage Documents (i.e. Director's Declaration and the Memorandum of Entry).	The company issued 5,000 listed, rated, redeemable, senior, secured non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 5,000 million, in a single tranche. These instruments bear interest at a rate of 7.84% payable annually on April 20 each year and will mature on April 20, 2023.
Non convertible debentures amounting to Nil (March 31, 2022: ₹ 7,000 million) secured by: First ranking and exclusive security interest by way of pledge over the Initial Pledged Shares (Motherson Sumi Wiring India Limited (MSWIL)) by the Company in terms of the Share Pledge Agreement, Deed of Hypothecation, as applicable.	700 listed, rated, redeemable, secured non-convertible debentures of a face value of ₹ 10,000,000 each, of the aggregate nominal value of up to ₹ 7,000 million and were transferred to the company pursuant to Composite Scheme (refer note 50). These instruments bear interest at a rate of 9.75% payable annually and fully repaid on December 2, 2022. Accordingly charge has been released.
Indian Rupee loan from banks is secured on investment in shares of one of the subsidiary, MSSL (GB) Ltd on pari passu basis	₹ 8,979 million (March 31, 2022 : ₹ 9,468 million) carrying Interest rate of 6.05% p.a. repayable in 5 years from date of first disbursement in ratio of 5:5:10:25:55 started from September 2021.

(ii) Unsecured Loans

Particulars	Terms of Repayment
Non convertible debentures amounting to ₹ 21,289 million (March 31, 2022: ₹ 21,262 million)	21,300 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 21,300 million. These instruments bear interest at a rate of 6.65% payable annually on September 14 each year and will mature on September 14, 2023.
Non convertible debentures amounting to ₹ 9,985 million (March 31, 2022: ₹ 9,977 million)	2,500 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 2,500 million. These instruments bear interest at a rate of 5.69% payable annually on November 25 each year and will mature on November 25, 2024. 5,150 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 5,150 million. These instruments bear interest at a rate of 6.09% payable annually on November 25 each year and will mature on November 25, 2026. 2,350 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 2,350 million. These instruments bear interest at a rate of 5.68% payable annually on December 08 each year and will mature on December 08, 2024.
Non convertible debentures amounting to ₹ 5,966 million (March 31, 2022: Nil)	60,000 unsecured, rated, listed, redeemable non-convertible debentures of a face value of ₹ 100,000 each, of the aggregate nominal value of up to ₹ 6,000 million. These instruments bear interest at a rate of 8.15% payable annually on January 23 each year and will mature on January 23, 2026.

Particulars	Terms of Repayment
Indian Rupee loan from banks	
₹ 3,500 million (March 31, 2022 : Nil) Indian Rupee loan from bank	Carrying Interest rate of 3 months Treasury Bill rate + Spread of 1.41% p.a. (7.85% on disbursement date). repayable in 5 annualy installments from date of first disbursement in ratio of 5:5:10:25:55 started from November 24, 2023.
₹ 1,500 million (March 31, 2022 : Nil) Indian Rupee loan from bank	Carrying Interest rate of 3 months Treasury Bill rate + Spread of 1.39% p.a. (8.51% on disbursement date). repayable in 20 quarterly installments from date of first disbursement started from June 2023 as below:- - first 8 installments of 1.25% each - next 4 installments of 2.5% each - next 4 installments of 6.25% each - next 4 installments of 13.75% each

[1] The carrying amount of financials and non financial assets pledged as security for long term borrowings is disclosed in Note 44

17 (b) Current borrowings

	As at March 31, 2023	As at March 31, 2022
Secured [2, 3]		
Working capital loans repayable on demand- from banks [1]		
Indian rupee loan	-	750
Current maturities of long term borrowings (refer note 17(a))	27,528	7,489
Total	**27,528**	**8,239**

[1] As on March 31 2022, Working capital loans were secured by first pari passu charge on entire current assets of the Company including receivables, both present and future and second pari passu charge over the fixed assets of the Company including equitable mortgage of specified properties and are repayable on demand in consortium. During the year ended March 31, 2023, the company has moved the working capital arrangements from consortium banks to multiple banks. Now all the working capital facilities are unsecured as per agreements with "the respective bank".

[2] The carrying amount of financials and non financial assets pledged as security for short term borrowings as on March 31, 2022 is disclosed in Note 44

[3] Short term borrowings carry interest rate ranging from 5.5% to 8.0% p.a.

The Company had borrowings from banks on basis of security of current assets. The quarterly returns/statements filed by the Company with such banks were in agreement with the books of accounts of the Company.

18 Other financial liabilities

	As at March 31, 2023	As at March 31, 2022
Non-current		
Retention money	-	2
Security deposit received (refer note 40)	311	276
Recovery against Vehicle Loan	97	91
Derivatives designated as cash flow hedge (refer note 37)	67	-
Unamortised finance income	51	68
Total	**526**	**437**
Current		
Interest accrued but not due on borrowings	1,470	1,563
Unpaid dividends [1]	67	69
Payables relating purchase of property, plant & equipment	269	185
Security deposit received (refer note 40)	3	4
Employee benefits payable	834	727
Accrued expenses	23	162
Derivatives designated as fair value hedge (refer note 37)	671	-
Recovery against Vehicle Loan	78	19
Total	**3,415**	**2,729**

[1] There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.

19 Trade payables

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (refer note 48)	694	601
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,478	6,319
Trade payable to related parties (refer note 40)	1,655	918
Total	**8,827**	**7,838**

Trade payables ageing schedule:

Undisputed

	Trade payables dues of micro enterprises and small enterprises		Trade payables dues of creditors other micro enterprises and small enterprises	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Current but not due	591	499	4,605	4,805
Outstanding for following periods from due date of payment				
Less than 1 year	99	99	3,047	2,391
1-2 years	3	2	31	26
2-3 years	0	0	442	4
More than 3 years	1	1	8	11
Total	**694**	**601**	**8,133**	**7,237**

During the financial year ended March 31, 2023 and March 31, 2022 there are no disputed trade payable.

20 Provisions

	As at March 31, 2023	As at March 31, 2022
For warranties	11	35
For contingencies	1	1
Total	**12**	**36**

Warranties

Provision for warranty relates to the estimated outflow in respect of warranty for products sold by the Company. Due to the very nature of such costs, it is not possible to estimate the timing/ uncertainties relating to the outflows of economic benefits.

Contingencies

Provision for contingencies relates to excise, entry tax and octroi demands including interest thereon, where applicable, being contested by the Company. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings.

The Company has following provisions in the books of account as at year end:

	Warranties		Contingencies	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Opening Balance	35	17	1	1
Additions/(deletion) during the year	(25)	18	-	-
Closing Balance	**10**	**35**	**1**	**1**

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ Million, unless otherwise stated)

21 Employee benefit obligations

	As At March 31, 2023		As At March 31, 2022	
	Current	Non-current	Current	Non-current
Gratuity	422	-	244	81
Compensated absences	103	448	86	399
Provident fund scheme	1	-	1	-
Total	**526**	**448**	**331**	**480**

The long term defined employee benefits and contribution schemes of the Company are as under:

A. Defined Benefit Schemes

Gratuity

The Company operates a gratuity plan administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme. Every employee is entitled to a benefit equivalent to fifteen days' salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Company pays contribution to Life Insurance Corporation of India to fund its plan.

In the current year, the said LIC fund has been transferred to the Motherson Sumi Wiring India Limited (MSWIL) to the extent of its share which was determined basis the employees transferred to the MSWIL post demerger. Pursuant to such determination by LIC, adjustments for actualisation of the fund balances amounting to ₹ 207 million has been effected during the year.

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

(i) Present Value of Defined Benefit Obligation

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Obligations at year beginning	1,457	959
Service Cost - Current	122	96
Interest expense	99	86
Amount recognised in profit or loss	**221**	**182**
Remeasurements		
Actuarial (gain)/ loss from change in financial assumption	(29)	(36)
Experience (gain)/loss	41	(30)
Amount recognised in other comprehensive income	**12**	**(66)**
Payment from plan:		
Benefit payments	(77)	(49)
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	100
Transferred in relation to demerger pursuant to Composite Scheme(net) (refer note 50)	-	331
Addition due to transfer of employees	19	-
Obligations at year end	**1,632**	**1,457**

(ii) Fair Value of Plan Assets

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Plan assets at year beginning, at fair value	1,132	805
Interest income	89	70
Amount recognised in profit or loss	**89**	**70**
Remeasurements		
Actuarial (gain)/ loss from change in financial assumption	(1)	(0)
Return on plan assets, excluding amount included in interest income	(11)	0
Amount recognised in other comprehensive income	**(12)**	**0**
Payment from plan:		
Benefit payments	(14)	(10)
Actualisation adjustment	(207)	-
Contributions:		
Employers	222	21
Addition in relation to merger pursuant to Composite Scheme (refer note 50)	-	15
Transferred in relation to demerger pursuant to Composite Scheme(net) (refer note 50)	-	231
Plan assets at year end, at fair value	**1,210**	**1,132**

(iii) Assets and Liabilities recognized in the Balance Sheet

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Present Value of the defined benefit obligations	1,632	1,457
Fair value of the plan assets	1,210	1,132
Amount recognized as Liability	**422**	**325**

(iv) Defined benefit obligations cost for the year:

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Service Cost - Current	122	96
Interest Cost (Net)	10	16
Actuarial (gain)/ loss	24	(66)
Extinguishment to discontinued operations - service and interest cost	-	0
Extinguishment to discontinued operations - Acturial (gain) / loss	-	(29)
Net defined benefit obligations cost	**156**	**17**

(v) Investment details of Plan Assets

The details of investments of plan assets are as follows:

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
LIC of India	100%	100%
Total	**100%**	**100%**

Note: In respect of Employees Gratuity Fund, composition of plan assets is not readily available from LIC of India. The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

(vi) Actuarial assumptions:

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Discount Rate per annum	7.2%	7.0%
Future salary increases	8.0%	8.0%

Note: Estimate of future increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(vii) Amount recognized in current year and previous four years:

	As At March 31, 2023	As At March 31, 2022	As At March 31, 2021	As At March 31, 2020	As At March 31, 2019
Defined benefit obligations	1,632	1,457	959	1,772	1,454
Plan assets	(1,210)	(1,132)	(805)	(1,358)	(1,230)
Deficit/(Surplus)	422	325	154	414	224

(viii)Expected Contribution to the Fund in the next year

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Gratuity	139	186

ix) Sensitivity Analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is :

	Change in Assumption	Impact	Increase in Assumption	Impact	Decrease in Assumption
As At March 31, 2023					
Continuing operations:					
Discount Rate per annum	0.5%	Decrease by	(67)	Increase by	62
Future salary increases	1.0%	Increase by	140	Decrease by	(124)

	Change in Assumption	Impact	Increase in Assumption	Impact	Decrease in Assumption
As At March 31, 2022					
Continuing operations and Discontinued operations:					
Discount Rate per annum	0.50%	Decrease by	(59)	Increase by	63
Future salary increases	1.0%	Increase by	132	Decrease by	(116)

Above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.

x) Risk exposure

The gratuity scheme is a salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

(a) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield fall, the defined benefit obligation will tend to increase.

(b) Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

(c) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

xi) Defined benefit liability and employer contributions

Weighted average duration of the defined benefit obligation is 9 years (March 31, 2022: 9 years)

Expected benefit payments are as follows:

	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As At March 31, 2023	139	177	450	1,125	**1,891**
Defined benefit obligation (gratuity)					
As At March 31, 2022	112	160	406	974	**1,652**
Defined benefit obligation (gratuity)					

B. Defined Contribution Schemes

The Company deposits an amount determined at a fixed percentage of basic pay every month to the State administered Provident Fund, Employee State Insurance (ESI) and Social Insurance for the benefit of the employees.

Amount recognised in the Statement of Profit & Loss is as follows (refer note 29):

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Continuing operations:		
Provident fund paid to the authorities	390	280
Employee state insurance paid to the authorities	47	38
Contribution to other funds (Employee welfare etc.)	2	2
	439	**320**

C. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India, however, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued by the Government of India. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

22 Government grants

	As At March 31, 2023	As At March 31, 2022
Opening balance	199	26
Grants received during the year	32	225
Released to profit and loss (refer note 25)	(28)	(52)
Closing balance	**203**	**199**

	As At March 31, 2023	As At March 31, 2022
Current portion	52	18
Non-current portion	151	181
Total	**203**	**199**

The Company has received Government grants relating to the purchase of property, plant and equipment and has presented the grant as deferred income which is credited to profit or loss on a straight-line basis over the expected lives of the related assets.

23 Current tax liabilities/ Non-current tax assets (net)

	As At March 31, 2023	As At March 31, 2022
Tax assets		
Non-current tax assets (net)	292	485
Tax liabilities		
Current tax liabilities (net)	-	-
Net tax liabilities/ (assets)	**(292)**	**(485)**

24 Other liabilities

	As At March 31, 2023	As At March 31, 2022
Non current		
Unearned Revenue	11	15
	11	**15**
Current		
Statutory dues including provident fund and tax deducted at source	287	898
Advances received from customers (refer note 45)	944	1,096
Unearned revenue	5	15
Other payables	116	-
Total	**1,352**	**2,009**

25(a) Revenue from contract with customers

	For the year ended	
	March 31, 2023	March 31, 2022
Sales of products		
Finished goods		
Within India	49,757	37,679
Outside India	15,767	11,471
Traded goods	2,010	1,399
Total gross sales	**67,534**	**50,549**
Sale of services	4,684	2,421
Total revenue from contract with customers (refer note 45)	**72,218**	**52,970**

Note: There is no material difference between the contract price and the revenue from contract with customers.

25(b) Other operating revenue

	For the year ended	
	March 31, 2023	March 31, 2022
Scrap sales	334	216
Job work income	7	12
Export incentives	78	68
Liabilities written back to the extent no longer required	11	35
Rent	752	663
Government grants (refer note 22)	28	52
Miscellaneous other operating income	122	147
Total	**1,332**	**1,193**

26 Other income

	For the year ended	
	March 31, 2023	March 31, 2022
Interest income from financial assets at amortised cost	1,010	1,238
Dividend Income		
- From subsidiaries	1,532	4,547
- From joint ventures	1,360	-
- From equity investments designated at fair value through OCI	0	2
Exchange fluctuation (net)	688	571
Profit on sale of investments	-	0
Gain on disposal of property, plant and equipment	21	27
Miscellaneous income	45	14
Total	**4,656**	**6,399**

27 Cost of materials consumed

	For the year ended	
	March 31, 2023	March 31, 2022
Opening stock of raw materials	2,695	1,841
Add : Purchases of raw materials	46,336	34,689
Less: Closing stock of raw materials	3,385	2,695
Total	**45,646**	**33,835**

28 Changes in inventory of finished goods, work in progress and stock in trade

	For the year ended	
	March 31, 2023	March 31, 2022
(Increase)/ decrease in stocks		
Stock at the opening of the year:		
Finished goods	1,810	1,279
Work-in-progress	1,433	1,136
Total A	**3,243**	**2,415**
Stock at the end of the year:		
Finished goods	2,563	1,810
Work-in-progress	1,588	1,433
Total B	**4,151**	**3,243**
(Increase)/ decrease in stocks (A-B)	**(908)**	**(828)**

29 Employee benefits expense

	For the year ended	
	March 31, 2023	March 31, 2022
Salary, wages & bonus	6,942	5,332
Contribution to provident & other fund (refer note 21)	439	320
Gratuity (refer note 21)	132	112
Leave encashment	87	-
Staff welfare expenses	395	313
Total	**7,995**	**6,077**

Note: net of expenses reimbursed on shared basis (refer note 51)

30 Other expenses

	For the year ended	
	March 31, 2023	March 31, 2022
Electricity, water and fuel	1,592	1,223
Repairs and maintenance:		
Machinery	848	644
Building	309	237
Others	508	284
Consumption of stores and spare parts	633	512
Conversion charges	331	291
Lease rent (refer note 46)	148	255
Rates & taxes	57	50
Insurance	183	148
Donation	29	10
Travelling	405	252
Freight & forwarding	2,088	1,622
Royalty	46	35
Cash Discount	8	-
Commission	56	48
Impairment of investments in subsidiaries and joint ventures	816	70
Bad debts/ advances written off	0	16
Provision for doubtful debts/advances	599	-
Legal & professional expenses (refer note (a) below)	1,377	857
Expenditure towards corporate social responsibility (CSR) activities (Refer note (b) below)	183	202
Miscellaneous expenses	914	670
Total	**11,130**	**7,426**

Note: net of expenses reimbursed on shared basis (refer note 51)

(a) Payment to auditors:

	For the year ended	
	March 31, 2023	March 31, 2022
As Auditor:		
Audit fees (including limited review)	35	34
Other services	2	3
Reimbursement of expenses	4	-
Total	**41**	**37**

(b) Corporate social responsibility expenditure

	For the year ended	
	March 31, 2023	March 31, 2022
(i) Contribution to Swarn Lata Motherson Trust	71	58
(ii) Contribution for the promotion of education & other Initiatives	1	-
(iii) Contribution towards PM Care Funds	-	-
	72	**58**
Amount required to be spent as per Section 135 of the Companies Act, 2013	183	202
Amount spent during the year on:		
(i) Construction/acquisition of asset	-	-
(ii) Purpose other than (i) above	72	58
	72	**58**
Amount yet to be spent for which provision is considered in financial	**111**	**144**

Note for Ongoing Projects and others:	For the year ended March 31, 2023	
	In case of Section 135(6) (Ongoing Project)	In case of Section 135(5) (Other than ongoing Project)
Opening Balance		
With Company	17	127
In Separate CSR Unspent A/c	25	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	127
Amount required to be spent during the year	161	21
Amount spent during the year		
From Company's bank A/c	72	-
From Separate CSR Unspent A/c	36	-
Closing Balance	**95**	**21**
With Company	89	21
In Separate CSR Unspent A/c	6	-

In respect of ongoing projects, the Company has transferred unspent amount to a special account, within a period thirty days from end of the financial year in compliance with provisions of sub section (6) of section 135 of the Companies Act.

The Company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII to the Companies Act, 2013 (the Act) as the period for such transfer i.e. six months of the expiry of the financial year as permitted under second proviso to sub-section (5) of section 135 of the Act, has not elapsed.

Note for Ongoing Projects and others:	For the year ended March 31, 2022	
	In case of Section 135(6) (Ongoing Project)	In case of Section. 135(5) (Other than ongoing Project)
Opening Balance		
With Company	25	139
In Separate CSR Unspent A/c	-	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	139
Amount required to be spent during the year	75	127
Amount spent during the year		
From Company's bank A/c	58	-
From Separate CSR Unspent A/c	-	-
Closing Balance	**42**	**127**
With Company	17	127
In Separate CSR Unspent A/c	25	-

31 Finance costs

	For the year ended	
	March 31, 2023	March 31, 2022
Interest on long term borrowings	1,516	1,136
Exchange differences regarded as an adjustment to borrowing costs[1]	(389)	62
Interest on lease liabilities	92	54
Other finance costs	227	159
Total	**1,446**	**1,411**

Note: net of expenses reimbursed on shared basis (refer note 51)

[1] Includes foreign exchange loss/ (gain) on long term loan facilities of Nil (March 31, 2022 : ₹ 115 million) and Mark to Market (gain)/ loss on derivatives of ₹ (389) million (March 31, 2022: ₹ (53) million)

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ Million, unless otherwise stated)

32 Depreciation and amortisation expense

	For the year ended	
	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment	1,864	1,703
Depreciation on right-of-use assets	264	172
Amortisation on intangible assets	12	3
Depreciation on investment properties	184	182
Less: Capitalised during the year[1]	(11)	(18)
Total	**2,313**	**2,042**

Note: net of expenses reimbursed on shared basis (refer note 51)

[1] Includes depreciation of ₹ 11 million (March 31, 2022: ₹ 18 million) capitalised during the year on assets used for creation of self generated assets (refer note 3(a)).

33 Income tax expense

(a) Income tax expense

	For the year ended	
	March 31, 2023	March 31, 2022
Current tax		
Current income tax charged	1,725	919
Adjustments for current tax of prior years	(102)	51
Total current tax expense	**1,623**	**970**
Deferred tax (refer note 11)		
Decrease/ (increase) in deferred tax assets (net)	(266)	232
Total deferred tax expense / (credit)	**(266)**	**232**
Income tax expense	**1,357**	**1,202**
Income tax expense is attributable to:		
Profit from continuing operations	1,357	1,202
	1,357	**1,202**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	For the year ended	
	March 31, 2023	March 31, 2022
Profit before tax from continuing operations	**9,092**	**9,198**
Tax at India's tax rate of 25.168% (March 2022: 25.168%)	2,288	2,315
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Tax deductions under Chapter VIA in respect of dividend income	(728)	(1,145)
Adjustments for tax of prior periods	(102)	51
Tax impact on effective portion of fair value hedge	(154)	65
Other adjustments	53	(37)
Income tax expense of continuing operations	**1,357**	**1,249**
Profit before tax from discontinued operations	**-**	**4,846**
Tax at India's tax rate of 25.168% (March 2022: 25.168%)	-	1,220
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Other adjustments	-	(16)
Income tax expense of discontinued operations	**-**	**1,204**

34 Earnings per share

		For the year ended	
		March 31, 2023	March 31, 2022
	For continuing operations		
a)	**Basic**		
	Net profit after tax available for equity Shareholders	7,735	7,996
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022: ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Basic earnings (in ₹) per Share of ₹ 1 each. (March 31, 2022: ₹ 1 each)	**1.14**	**1.53**
b)	**Diluted (refer note (i) below)**		
	Net profit after tax available for equity Shareholders	7,735	7,996
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022: ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Diluted earnings (in ₹) per share of ₹ 1 each. (March 31, 2022: ₹ 1 each)	**1.14**	**1.53**
	For discontinued operations		
a)	**Basic**		
	Net profit after tax available for equity Shareholders	-	3,642
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022: ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Basic earnings (in ₹) per Share of ₹ 1 each. (March 31, 2022: ₹ 1 each)	**-**	**0.70**

		For the year ended	
		March 31, 2023	March 31, 2022
b)	**Diluted (refer note (i) below)**		
	Net profit after tax available for equity Shareholders	-	3,642
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022: ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Diluted earnings (in ₹) per share of ₹ 1 each. (March 31, 2022: ₹ 1 each)	**-**	**0.70**
	For continuing and discontinued operations		
a)	**Basic**		
	Net profit after tax available for equity Shareholders	7,735	11,638
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022: ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Basic earnings (in ₹) per Share of ₹ 1 each. (March 31, 2022: ₹ 1 each)	**1.14**	**2.22**
b)	**Diluted (refer note (i) below)**		
	Net profit after tax available for equity Shareholders	7,735	11,638
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022: ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Diluted earnings (in ₹) per share of ₹ 1 each. (March 31, 2022: ₹ 1 each)	**1.14**	**2.22**

	As At March 31, 2023	As At March 31, 2022
Equity shares outstanding at the beginning of the year	4,517,614,244	3,157,934,237
Add: Weighted average number of shares issued	-	335,263,563
Add: Bonus shares issued by capitalisation of securities premium during FY2022-23	2,258,807,122	1,746,598,900
Weighted Average number of equity shares used to compute basic earnings per share	6,776,421,366	5,239,796,700

[1] The Company allotted 1,359,680,007 net equity shares having face value of ₹ 1/- each to the share holders of erstwhile Samvardhana Motherson International Limited as per the Composite Scheme of Amalgamation and Arrangement (refer note 50) as on January 28, 2022. Since the Company has accounted effect of merger from December 31, 2021 weighted average number of share is calculated from that date.

The shareholders of the Company approved the issue of bonus shares on September 23, 2022 in proportion of 1 equity share for every 2 equity shares held. These bonus shares have been allotted on October 6, 2022. Accordingly, the basic and diluted earnings per share for the current year as well as previous year have been calculated after considering the impact of issuance of equity shares.

The Company doesn't have any potential equity shares and thus weighted average number of the shares for computation of basic EPS and diluted EPS remain same.

35 Disclosure of ratios as required under Schedule III of the Companies Act, 2013

	For the year ended			
	March 31, 2023 (Refer note (i))	March 31, 2022 (Refer note (i))	% change	Reason for variance
Current Ratios (in times) (Current Assets / Current Liabilities)	1.28	1.49	-13.5%	Refer note (i)
Debt- Equity Ratio (in times) [(Long term borrowing including current maturities + short term borrowing + lease liabilities) / Shareholders equity]	0.18	0.18	4.7%	Refer note (i)
Debt Service Coverage ratio (in times) [(Earnings before finance costs, depreciation, dividend income, interest income, loss on sale of PPE and exceptional items but after tax) / (Finance costs + scheduled principal repayment of long term borrowing during the year)]	0.26	0.69	-62.0%	Refer note (i) & (ii)
Return on Equity ratio (in %) (Net Profits after taxes / Average Shareholder's Equity)	2.48%	4.24%	-41.6%	Refer note (i) & (iii)
Inventory Turnover ratio (in times) (Cost of goods sold / Average inventories)	5.76	5.46	5.4%	Refer note (i)
Trade Receivable Turnover Ratio (in times) (Revenue from contract with customers / Average trade receivables)	5.58	6.46	-13.5%	Refer note (i)
Trade Payable Turnover Ratio (in times) (Purchase of goods / Average trade payable)	5.74	5.06	13.5%	Refer note (i)
Net Capital Turnover Ratio (in times) (Revenue from contract with customers / Average working capital excluding current maturities of long term debt)	6.43	14.60	-56.0%	Refer note (i) & (iv)
Net Profit ratio (in %) (Profit / (loss) for the period / Revenue from operations)	10.52%	14.76%	-28.8%	Refer note (i) & (v)
Return on Capital Employed (in %) (Earnings before finance cost, interest income and taxes / Average capital employed) Capital employed = Shareholder's equity + Borrowings	18.34%	17.33%	5.9%	Refer note (i)
Return on Investment (in %) (Dividend income / Investment (on which dividend income earned))	4.22%	28.70%	-85.3%	refer note (vi)

Note:

In accordance with the requirements, changes in ratios of more than 25% as compared to previous year have been explained.

(i) Considering the impact of accounting for Composite Scheme of Amalgamation and Arrangement (refer note 50), ratios for the period ended March 31, 2022 have been calculated after considering relevant amounts pertaining only to continuing operations, hence the ratio are not strictly comparable.

(ii) Debt service coverage ratio has decreased due to higher amount of long term borrowing maturing in the next twelve months as compared to FY2021-22. The Company has utilised the borrowing to finance the operation of its Subsidiary Company, which is the reason for lower debt service coverage ratio at Standalone level.

(iii) Return on Equity ratio has decreased mainly due to lower dividend received from the group companies and impairment losses recognised during FY 2022-23.

(iv) Net Capital Turnover Ratio, has decreased due to higher revenue in FY 2022-23 and also due to increased current maturity of long term borrowings impacting the working capital for the FY 2022-23.

(v) Net Profit ratio has decreased due to lower dividend income and impairment losses recognised during FY 2022-23.

(vi) Return on investment has decreased due to lower dividend and impairment losses recognised income during FY 2022-23.

36 Fair value measurements

Financial instruments by category

	As At March 31, 2023			As At March 31, 2022		
	FVPL	FVOCI	Amortised Cost*	FVPL	FVOCI	Amortised Cost*
Financial assets						
Investments	-	18	-	-	15	-
Trade receivables	-	-	14,647	-	-	11,215
Loans	-	-	24,450	-	-	24,787
Cash and cash equivalents & other bank balance	-	-	2,190	-	-	6,317
Other financial assets	103	46	2,734	60	989	2,303
Total financial assets	**103**	**64**	**44,021**	**60**	**1,004**	**44,622**
Financial Liabilities						
Borrowings	-	-	56,218	-	-	53,452
Lease liabilities	-	-	1,447	-	-	711
Trade payables	-	-	8,827	-	-	7,838
Other financial liabilities	67	671	3,874	-	-	3,166
Total financial liabilities	**67**	**671**	**70,366**	**-**	**-**	**65,167**

i. Fair value hierarchy

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2023

	As At March 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial asset				
Financial Investments at FVOCI				
Listed equity investments	16	-	-	16
Unquoted equity investments	-	-	3	3
Derivatives financial assets	-	149	-	149
Total	**16**	**149**	**3**	**168**
Financial liabilities				
Borrowings	-	42,240	13,978	56,218
Other financial liabilities	-	738	3,874	4,612
Total financial liabilities	**-**	**42,978**	**17,852**	**60,830**

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2022

	As At March 31, 2022			
	Level 1	Level 2	Level 3	Total
Financial asset				
Financial Investments at FVOCI				
Listed equity investments	12	-	-	12
Unquoted equity investments	-	-	3	3
Derivatives financial assets	-	1,049	-	1,049
Total	**12**	**1,049**	**3**	**1,064**
Financial liabilities				
Borrowings	-	43,233	10,219	53,452
Other financial liabilities	-	-	3,166	3,166
Total financial liabilities	**-**	**43,233**	**13,385**	**56,618**

*The carrying amounts of trade receivables, borrowings, cash and cash equivalents, other financial assets, trade payables and other financial liabilities are considered to be the same as their face values.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

ii. Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

a. the use of quoted market prices or dealer quotes for similar instruments.

b. the fair value of forward foreign exchange contracts and principal swap is determined using forward exchange rates at the balance sheet date.

c. the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows.

d. the fair value of the remaining financial instruments covered under level 3 is determined using discounted cash flow analysis.

iii. Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2023 and March 31, 2022:

	Unquoted equity instruments
As at March 31, 2021	**186**
Change in reclassification of equity insturment	(183)
As at March 31, 2022	3
Change in reclassification of equity insturment	-
As at March 31, 2023	**3**

iv. Fair value of non current financial assets and liabilities measured at amortised cost

	As At March 31, 2023		As At March 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Loan to related party[1]	153	153	21,142	21,142
Loan to employees[1]	42	42	34	34
	195	**195**	**21,176**	**21,176**
Financial liabilities				
Borrowings[2]	28,690	28,690	45,213	45,213
Other financial liabilities	526	526	437	437
	29,216	**29,216**	**45,650**	**45,650**

[1] The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

The Company has taken interest rate swap amounting to ₹ 39,650 million (March 31, 2022: ₹ 39,650 million) and a borrowing with fixed interest rate amounting ₹ 11,150 million (March 31, 2022: ₹ 5,150 million).

Note: The carrying amounts of current financial assets and current financial liabilities i.e. trade receivables, loans, other financial assets, trade payables, short term borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

v. Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See (ii) above for the valuation techniques adopted:

	Fair value as at	
	As At March 31, 2023	As At March 31, 2022
Unquoted equity instruments	3	3
Significant unobservable inputs[1]		
Earnings growth rate	-	-
Risk adjusted discount rate	-	-
Sensitivity		
Impact of change in risk adjusted discount rate[2]		
Decrease in discount rate by 0.50%	-	-
Increase in discount rate by 0.50%	-	-
Impact of change in earnings growth rate[2]		
Decrease in growth rate by 0.50%	-	-
Increase in growth rate by 0.50%	-	-

[1] There were no significant inter-relationships between unobservable inputs that materially affect fair values

[2] Holding all the other variables constant

37(a) Financial risk management

The Company in its capacity as an internationally active supplier for the automobile industry is exposed to various risks i.e., market risk, liquidity risk and credit risk. The company has global presence and decentralized management structure. Concentrating on the plants make it necessary for implementing an organized risk management system. The Company is therefore exposed to risks associated with global organizations and automotive industry in particular.

The Company has set up a Risk Management Committee (RMC) at the board level to periodically review operating, financial and strategic risks in the business and their mitigating factors. RMC has formulated Risk Management Policy for the Company which outlines the risk management framework to help minimize the impact of uncertainty on the Company's strategic goals. The framework enables a structured and disciplined approach to risk management. The Company has developed guidelines on risk controlling and the use of financial instruments. These guidelines contain a clear allocation of duties. Risks are controlled and monitored by means of operational and financial measures.

Below are the major risks which can impact the Company:

A Market risk:

Market risk is the risk that the fair value of future cashflows of a financial instruments will fluctuate because of changes in market price/ rate. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

a. Price risk:

Fluctuation in commodity price in global market affects directly and indirectly the price of raw material

and components used by the Company in its various products segment. Substantial pricing pressure from major OEMs to give price cuts and inability to pass on the increased cost to customers may also affect the profitability of the Company. The Group has set up Global Sourcing Procurement (GSP) at Sharjah which gives leverage of bulk buying and helps in controlling prices to a certain extent.

The key raw material for the Company's wiring harness business is copper. There are substantial fluctuations in prices of copper. The Company has arrangements with its major customers for passing on the price impact.

The major raw materials used by Polymer Division of the Company are polypropylenes, polycarbonates and various grades of nylons and resins. The Company is having arrangement with major customers for actualization of raw material price variations periodically. Motherson Polymer Solutions, compounding unit has been established with a view of taking leverage on group's bulk consumption on major grades. The setting up of GSP further strengthens the procurement function.

The Company is regularly taking initiatives like VA-VE (value addition, value engineering) to reduce its raw material costs to meet targets set up by its customers for cost downs. In respect of customer nominated parts, the Company has back to back arrangements for cost savings with its suppliers.

b. Foreign currency risk:

The exchange variations in India has mainly impacted the imports, but however the Company has arrangements with its major domestic customers for passing on the exchange impact on import purchase and has considerably increased its export sales during last few years to attain natural hedge. The Company also does selective hedging to hedge its risks associated with foreign currency.

The hedged and unhedged foreign currency exposure is as follows:

(i) Derivatives outstanding as at the reporting date

Particulars/ Purpose	Currency (Amount in million)	As At March 31, 2023	As At March 31, 2022
Cross currency swap	INR : EUR	INR 5,197; EUR 60.00	INR 5,197; EUR 60.00
	INR : EUR	INR 2,596; EUR 30.00	INR 2,596; EUR 30.00
	INR : EUR	INR 2,595; EUR 30.00	INR 2,595; EUR 30.00
	INR : EUR	INR 2,607; EUR 30.00	INR 2,607; EUR 30.00
	INR : USD	INR 2,198; USD 30.00	INR 2,198; USD 30.00
	INR : USD	INR 2,204; USD 30.00	INR 2,204; USD 30.00
	INR : USD	INR 1,469; USD 20.00	INR 1,469; USD 20.00
	INR : USD	INR 2,427; USD 33.00	INR 2,427; USD 33.00
	INR : EUR	INR 3,448; EUR 40.00	INR 3,448; EUR 40.00
	INR : EUR	INR 2,595; EUR 30.00	INR 2,595; EUR 30.00
	INR : EUR	INR 2,593; EUR 30.00	INR 2,593; EUR 30.00
	INR : EUR	INR 2,500; EUR 29.88	INR 2,500; EUR 29.88
	INR : EUR	INR 2,500; EUR 29.88	INR 2,500; EUR 29.88
	INR : EUR	INR 2,500; EUR 29.88	INR 2,500; EUR 29.88
	INR : EUR	INR 2,350; EUR 27.47	INR 2,350; EUR 27.47

(ii) Particular of unhedged foreign currency exposure as at the reporting date (Net exposure to foreign currency risk)

	As At March 31, 2023		As At March 31, 2022	
	Payable / (Receivable)		Payable / (Receivable)	
	Amount in Foreign currency in million	Amount in ₹	Amount in Foreign currency in million	Amount in ₹
AUD	(0)	(15)	(0)	(10)
CHF	0	13	0	2
CNY	2	19	0	0
EUR	(27)	(2,263)	(26)	(2,206)
GBP	(0)	(10)	(1)	(54)
JPY	(600)	(369)	(719)	(444)
KRW	65	4	28	2
SEK	0	4	0	0
SGD	0	-	0	0
THB	2	6	2	5
USD	(3)	(257)	(6)	(441)
AED	-	-	(0)	(0)
ZAR	(1)	(4)	(2)	(8)

Foreign currency sensitivity on unhedged exposure

1% increase / decrease in foreign exchange rates will have the following impact on profit before tax:

	Impact on profit before tax	
	As At March 31, 2023	As At March 31, 2022
Increase by 1% in forex rate	29	31
Decrease by 1% in forex rate	(29)	(31)

(iii) Mark to market losses / (gain) on cross currency interest rate swaps

	For the year ended	
	As At March 31, 2023	As At March 31, 2022
Mark to Market losses/(gain) on cross currency interest rate swaps	(1,658)	2,195

c. Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. During March 31, 2023 and March 31, 2022, the Company's borrowings at variable rate were mainly denominated in INR.

(i) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings	5,000	750
Fixed rate borrowings	51,219	52,702
Total borrowings	**56,219**	**53,452**

An analysis by maturities is provided in Note [C (ii)] Maturities of financial liabilities below.

(ii) Sensitivity analysis

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

	Impact on profit before tax	
	As At March 31, 2023	As At March 31, 2022
Interest rates-increase by 50 basis points*	(25)	(4)
Interest rates-decrease by 50 basis points*	25	4

* Holding all other variables constant

B Credit risk:

The credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions.

Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's primary customers are major Indian automobile manufacturers (OEMs) with good credit ratings. Non-OEM clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default and impairment.

Financial instruments and cash deposits

The Company has deposited liquid funds at various banking institutions. Primary banking institutions are major Indian and foreign banks. In long term credit ratings these banking institutions are considered to be investment grade. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

C Liquidity risk:

The liquidity risk encompasses any risk that the Company cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating divisions of the Company and aggregated by Company finance. The Company's finance monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period.

	As at March 31, 2023	As at March 31, 2022
Floating rate		
- Expiring within one year (cash credit and other facilities)	13,020	7,129

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative and derivative financial liabilities:

Year Ended March 31, 2023	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	28,641	30,893	-	**59,534**
Trade payables	8,827	-	-	**8,827**
Other financial liabilities	2,745	526	-	**3,271**
Lease liabilities	274	789	88	**1,151**
Total non-derivative liabilities	**40,487**	**32,208**	**88**	**72,783**
Derivatives				
Derivatives designated as hedge	671	67	-	**738**
Total derivative liabilities	**671**	**67**	**-**	**738**

Year Ended March 31, 2022	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	9,425	45,519	-	54,944
Trade payables	7,838	-	-	7,838
Other financial liabilities	2,729	437	-	3,166
Lease liabilities	249	468	46	763
Total non-derivative liabilities	**20,241**	**46,424**	**46**	**66,711**
Derivatives				
Derivatives designated as hedge	-	-	-	-
Total derivative liabilities	**-**	**-**	**-**	**-**

37(b) Details related to hedging instrument

Fair value hedge		Nominal amount of the hedging instrument (in million)	Carrying amount of hedging instrument		Maturity Date	Line item in balance sheet where hedging instrument is disclosed	Change in fair value for calculating hedge ineffectiveness
			Assets	Liabilities			
As At March 31, 2023							
(i)	Cross currency interest rate swap	USD 80; EUR 74	-	-	Mar'2022	Other financial liabilities	-
		INR 5,750; EUR 81	-	-	Mar'2022		-
		INR 2,500; EUR 29.88	51	-	Nov'2026		34
		INR 2,500; EUR 29.88	46	-	Nov'2026		26
		INR 2,500; EUR 29.88	-	67	Nov'2024		(69)
		INR 2,350; EUR 27.47	6	-	Dec'2024		(13)
(ii)	Loan	INR 9,850	-	9,836	Nov'2024, Dec'2024, Nov'2026	Non-current borrowings	-
As At March 31, 2022							
(i)	Cross currency interest rate swap	USD 80; EUR 74	-	-	Mar'2022	Other financial liabilities	(498)
		INR 5,750; EUR 81	-	-	Mar'2022		(3)
		INR 2,500; EUR 29.88	18	-	Nov'2026		(18)
		INR 2,500; EUR 29.88	20	-	Nov'2026		(20)
		INR 2,500; EUR 29.88	2	-	Nov'2024		(2)
		INR 2,350; EUR 27.47	20	-	Dec'2024		(20)
(ii)	Loan	USD 80	-	-	Mar'2022	Non-current borrowings	359
		INR 5,750	-	-	Mar'2022		-
		INR 9,850	-	9,827	Nov'2024, Dec'2024, Nov'2026		-

37(c) Details related to hedged item

Fair value hedge		Carrying amount of hedged item		Accumulated amount of fair value adjustments on the hedged item included in the carrying amount of the hedged item		Line item in balance sheet where hedging item is disclosed	Change in value used for calculating hedge ineffective-ness	Accumulated amount of fair value adjustments on the hedged item included in the carrying amount of hedged item that have ceased to be adjusted for hedging gains and losses
		Assets	Liabilities	Assets	Liabilities			
As At March 31, 2023								
(i)	Investment	15,416	-	2,698	-	Non-current investments	612	-
As At March 31, 2022								
(i)	Investment	14,805	-	2,086	-	Non-current investments	(263)	-

Details of impact of fair value hedge on statement of profit and loss

Fair value hedge		Ineffectiveness recognized in profit or loss	Line items in profit and loss
For year ended on 31 March 2023:			
(i)	Investment	(589)	Finance cost
For year ended on 31 March 2022:			
(i)	Investment	62	Finance cost

37(d) Details related to cashflow hedge

Type of hedge and risks		Nominal value	Carrying amount of hedging instruments		Maturity date	Hedge ratio	Weighted average strike price / rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
			Assets	Liabilities					
As At March 31, 2023									
(i)	Cross currency interest rate swap	INR 8,636	25	-	Oct'2025	1:1	EUR:INR: 86.3590	25	(229)
		INR 12,995	21	-	Sep'2023	1:1	EUR:INR: 86.6321	21	(648)
		INR 8,298	-	670	Sep'2023	1:1	USD:INR: 74.4326	(670)	(738)
As At March 31, 2022									
(i)	Cross currency interest rate swap	INR 8,636	253	-	Oct'2025	1:1	EUR:INR: 86.3590	253	317
		INR 12,995	669	-	Sep'2023	1:1	EUR:INR: 86.6321	669	322
		INR 8,298	67	-	Sep'2023	1:1	USD:INR: 74.4326	67	(137)

38 Capital management

(a) Risk management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors Net Debt to EBITDA ratio i.e. Net debt (total borrowings (including lease liabilities) net of cash and cash equivalents) divided by EBITDA (Earnings before interest, depreciation, dividend income, interest income and exceptional items)

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(All amounts in ₹ Million, unless otherwise stated)

The Company's strategy is to ensure that the Net Debt to EBITDA is managed at an optimal level considering the above factors. The Net Debt to EBITDA ratios were as follows:

	As at March 31, 2023	As at March 31, 2022
Net Debt	55,543	47,915
EBITDA	8,949	7,345
Net Debt to EBITDA	**6.21**	**6.52**

(b) Loan covenants

Under the terms of the major borrowing facilities, the Company is required to comply with certain financial covenants and the Company has complied with those covenants throughout the reporting period.

(c) Dividends

	As at March 31, 2023	As at March 31, 2022
On Equity shares of ₹ 1 each		
Final dividend		
Amount of dividend paid (pertains to previous financial year)	2,936	4,737
Dividend per equity share	0.65	1.50

39 Distribution made and proposed

	As at March 31, 2023	As at March 31, 2022
Cash dividends on equity shares declared and paid		
Final cash dividend for the year ended on March 31, 2022: 0.65 per share (March 31, 2021: 1.50 per share)	2,936	4,737
	2,936	**4,737**
Proposed dividends on Equity shares		
Final cash dividend for the year ended on March 31, 2023: ₹ 0.65 per share (March 31, 2022: ₹ 0.65)	4,405	2,936
	4,405	**2,936**

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31.

The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

40 Related Party Disclosures

I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

a. Promoters / Entities with joint control over the Company

	Name	Ownership interest		
		Place of incorporation	As At March 31, 2023	As At March 31, 2022
1	Samvardhana Motherson International Limited (erstwhile SAMIL)	India	-	-
2	Sumitomo Wiring Systems Limited, Japan	Japan	14.15%	17.55%

Relationship where control exists

b. Subsidiaries of the Company

1 MSSL Mauritius Holdings Limited
2 Motherson Electrical Wires Lanka Private Limited
3 MSSL Mideast (FZE)
4 MSSL (S) Pte Limited
5 Motherson Innovations Tech Limited (formerly MSSL Automobile Component Limited)
6 Samvardhana Motherson Polymers Limited
7 MSSL (GB) Limited
8 Motherson Wiring System (FZE)
9 MSSL Tooling (FZE)
10 MSSL GmbH
11 MSSL Advanced Polymers s.r.o.
12 Motherson Air Travel Agency GmbH (formerly known as Motherson Techno Precision GmbH)
13 MSSL Germany Real Estate B.V. & Co. KG
14 MSSL s.r.l. Unipersonale
15 Motherson Techno Precision México, S.A. de C.V
16 Motherson Air Travel Pvt Ltd
17 MSSL Australia Pty Limited
18 Motherson Elastomers Pty Limited
19 Motherson Investments Pty Limited
20 MSSL Ireland Private Limited
21 MSSL Global RSA Module Engineering Limited
22 MSSL Japan Limited
23 Vacuform 2000 (Proprietary) Limited

24 MSSL México, S.A. De C.V.
25 MSSL WH System (Thailand) Co., Ltd
26 MSSL Korea WH Limited
27 MSSL Consolidated Inc.
28 MSSL Wiring System Inc
29 Alphabet de Mexico, S.A. de C.V.
30 Alphabet de Mexico de Monclova, S.A. de C.V.
31 Alphabet de Saltillo, S.A. de C.V.
32 MSSL Wirings Juarez, S.A. de C.V.
33 Samvardhana Motherson Global Holdings Ltd.
34 Samvardhana Motherson Automotive Systems Group B.V. (SMRPBV)
35 Samvardhana Motherson Reflectec Group Holdings Limited (SMR)
36 SMR Automotive Technology Holding Cyprus Limited
37 SMR Automotive Mirror Parts and Holdings UK Ltd
38 SMR Automotive Holding Hong Kong Limited
39 SMR Automotive Systems India Limited
40 SMR Automotive Systems France S.A.
41 SMR Automotive Mirror Technology Holding Hungary KFT
42 SMR Patents S.à.r.l.
43 SMR Automotive Technology Valencia S.A.U.
44 SMR Automotive Mirrors UK Limited
45 SMR Automotive Mirror International USA Inc.
46 SMR Automotive Systems USA Inc.
47 SMR Automotive Beijing Company Limited
48 SMR Automotive Yancheng Co. Limited
49 SMR Automotive Mirror Systems Holding Deutschland GmbH
50 SMR Holding Australia Pty Limited
51 SMR Automotive Australia Pty Limited
52 SMR Automotive Mirror Technology Hungary BT
53 Motherson Business Service Hungary Kft.
54 SMR Automotive Modules Korea Ltd.
55 SMR Automotive Beteiligungen Deutschland GmbH
56 SMR Hyosang Automotive Ltd.
57 SMR Automotive Mirrors Stuttgart GmbH

58 SMR Automotive Systems Spain S.A.U.
59 SMR Automotive Vision Systems Mexico S.A. de C.V.
60 Samvardhana Motherson Corp Management Shanghai Co Ltd.
61 SMR Grundbesitz GmbH & Co. KG
62 SMR Automotive Brasil Ltda.
63 SMR Automotive System (Thailand) Limited
64 SMR Automotives Systems Macedonia Dooel Skopje
65 SMR Automotive Operations Japan K.K.
66 SMR Automotive (Langfang) Co. Ltd
67 SMR Automotive Vision System Operations USA INC
68 SMR Mirror UK Limited
69 Motherson Innovations Company Limited
70 Motherson Innovations Deutschland GmbH
71 Samvardhana Motherson Global (FZE)
72 SMR Automotive Industries RUS Limited Liability Company
73 Re-time Pty Limited
74 SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Sirketi
75 SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi
76 Samvardhana Motherson Peguform GmbH (SMP)
77 SMP Automotive Interiors (Beijing) Co. Ltd.
78 SMP Deutschland GmbH
79 SMP Logistik Service GmbH
80 SMP Automotive Solutions Slovakia s.r.o.
81 Changchun Peguform Automotive Plastics Technology Co., Ltd.
82 Foshan Peguform Automotive Plastics Technology Co. Ltd.
83 Tianjin SMP Automotive Component Company Limited
84 Shenyang SMP Automotive Trim Co., Ltd
85 SMP Automotive Technology Iberica S.L.
86 Samvardhana Motherson Peguform Barcelona S.L.U
87 SMP Automotive Technologies Teruel Sociedad Limitada
88 Samvardhana Motherson Peguform Automotive Technology Portugal S.A.
89 SMP Automotive Systems Mexico S.A. de C.V.
90 SMP Automotive Produtos Automotivos do Brasil Ltda.
91 SMP Automotive Exterior GmbH

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(All amounts in ₹ Million, unless otherwise stated)

92 Samvardhana Motherson Innovative Autosystems B.V. & Co. KG
93 Samvardhana Motherson Innovative Autosystems Holding Company BV
94 SM Real Estate GmbH
95 Samvardhana Motherson Innovative Autosystems de México, S.A. de C.V.
96 SMP Automotive Systems Alabama Inc.
97 Celulosa Fabril (Cefa) S.A.
98 Modulos Ribera Alta S.L.Unipersonal
99 Motherson Innovations Lights GmbH & Co KG
100 Motherson Innovations Lights Verwaltungs GmbH
101 Zhaoqing SMP Automotive Co., Ltd.
102 SMP D Real Estates B.V. & Co. KG
103 SMP Automotive Ex Real Estate B.V. & Co. KG
104 SMP Automotive Interior Modules d.o.o. Ćuprija
105 MSSL Estonia WH OÜ
106 PKC Group Oy
107 PKC Wiring Systems Oy
108 PKC Group Poland Sp. z o.o.
109 PKC Wiring Systems Llc
110 PKC Group APAC Limited
111 PKC Group Canada Inc.
112 PKC Group USA Inc.
113 PKC Group Mexico S.A. de C.V.
114 Project del Holding S.a.r.l.
115 PK Cables do Brasil Ltda
116 PKC Eesti AS
117 TKV-sarjat Oy
118 Motherson Rolling Stocks S. de R.L. de C.V.
119 PKC SEGU Systemelektrik GmbH
120 Groclin Luxembourg S.à r.l.
121 PKC Vehicle Technology (Suzhou) Co., Ltd.
122 AEES Inc.
123 PKC Group Lithuania UAB
124 PKC Group Poland Holding Sp. z o.o.
125 OOO AEK

126 Kabel-Technik-Polska Sp. z o.o.
127 T.I.C.S. Corporation
128 AEES Power Systems Limited partnership
129 Fortitude Industries Inc.
130 AEES Manufactuera, S. De R.L de C.V.
131 Cableodos del Norte II, S. de R.L de C.V.
132 Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V.
133 Arneses y Accesorios de México, S. de R.L de C.V.
134 Asesoria Mexicana Empresarial, S. de R.L de C.V.
135 Arneses de Ciudad Juarez, S. de R.L de C.V.
136 PKC Group de Piedras Negras, S. de R.L. de C.V.
137 PKC Group AEES Commercial S. de R.L de C.V
138 Jiangsu Huakai-PKC Wire Harness Co., Ltd.
139 PKC Vechicle Technology (Hefei) Co, Ltd.
140 PKC Vehicle Technology (Fuyang) Co., Ltd.
141 Shangdong Huakai-PKC Wire Harness Co., Ltd.
142 Jilin Huakai - PKC Wire Harness Co. Ltd.
143 Motherson PKC Harness Systems FZ-LLC
144 Wisetime Oy
145 Global Environment Management (FZC)
146 SMRC Automotive Holdings Netherlands B.V.
147 SMRC Automotives Techno Minority Holdings B.V.
148 SMRC Automotive Modules France SAS
149 Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U.
150 SMRC Automotive Interiors Spain S.L.U.
151 SMRC Automotive Interior Modules Croatia d.o.o
152 Samvardhana Motherson Reydel Autotecc Morocco SAS
153 SMRC Automotive Technology RU LLC
154 SMRC Smart Interior Systems Germany GmbH
155 SMRC Automotive Solutions Slovakia s.r.o.
156 SMRC Automotive Holding South America B.V.
157 SMRC Automotive Modules South America Minority Holdings B.V.
158 SMRC Automotive Tech Argentina S.A.
159 SMRC Fabricacao e Comercio de Produtos Automotivos do Brasil Ltda

160 SMRC Automotive Products India Limited
161 SMRC Automotive Smart Interior Tech (Thailand) Ltd.
162 SMRC Automotive Interiors Japan Ltd.
163 Shanghai SMRC Automotive Interiors Tech Consulting Co. Ltd.
164 PT SMRC Automotive Technology Indonesia
165 Yujin SMRC Automotive Techno Corp.
166 SMRC Automotives Technology Phil Inc.
167 Motherson Consultancies Service Limited*
168 Samvardhana Motherson Finance Service Cyprus Limited*
169 Samvardhana Motherson Holding (M) Private Limited*
170 Samvardhana Motherson Auto Component Private Limited*
171 MS Global India Automotive Private Limited*
172 Samvardhana Motherson Maadhyam International Limited*
173 Samvardhana Motherson Global Carriers Limited*
174 Samvardhana Motherson Innovative Solutions Limited*
175 Samvardhana Motherson Refrigeration Product Limited*
176 Motherson Machinery and Automations Limited*
177 Samvardhana Motherson Auto System Private Limited*
178 Motherson Sintermetal Technology B.V.*
179 Motherson Invenzen XLab Private Limited*
180 Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)*
181 Motherson Technology Services USA Limited (formerly known as MSID U.S. Inc.)*
182 Motherson Technology Services Gmbh (Formerly known as MothersonSumi Infotech And Designs Gmbh)*
183 Motherson Technology Services SG PTE. Limited (formerly known as MothersonSumi INfotech and Designs SG Pte. Ltd.)*
184 Motherson Technology Services Kabushiki Gaisha(formerly known as MothersonSumi INfotech & Designs K.K.)*
185 Motherson Technology Service Mid East FZ-LLC (Formerly known as Motherson Infotek Designs Mid East FZ-LLC)*
186 Motherson Technology Services United Kingdom Limited (Formerly known as MothersonSumi Infotech & Solutions UK Limited)*
187 Motherson Auto Engineering Service Limited*
188 Samvardhana Motherson Health Solutions Limited*
189 SMI Consulting Technologies Inc.*
190 Motherson Technology Services Spain S.L.U. (Formerly known as Motherson Information Technologies Spain S.L.U.)*
191 Samvardhana Motherson Virtual Analysis Limited*

192 SAKS Ancillaries Limited*

193 Samvardhana Motherson Hamakyorex Engineered Logistics Limited*

194 Motherson Techno Tools Limited*

195 Motherson Techno Tools Mideast FZE*

196 Motherson Molds and Diecasting Limited*

197 Motherson Air Travel Agencies Limited*

198 CTM India Limited*

199 Fritzmeier Motherson Cabin Engineering Private Limited (became subsidiary w.e.f. March 20, 2023)

200 CIM Tools Private Limited

201 Aero Treatment Private Limited

202 Motherson Automotive Giken Industries Corp Ltd.

203 Motherson Electronic Components Pvt. Ltd

204 Motherson Sumi Wiring India Limited (refer note 50)

205 SMP Automotive Technology Management Services (Changchun) Co. Ltd. (liquidated w.e.f May 8, 2021)

206 Motherson Innovations LLC (liquidated w.e.f June 09, 2022)

207 Motherson Ossia Innovations llc. (liquidated w.e.f June 09, 2022)

208 Shenyang SMP Automotive Plastic Component Co. Ltd. (liquidated w.e.f March 20, 2023)

209 Motherson Rolling Stock Systems GB Limited (liquidated w.e.f. 26.01.2023)

210 Samvardhana Motherson Invest Deutschland GmbH (merged with MSSL GmbH w.e.f. September 06, 2022)

211 Motherson Air Travel Agency GmbH (merged with Motherson Techno Precision GmbH w.e.f. September 09, 2022)

212 SMRC Automotive Interiors Products Poland SA (liquidated w.e.f. April 06, 2021)

213 SMRC Smart Automotive Interior Technologies USA, LLC (liquidated w.e.f May 07, 2021)

214 SMRC Automotive Holdings B.V. (merged with SMRC Automotive Holdings Netherlands B.V. w.e.f. April 01, 2022)

215 MSSL Manufacturing Hungary Kft (Merged with SMR Automotive Mirror Technology Hungary BT w.e.f. October 01, 2022)

c. Joint Ventures:

1 Motherson Sumi Wiring India Limited

2 Kyungshin Industrial Motherson Private Limited

3 Calsonic Kansei Motherson Auto Products Private Limited

4 Ningbo SMR Huaxiang Automotive Mirrors Co. Limited (indirectly through Subsidiary)

5 Chongqing SMR Huaxiang Automotive Products Limited (indirectly through Subsidiary)

6 Tianjin SMR Huaxiang Automotive Part Co. Limited (indirectly through Subsidiary)

7 Nanchang JMCG SMR Huaxiang Mirror Co. Ltd (indirectly through Subsidiary)

8 Eissmann SMP Automotive Interieur Slovensko s.r.o (indirectly through Subsidiary)

9 Anest Iwata Motherson Coating Equipment Private Limited*

10 Anest Iwata Motherson Private Limited*

11 Valeo Motherson Thermal Commercial Vehicles India Limited*

12 Matsui Technologies India Limited*

13 Frigel Intelligent Cooling Systems India Private Limited*

14 Fritzmeier Motherson Cabin Engineering Private Limited (became subsidiary w.e.f. March 20, 2023)*

15 Nissin Advanced Coating Indo Co. Private Limited*

16 Motherson Bergstrom HVAC Solutions Private Limited*

17 Marelli Motherson Automotive Lighting India Private Ltd.*

18 Motherson Auto Solutions Limited*

19 Marelli Motherson Auto Suspension Parts Pvt Ltd*

20 Youngshin Motherson Auto Tech Limited*

21 Lauak CIM Aerospace Private Limited (indirectly through Subsidiary)

d. Associate Companies:

1 Saks Ancillaries Limited (became subsidiary during financial year March 31, 2022) (refer note 50)

2 Hubei Zhengao PKC Automotive Wiring Company Ltd. (indirectly through subsidiary)

3 AES (India) Engineering Limited*

* coverted into subsidiary/joint venture/associate during the year ended March 31, 2022 pursuant to Composite Scheme (refer note 50). Transactions till effective date of merger are reported as transactions with other related parties and transactions post effective date of merger are reported based on the current relationship with the Company.

II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in 40 (I) above:

Key management personnel compensation

	March 31, 2023	March 31, 2022
Short-term employee benefits	94	72
Directors commission/sitting fees	6	17
Post-employment benefits payable	55	68
Long-term employee benefits payable	21	24

Terms and conditions:

Transactions relating to sales and purchase of goods with related parties during the year are based on the price lists in force and terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

There is no significant allowance for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.Outstanding balances are unsecured and are repayable in cash.

Transactions with related parties

S. No.	Particulars	Subsidiaries		Joint ventures		Associate Company		Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
1	Sale of products	9,945	6,349	28,041	8,775	-	-	-	-	-	0	17	210
2	Sales of services	1,719	1,082	1,601	738	1	-	-	-	0	-	38	26
3	Rent income	35	21	696	25	-	-	-	-	-	-	5	6
4	Sale of property, plant and equipment	1	12	0	-	-	-	-	-	-	-	0	-
5	Purchase of goods	1,939	1,569	1,534	230	-	-	-	-	845	4,900	11,858	425
6	Purchase of property, plant and equipment & Right-of-use assets	117	34	122	-	-	-	-	-	-	49	589	764
7	Purchase of services	1,363	535	29	117	(0)	-	-	-	5	118	266	720
8	Rent expense	19	37	-	-	-	-	4*	6 *	-	20	368	365
9	Payment of lease liability	-	-	-	-	-	-	-	-	-	-	51	137
10	Payment of interest on lease liabilities	-	-	-	-	-	-	-	-	-	-	-	54
11	Reimbursement made***	121	139	37	2	-	-	-	-	-	2	10	66
12	Reimbursement received	264	126	1,105	2,123	0	-	-	-	-	1	6	9
13	Royalty	-	-	-	-	-	-	-	-	39	267	-	-
14	Dividend paid	-	-	-	-	-	-	382**	135**	515	2,757	1,100	5
15	Dividend received	1,532	4,547	1,360	-	-	-	-	-	-	-	-	-
16	Investment made	6,128	-	-	-	-	-	-	-	-	-	-	-
17	Interest income	180	188	-	-	-	-	-	-	-	-	-	-
18	Guarantees given during the year	12	-	-	-	-	-	-	-	-	-	-	-
19	Guarantees released during the year	7,324	-	-	-	-	-	-	-	-	-	-	-
20	Guarantee & Letter of comfort during the year on account of merger	-	8,376	-	130	-	-	-	-	-	-	-	-

Outstanding balances arising from sales / purchases of goods and services

S. No.	Particulars	Subsidiaries		Joint ventures		Associate Companies		Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
1	Trade Payable	1,010	637	98	41	-	-	1	-	356	158	190	82
2	Trade Receivable	3,630	2,359	6,957	4,591	0	-	-	-	-	-	15	1
3	Other Payable	-	-	0	0	-	-	-	-	-	-	15	15
4	Advances recoverable	374	182	0	1	-	-	-	-	-	-	73	3
5	Advances from customer	41	2	12	24	-	-	-	-	0	0	4	0
6	Investments (refer note 6 & 51)	259,593	251,501	50,704	52,352	-	-	-	-	-	-	3	3
7	Capital advance given	-	-	-	-	-	-	-	-	-	-	-	31
8	Guarantees given	15,003	21,568	-	-	-	-	-	-	-	-	-	-

Loans & advances to / from related parties

S. No.	Particulars	Subsidiaries		Joint ventures		Other related parties	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
i.	**Security deposits given:**						
	Beginning of the year	-	-	-	-	196	184
	Addition due to business combination	-	-	-			48
	Security deposit given	-	-	-	-	212	71
	Security deposits received back	-	-	-	-	(57)	(107)
	End of the year	**-**	**-**	**-**	**-**	**351**	**196**
ii.	**Security Deposit Received:**						
	Beginning of the year	**15**	**-**	**324**	**34**	**-**	**17**
	Security deposits received	-	-	-	290	-	-
	Addition due to business combination	(15)	15	-	-		(15)
	Security deposits repaid	-	-	-	-		(2)
	End of the year	**-**	**15**	**324**	**324**	**-**	**-**
iii.	**Loans given**						
	Beginning of the year	**25,129**	**26,656**	**19**	**-**	**0**	**457**
	Loans given	603	27	40	-	-	75
	Loan on account of merger	-	3,479	-	22	-	-
	interest on account of merger	-	158	-	0	-	-
	Interest charged	767	741	1	0	-	46
	Interest received	(868)	(753)	(0)	(1)	-	(78)
	TDS	(26)	(7)	(0)	(0)	-	
	Loans received back	(2,441)	(5,100)	(20)	(2)	-	(500)
	Exchange gain / (loss) on translation	1,528	(72)	-	-	-	-
	End of the year	**24,693**	**25,129**	**40**	**19**	**-**	**0**

* Rent of ₹ 4 million (March 31, 2022: ₹ 6 million) paid to Mr. V.C Sehgal, Mr. Laksh Vaaman Sehgal, Ms. Renu Sehgal, and Ms. Vidhi Sehgal.

**Dividend of ₹ 382 million (March 31, 2022 : ₹ 135 million) paid to Mr. V. C. Sehgal, Mr. Laksh Vaaman Sehgal, Ms. Renu Sehgal, Ms. Neelu Mehra, Ms. Geeta Soni, Mr. Pankaj Mital, Mr. G.N. Gauba, Ms. Geeta Mathur, Mr. Naveen Ganzu, Mr. Arjun Puri, Mr. Alok Goel, Mr. Kunal Malani and Mr. Gautam Mukherjee.

*** Reimbursements do not include settlement by the Company for amounts paid/ debits in respect of debtors/ other recoverables transferred to Motherson Sumi Wiring India Limited (MSWIL) as a part of the composite scheme.

Includes provision of expected credit loss amounting to ₹ 600 million considered during current year.

The Company has also issued a letter for financial and operational support in certain cases where Group entities required such support for their operations.

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

41 Segment Information:

(a) Description of segments and principal activities

The Company is primarily in the business of manufacture and sale of components to automotive original equipment manufacturers.

Subsequent to the completion of group re-organisation as mentioned in note 50, the Chief Operating Decision Maker ""CODM"" reviews the operations of the group in the following operating segments i.e. 'Wiring Harness', 'Modules and polymer products', 'Elastomers', 'Precision Metals & Modules' and 'Services', therefore disclosures on segment reporting in the standalone financial statement have been made in accordance therewith.

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker ""CODM"" of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments examines the Company's performance categorized in to following segments:

Segments	Description
Wiring harness	Represents operations of Samvardhana Motherson International Limited "SAMIL" (formerly Motherson Sumi Systems Limited "formerly MSSL"), engaged mainly in the business of manufacturing and trading of wiring harness, its components and rendering of support service function exclusively to wiring harness operations.
Modules and polymer products	Represents operations of Samvardhana Motherson International Limited "SAMIL" (formerly Motherson Sumi Systems Limited "formerly MSSL"), engaged in manufacturing and supplies of plastic parts and system modules for vehicle interiors and exteriors.
Emerging businesses	Comprise "Elastomers", "Precision Metals & Modules" and "Services" operations of the Company. These operations of the Company are currently below the thresholds for separate reporting as operating segments.

The CODM primarily uses a measure of revenue from operation and earnings before interest, tax, depreciation, amortisation and exceptional item (EBITDA) to assess the performance of the operating segments on monthly basis.

Unallocated:

Revenue, expenses, assets and liabilities have been identified to a segment on the basis of relationship to operating activities of the segment. Assets and liabilities which relate to enterprise as a whole and are not allocable to a segment on a reasonable basis have been disclosed under unallocated.

Inter segment transfer:

Inter Segment revenues are recognised at sales price. Profit or loss on inter segment transfer are eliminated at the Company level.

(b) Revenue from operation

Interest income, rental income, dividend income, income recognised on sales of assets and investment are excluded from segment revenue. Transactions between segments are carried out at arm's length and are eliminated on Company level. The segment revenue is measured in the same way as in the statement of profit or loss.

Revenue from operation

	As At March 31, 2023	As At March 31, 2022
Wiring harness	37,167	28,549
Modules and polymer products	30,729	22,113
Emerging businesses	6,105	3,837
Total	**74,000**	**54,499**
Segment revenue from discontinued operation (SAMIL Standalone segment) (refer note 50)	-	39,735
Less: Intersegment	451	13,277
Total revenue from operation as per statement of profit and loss	**73,549**	**80,957**

Disaggregated revenue information

i) Revenue from external customers

	As At March 31, 2023	As At March 31, 2022
India	56,084	41,450
Outside India	17,466	12,713
	73,550	**54,163**

	As At March 31, 2023	As At March 31, 2022
Type of goods or services		
Sales of Components	65,524	49,150
Tool development	2,010	1,399
Sale of services	4,684	2,421
Total revenue from contracts with customers	**72,218**	**52,970**

	As At March 31, 2023	As At March 31, 2022
Timing of revenue recognition		
As a point in time	70,208	51,571
Over a period of time	2,010	1,399
Total revenue from contracts with customers	**72,218**	**52,970**

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ Million, unless otherwise stated)

(c) EBITDA

	As At March 31, 2023	As At March 31, 2022
Wiring harness	6,091	5,184
Modules and polymer products	3,094	1,813
Emerging businesses	1,371	849
Total	**10,555**	**7,845**
EBITDA from discontinued operations (SAMIL Standalone segment) (refer note 50)	-	5,319
Add: unallocated income / (expenses)	(1,612)	(688)
Dividend Income		
Less: Intersegment	(6)	35
Total EBITDA	**8,949**	**12,442**
Depreciation	(2,313)	(2,424)
Finance costs	(1,446)	(1,504)
Interest income	1,010	1,240
Other income	2,892	4,772
Exceptional expenses	-	(481)
Income tax expense	(1,357)	(2,406)
Profit after tax	**7,735**	**11,639**

(d) Segment Assets

Segment assets are allocated based on the operations of the segment and the physical location of the asset. Assets not used directly in operations of the segment like investments, other common assets are reported as unallocated assets.

	As At March 31, 2023	As At March 31, 2022
Wiring harness	26,181	28,222
Modules and polymer products	17,412	15,788
Emerging businesses	6,881	5,403
Total	**50,474**	**49,413**
Less: Intersegment	109	3,143
Unallocated:		
Deferred Tax	280	114
Non-current Tax	292	485
Other corporate assets and investments	336,453	330,678
Total	**387,390**	**377,547**

Total of non-current assets other than financial instruments, investment in subsidiaries, joint ventures and associate and deferred tax assets broken down by location of the assets, is shown below:

	As At March 31, 2023	As At March 31, 2022
India	21,248	18,646
Outside India	-	-
	21,248	**18,646**

Capital expenditure

	As At March 31, 2023	As At March 31, 2022
Wiring harness	611	788
Modules and polymer products	1,479	1,436
Emerging businesses	1,886	357
Total	**3,976**	**2,581**

(e) Segment liabilities

Segment liabilities are allocated based on the operations of the segment. Liabilities not used directly in operations of the segment common liabilities like borrowings are reported as unallocated liabilities.

	As At March 31, 2023	As At March 31, 2022
Wiring harness	4,720	5,610
Modules and polymer products	7,562	6,634
Emerging businesses	1,839	3,103
Total	**14,121**	**15,347**
Less: Intersegment	109	3,143
Unallocated:		
Other common / unallocated liabilities	58,972	56,033
Total	**72,984**	**68,237**

f) Revenues from transactions with a single external customer amounting to 10 per cent or more of the Company's revenues is as follows

	As At March 31, 2023	As At March 31, 2022
Customer 1	-	-

NOTES TO THE FINANCIAL STATEMENTS (All amounts in ₹ Million, unless otherwise stated)

42 Capital and Other Commitments

Capital expenditure contracted at the end of the reporting period but not recognised as liabilities is as follows:

	As At March 31, 2023	As At March 31, 2022
Property, plant and equipment		
Estimated value of contracts in capital account remaining to be executed, (net of advances of ₹ 155 million (March 31, 2022: ₹ 138 million))	1,877	695
Total	**1,877**	**695**
Other Commitments		
Corporate Guarantee issued on behalf of subsidiary companies	15,003	21,568
Letter of comfort issued on behalf of Joint ventures	125	130

The Company has also issued a letter for financial and operational support in certain cases where Group entities required such support for their operations.

43 Contingent liabilities:

Claims against the Company not acknowledged as debts

		As At March 31, 2023	As At March 31, 2022
a)	Excise, sales tax and service tax matters*	46	50
b)	Claims made by workmen	85	65
c)	Income tax matters	106	73

* Against which Company has not given any bank guarantees

a) The Company does not expect any reimbursements in respect of the above contingent liabilities.

b) The Company has assessed that it is only possible but not probable that outflow of economic resources will be required.

44 Assets pledged as security

The carrying amount of assets pledged as security for current and non-current borrowings are as follows:

	Notes	As At March 31, 2023	As At March 31, 2022
Current:			
Cash and cash equivalents	13	-	6,246
Trade receivables	8	-	11,215
Inventory	12	-	6,877
Other current assets		-	3,978
Total current assets pledged as security		**-**	**28,316**
Non Current:			
Freehold land		78	87
Buildings and leasehold improvements		40	166

	Notes	As At March 31, 2023	As At March 31, 2022
Plant & Machinery		5,020	4,372
Investment property		195	257
Non current investment	6(a)	24,705	37,751
Total non-current assets pledged as security		**30,037**	**42,633**
Total assets pledged as security		**30,036**	**70,949**

As on March 31 2022, Working capital loans were secured by first pari passu charge on entire current assets of the Company including receivables, both present and future and second pari passu charge over the fixed assets of the Company including equitable mortgage of specified properties and are repayable on demand.

During the year ended March 31, 2023, the company has moved the working capital arrangements from consortium banks to multiple banks. Now all the working capital facilities are unsecured as per agreements with "the respective bank".

45 Ind AS 115 Revenue from contracts with customers

The transaction price allocated to the remaining performance obligations related to tool development (unsatisfied or partially unsatisfied) are, as follows:

	As At March 31, 2023	As At March 31, 2022
Within one year	767	653
More than one year	104	81
Total	**872**	**734**

Table below provides information on revenue recognised from :

	As At March 31, 2023	As At March 31, 2022
Amounts included in contract liabilities at the beginning of the year	888	515
Performance obligations partly satisfied in previous years	301	206

The table below represents summary of contract assets and liabilities relating to contracts with customers :

	As At March 31, 2023	As At March 31, 2022
Trade Receivables (refer note 8)	14,647	11,215
Contract assets (refer note 9)	1,160	934
Contract liabilities (refer note 24)	944	1,096

Contract assets are initially recognised for revenue earned from development of tools and secondary equipment as receipt of consideration is conditional on successful completion and acceptance by the customer. Upon completion and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The expected credit loss on contract assets is considered very low and hence no provision for credit loss is recorded in respect of contract assets.

46 Leases

The Company assesses each lease contract and if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration, the Company recognised right to use assets and lease liabilities for those lease contracts except for short-term lease and lease of low-value assets.

The Company has leases contracts for land, building, plant & machinery and vehicles. These lease arrangements for land are for a period upto 99 years, for building are for a period upto 10 years, plant & machinery are for a period upto 5 years and vehicles are for a period upto 5 years. The Company also has certain leases of machinery, computers, vehicles with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

	As At March 31, 2023	As At March 31, 2022
Current lease liabilities	582	231
Non-current lease liabilities	865	480
	1,447	**711**

Amount recognised in statement of profit and loss during the year on account of Ind AS 116

	As At March 31, 2023	As At March 31, 2022
Interest expense on lease liabilities (included in finance cost)	92	54
Depreciation on Right-of-use assets	264	172
Lease expense derecognised	313	171
Other items included in statement of profit and loss during the year:		
Short term and low value lease payments	148	255

47 Acquisitions by the Company

A) During the year ended March 31, 2023

i) CIM Tools Private Limited

On October 08, 2021 the Company signed share purchase agreement for acquisition of 55% stake in CIM Tools Private Limited (CIM). CIM in turn holds 83% stake in Aero Treatment Private Limited (ATPL) and 49.99% in Lauak CIM Aerospace (JV with Lauak International, LCA), together known as CIM Group for a total purchase consideration of ₹ 1,609 million. Investment in CIM is reported under investment in subsidiaries (refer note 6).

CIM Tools is engaged in specialised machining and sub-assembly of components for the aerospace industry. ATPL is a vertically integrated unit engaged in surface treatment of machined parts. The transaction has been completed in the month of April 2022.

ii) Fritzmeier Motherson Cabin Engineering Pvt. Ltd.

On March 20, 2023, the Company has purchased remaining 50% share of Fritzmeier Motherson Cabin Engineering Pvt. Ltd. (FMCEL) from F Holdings GmbH, Austria for total purchase consideration of ₹ 1,107 million.

Previously the Company held 50% shares in FMCEL and was reported as investment in joint ventures, which is now classified as investment in subsidiaries in standalone financial statements. (refer note 6)

B) Proposed acquisitions

i) Saddles International Automotive and Aviation Interiors Private Limited

On January 27, 2023, the Company entered into an agreement to purchase 51% share holding in Saddles International Automotive and Aviation Interiors Private Limited (SIAAIPL). SIAAIPL is engaged in manufacturing of premium upholstery for passenger vehicles applications.

ii) Youngshin Motherson Auto Tech Limited

Susequent to the Balance sheet date, The Board of Directors of the Company at their meeting held on April 17, 2023 approved to acquire additional 30% stake of Youngshin Motherson Auto Tech Limited ("YMAT") from Youngshin Components Co. Ltd., Korea subject to satisfactory completion of conditions precedent. Post completion of the transaction, the Company will hold 80% of equity share capital of YMAT and accordingly YMAT will become subsidiary of the Company. As on March 31, 2023, the Company held 50% stake in YMAT and the same is reported under investment in joint ventures (refer note 6).

48 Dues to micro enterprises and small enterprises

The Company has certain dues to suppliers registered under Micro and Small Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

	As At March 31, 2023	As At March 31, 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	694	601
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3	2
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	936	2,207
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	6	3
Further interest remaining due and payable for earlier years	-	-

49 Disclosure pursuant to the Regulation 34(3) read with para A of Schedule V to Securities and Exchange Board of India (Listing Obligations And Disclosures Requirements) Regulation, 2015:

a) Loans and advances in the nature of loans to subsidiaries and associates (including interest)

	As At March 31, 2023	As At March 31, 2022
Loan to Subsidiary: MSSL Mideast (FZE)		
Balance as at year end	-	-
Maximum amount outstanding at any time during the year	-	3,003
Loan to Subsidiary: MSSL Mauritius Holdings Limited		
Balance as at year end	22,930	21,410
Maximum amount outstanding at any time during the year	23,425	23,649
Loan to Subsidiary: Samvardhana Motherson Holding Pvt Ltd[1]		
Balance as at year end	370	345
Maximum amount outstanding at any time during the period effective from merger	370	345
Loan to Subsidiary: MS Global India Automotive Private Limited[1]		
Balance as at year end	-	1,452
Maximum amount outstanding at any time during the period effective from merger	1,522	1,452
Loan to Subsidiary: Samvardhana Motherson Auto Component Private Limited[1]		
Balance as at year end	-	187
Maximum amount outstanding at any time during the period effective from merger	191	187
Loan to Subsidiary: Motherson Technology Services Limited.[1]		
Balance as at year end	-	375
Maximum amount outstanding at any time during the period effective from merger	923	375
Loan to Subsidiary: Motherson Invenzen Xlab Private Limited[1]		
Balance as at year end	40	21
Maximum amount outstanding at any time during the period effective from merger	42	21

	As At March 31, 2023	As At March 31, 2022
Loan to Subsidiary: Samvardhana Motherson Innovative Solutions Limited[1]		
Balance as at year end	1,269	1,214
Maximum amount outstanding at any time during the period effective from merger	1,393	1,214
Loan to Subsidiary: Samvardhana Motherson Global Carriers Limited[1]		
Balance as at year end	81	125
Maximum amount outstanding at any time during the period effective from merger	158	125
Loan to Subsidiary: Samvardhana Motherson Maadhyam International Limited		
Balance as at year end	3	-
Maximum amount outstanding at any time during the period effective from merger	3	-
Loan to Associate: Motherson Sumi Wiring India Limited		
Balance as at year end	-	-
Maximum amount outstanding at any time during the year	-	4
Loan to Joint Venture: Valeo Motherson Thermal Commercial Vehicles India Ltd[1]		
Balance as at year end	0	20
Maximum amount outstanding at any time during the period effective from merger	20	20
Loan to Joint Venture: Youngshin Motherson Auto Tech Limited		
Balance as at year end	41	-
Maximum amount outstanding at any time during the period effective from merger	41	-

[1] Pursuant to Composite Scheme, the aforesaid loans were acquired through merger with erstwhile SAMIL during previous year(refer note 50).

b) the particulars of loans to subsidiaries which are disclosed below as required by Sec 186(4) of the Companies Act 2013:

Name of the Borrower	Currency of loan	As At March 31, 2023	As At March 31, 2022
MSSL Mauritius Holdings Limited	EUR	13,507	12,718
MSSL Mauritius Holdings Limited	USD	9,423	8,692
Samvardhana Motherson Holding Pvt Ltd	EUR	370	345
MS Global India Automotive Private Limited	INR	-	1,452
Samvardhana Motherson Auto Component Private Limited	INR	-	187
Motherson Technology Services Limited	INR	-	375
Motherson Invenzen Xlab Private Limited	INR	40	21
Samvardhana Motherson Innovative Solutions Limited	INR	1,269	1,214
Samvardhana Motherson Global Carriers Limited	INR	81	125
Samvardhana Motherson Maadhyam International Limited	INR	3	-

All loans are Unsecured loans.

The tenure and interest rate on these shall vary in the range of 1-3 years and between 2.00% to 10.00% depending upon currency and tenure .

The purpose of above loans are Investment/ advances to other group companies and meeting other financial obligations.

50 The Composite Scheme of Amalgamation and Arrangement

The Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") vide its order dated December 22, 2021 approved the Composite Scheme of Amalgamation and Arrangement ("the Scheme") between the Company, Motherson Sumi Wiring India Limited (""MSWIL""), erstwhile Samvardhana Motherson International Limited (erstwhile SAMIL) and their respective shareholders. The Scheme among other things, included demerger of Domestic Wiring Harness ("DWH") business from the Company into a new company, viz., MSWIL and subsequent merger of erstwhile SAMIL into the Company.

Considering that all necessary and substantive approvals were received, the Company had given effect to the merger and demerger accounting from December 31, 2021 in accordance with the accounting treatment prescribed in the Scheme and relevant accounting principles.

A Demerger of Domestic Wiring Harness (DWH) Business

As per the Scheme, 3,157,934,237 equity shares having face value of ₹ 1/- each, were allotted by MSWIL, in the ratio of 1 equity share of MSWIL of face value ₹ 1/- each for every 1 equity share of the Company of face value ₹ 1/- each, to the shareholders of the Company as on January 19, 2022, being the record date fixed by the Company. The carrying amount of net assets amounting to ₹ 10,721 million, as on December 31, 2021, pertaining to DWH Business transferred to MSWIL was adjusted against retained earnings of the Company. Till the date of transfer, results of DWH Business were reflected and presented as Discontinued Operation.

(i) The results of DWH business are presented below:

	From April 01, 2021 to December 31, 2021
Revenue from contract with customers	39,309
Other operating revenue	426
Revenue from operations	**39,735**
Other income	207
Total expenses	35,096
Profit/(loss) before tax for the period	**4,846**
Tax expense/ (credit)	1,204
Profit / (loss) for the period	**3,642**

The income and expenses of continuing operation includes transactions with discontinued operation, which does not have impact on "Profit / (loss) for the year from continuing and discontinued operations" as disclosed in standalone statement of profit and loss. Revenue from contract with customers on account of transaction between continuing operations and discontinued operations is as follows:

	From April 01, 2021 to December 31, 2021
Amount included in continuing operation	12,929
Amount included in discontinued operation	12

(ii) The major classes of assets and liabilities of DWH business classified as held for distribution as on March 31, 2021, and book value of assets and liabilities transferred as on effective date of scheme are presented below:

	December 31, 2021
ASSETS	
Non-current assets	
Property, plant and equipment	1,697
Right-of-use assets	324
Capital work in progress	4
Financial assets	
i. Loans	31
ii. Other financial assets	89
Deferred tax assets (net)	271
Other non-current assets	87
Non-current tax assets (net)	31
Total non-current assets	**2,534**
Current assets	
Inventories	9,788
Financial assets	
i. Trade receivables	7,688
ii. Cash and cash equivalents	7
iii. Loans	21
iv. Other financial assets	77
Other current assets	626
Total current assets	**18,207**
Total assets	**20,741**
LIABILITIES	
Non current liabilities	
Financial Liabilities	
i. Borrowings	103
ii. Lease liabilities	292
iii. Other financial liabilities	76
Employee benefit obligations	146
Government grants	199
Total non-current liabilities	**816**
Current liabilities	
Financial Liabilities	
i. Borrowings	47
ii. Lease liabilities	78
iii. Trade payables	7,309
iv. Other financial liabilities	754
Provisions	12
Employee benefit obligations	481
Government grants	30
Other current liabilities	493
Total current liabilities	**9,204**
Total liabilities	**10,020**
Net Assets directly associated with DWH business	**10,721**

(iii) Net cash flows attributable to the DWH business are as follows:

	From April 01, 2021 to December 31, 2021
Net cash generated from / (used in) operating activities	916
Net cash used in investing activities	(452)
Net cash generated from financing activities	(840)
Net increase in cash and cash equivalents	**(376)**

The Company has incurred expenses amounting Nil (March 31, 2022: ₹ 481 million) in connection with the implementation of the scheme of arrangement, which have been disclosed as exceptional expenses in statement of profit and loss.

B Amalgamation of erstwihile Samvardhana Motherson International Limited

In accordance with the Scheme, 1,359,680,007 net equity shares having face value of ₹ 1/- each have been allotted by the Company in the ratio of 51 equity shares of the Company of face value ₹ 1/- each for every 10 equity shares of erstwhile SAMIL of face value ₹ 10/- each to the shareholders of erstwhile SAMIL as on January 28, 2022, being the record date fixed in terms of the Scheme. This translates into net consideration for the transaction at ₹ 241,827 million and capital reserve of ₹ 3,612 million, being excess of fair value of identifiable assets and liabilities assumed through merger with erstwhile SAMIL over net consideration. The fair values used for the accounting have been determined based on purchase price Allocation in accordance with IND AS 103 – "Business Combination".

(i) Assets and Liabilities recognized as result of above scheme are as follows:

Particulars	Amount in ₹ Million
ASSETS	
on-current assets	
Property, plant and equipment	17
Right-of-use assets	86
Investment accounted as per equity methods	2,47,668
Financial assets	
i. Investments	2
ii. Other financial assets	140
Other non-current assets	9
Non-current tax assets (net)	123
Total non-current assets	**2,48,045**
Current assets	
Financial assets	
i. Investments	900
ii. Trade receivables	27
iii. Cash and cash equivalents	145
iv. Bank balances other than (iii) above	7
v. Loans	3,489
vi. Other financial assets	376
Other current assets	13
Total current assets	**4,957**
Total assets	**2,53,002**
LIABILITIES	
Non current liabilities	
Financial Liabilities	
i.(a) Lease liabilities	47
Employee benefit obligations	101
Other non-current liabilities	29
Total non-current liabilities	**177**
Current liabilities	
Financial Liabilities	
i. Borrowings	7,000
i.(a) Lease liabilities	42
ii. Trade payables	151
iii. Other financial liabilities	109
Employee benefit obligations	29
Other current liabilities	55
Total current liabilities	**7,386**
Total liabilities	**7,563**
Net identifiable assets acquired	**2,45,439**

Calculation of goodwill / (gain on bargain purchase)	Amount in ₹ Million
Purchase consideration	
Issue of equity share capital to share holders of SAMIL(net)	1,360
Security premium recognised over the face value of equity share capital	2,40,467
Net identifiable assets acquired	2,45,439
Goodwill / (gain on bargain purchase)	**(3,612)**

51 Pursuant to implementation of Composite scheme (refer note 50), domestic wiring harness business of the Company is transferred to Motherson Sumi Wiring India Limited (MSWIL). There are various common facilities/ functions with the Company and cost in respect of the same are incurred by the Company. Motherson Sumi Wiring India Limited (MSWIL) reimburses to the Company the cost at actual basis or shared basis based on mainly in the ratio of sales of domestic and non-domestic wiring harness business as mutually decided by both the Companies with effect from the appointed date of April 1, 2021. These costs are excluded in the respective expense head as mentioned below.

		For the year ended March 31, 2023	For the year ended March 31, 2022
	Employee benefits expense (refer note 29)		
	Salary, wages & bonus	371	606
	Contribution to provident & other fund	31	51
	Gratuity	4	22
	Staff welfare expenses	13	36
A	**Total Employee benefits expense**	**419**	**715**
	Other expenses (refer note 30)		
	Electricity, water and fuel	13	13
	Repairs and maintenance:		
	Machinery	3	11
	Building	6	3
	Others	22	28
	Consumption of stores and spare parts	3	4
	Rent	84	81
	Rates & taxes	1	1
	Insurance	12	58
	Donation	-	13
	Travelling	22	22
	Freight & forwarding	0	0
	Commission	1	4
	Legal & professional expenses	221	362
	Miscellaneous expenses	62	84
B	**Total Other expenses**	**451**	**684**
	Finance costs (refer note 31)		
	Interest on long term borrowings	-	16
	Interest on lease liabilities	-	5
C	**Total Finance costs**	**-**	**21**
	Depreciation and amortisation expense (refer note 32)		
	Depreciation on right of use assets	-	20
D	**Total Depreciation and amortisation expense**	**-**	**20**
E	**Exceptional (income) / expenses (refer note 50)**	**-**	**104**
	Total Shared cost (A+B+C+D+E)	**870**	**1,544**

52 Other Statutory Information

(i) There are no proceeding that has been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules thereunder.

(ii) There are no transactions with companies that are struck off under Section 248 of the Companies Act, 2014 or Section 560 of the Companies Act, 1956.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period except few charges, which are in the process of satisfaction.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company is not declared as wilful defaulter by any bank or financial institutions.

53 The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12
The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

54 Amounts appearing as zero "0" in financial are below the rounding off norm adopted by the Company

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Place: Gurugram
Date : May 26, 2023

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures comprising of the Consolidated Balance sheet as at March 31 2023, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2023, their Consolidated profit including other comprehensive income, their Consolidated cash flows and the Consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, associates, joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key audit matters	How our audit addressed the key audit matter
De-recognition of trade receivables under factoring facilities *(as described in Note 8 of the Consolidated Financial Statements)*	
The Group enters into non-recourse factoring arrangements for its trade receivables with various banks/financial institutions. As at 31 March 2023, the Group had factoring facilities in place for trade receivables amounting to ₹ 62,557 million which were de-recognized in the Financial Statements. The Group derecognizes the receivables from its books if it transfers substantially all the risks and rewards of ownership of the financial asset (i.e. receivables). The assessment of de-recognition of trade receivables under the factoring facilities is complex and requires significant judgement applied by the management. Accordingly, the matter has been identified as KAM.	Our audit procedures included the following: 1. The procedures performed by us in respect of the entity audited by us and by other component auditors in respect of entities where we are not the auditors, included following: a. Obtained an understanding of the process related to de-recognition of trade receivables; b. Evaluated the assessment made by management covering factoring contracts; c. For selected sample of new contracts entered during the year, tested their nature and evaluated whether key terms and conditions thereof are in line with the guidance prescribed under Ind AS 109, "Financial Instruments"; 2. In respect of the entities where we are not the auditors, we made enquires of the procedures performed by them as enumerated above; 3. We read and assessed the disclosure made in the Consolidated Financial Statements for assessing compliance with disclosure requirements
Impairment assessment of goodwill *(as described in Note 5 and 48 of the Consolidated Financial Statements)*	
The Group carries goodwill amounting to ₹ 37,726 million in respect to its subsidiary entities and ₹ 38,302 million in respect to its joint venture entities in its consolidated balance sheet as at March 31, 2023. The impairment assessment of the cash generating units (CGU) to which these goodwill assets have been allocated is complex and highly judgmental as it requires significant estimates such as growth in revenue and operating margin, discount rate and terminal value for determining the Value-In-Use at the respective CGU level. Accordingly, the matter has been identified as KAM.	Our audit procedures included the following: 1. Obtained an understanding of the process followed and the analysis performed by management for the purpose of the impairment assessment; 2. Obtained the impairment analysis model from the management and assessed their conclusions; 3. Evaluated significant assumptions used in the management's assessment like the operating margins, discount rates, revenue growth rates, terminal value computations with the support of valuation specialists, wherever required by performing independent calculations and sensitivity analysis. 4. Tested the mathematical accuracy of the management's assessment; 5. Assessed the adequacy of disclosures made in the consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition from contract with customers *(as described in Note 25(a) of the Consolidated Financial Statements)*	
The Group recognizes revenue from the sale of goods based on the agreed terms with the customers which includes accruals relating to cost escalation claims from customers on a periodic basis. These accruals form part of the revenue from the sale of goods in accordance with the Ind AS 115 "Revenue from Contracts with Customers". Given the nature of arrangements and time involved in their final settlement with the customers, significant judgements are involved for determining the timing of recognition of these accruals. Accordingly, the matter has been identified as KAM	Our audit procedures included the following: 1. The procedures performed by us in respect of the entity audited by us and by other component auditors in respect of entities where we are not the auditors, included following: a. Obtained an understanding of the process followed by the management in relation to the recognition of such accruals; b. For selected samples, verified the underlying documents/ evidence to ascertain the reasonableness of the estimates recorded and evaluated whether recognition criteria in accordance with Ind AS 115 "Revenue from Contracts with Customers" is met; c. Performed enquiries with the entity's sales and marketing to obtain information related to any ongoing discussions with key customers; 2. In respect of the entities where we are not the auditors, we made enquiries of the procedures performed by them as enumerated above.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Financial Statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above and when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated cash flows and Consolidated statement of changes in equity of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the Financial Statements and other financial information, in respect of 87 subsidiaries, whose Financial Statements include total assets of ₹ 854,638 million as at March 31, 2023, and total revenues of 605,457 million and net cash outflows of ₹ 4,603 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which Financial Statements, other financial information and auditor's reports have been furnished to us by the management. The Consolidated Financial Statements also include the Group's share of net loss of ₹ 2,095 million for the year ended March 31, 2023, as considered in the Consolidated Financial Statements, in respect of 1 associate and 9 joint ventures, whose Financial Statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and our report in terms Chartered Accountants of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures is based solely on the reports of such other auditors.

(b) The accompanying Consolidated Financial Statements include unaudited Financial Statements and other unaudited financial information in respect of 63 subsidiaries, whose Financial Statements and other financial information reflect total assets of ₹ 22,872 million as at March 31, 2023, and total revenues of ₹ 6,463 million and net cash inflows of ₹ 4,052 million for the year ended on that date. These unaudited Financial Statements and other unaudited financial information have been furnished to us by the management. The Consolidated Financial Statements also include the Group's share of net profit of ₹ 147 million for the year ended March 31, 2023, as considered in the Consolidated Financial Statements, in respect of 8 joint ventures, whose Financial Statements, other financial information have not been audited and whose unaudited Financial Statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, joint ventures and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, joint ventures is based solely on such unaudited Financial Statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these Financial Statements and other financial information are not material to the Group.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate Financial Statements and the other financial information of the subsidiary companies, associate companies and joint ventures companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except in respect of one subsidiary company, as disclosed in note 50(b) to the Consolidated Financial Statements, the server is not physically located in India for the daily backup of the books of account and other books and papers maintained in electronic mode;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

   (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies and joint ventures, none of the directors of the Group's companies, its associates and joint ventures, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiary companies, associate companies and joint ventures, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associates and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries, associates and joint ventures incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate Financial Statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the 'Other matter' paragraph:

      i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated financial position of the Group, its associates and joint ventures in its Consolidated Financial Statements – Refer Note 20 and Note 43 to the Consolidated Financial Statements;

      ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer (a) Note 37 to the Consolidated Financial Statements in respect of such items as it relates to the Group, its associates and joint ventures and (b) the Group's share of net profit/loss in respect of its associates and/ or joint ventures;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associates and joint ventures incorporated in India during the year ended March 31, 2023.

      iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, associate and joint ventures to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, associate and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose Financial Statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

      v) The dividend declared or paid during the year / subsequent to the year- end by the Holding Company, its subsidiaries, joint venture incorporated in India is in compliance with section 123 of the Act to the extent it applies to payment of dividend.

      vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable w.e.f. April 1, 2023 for the Holding Company, its subsidiaries, associate and joint venture incorporated in India, hence reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner
Membership Number: 091813
UDIN: 23091813BGQOXV6908
Place of Signature: Gurugram
Date: May 26,2023

Annexure 1 referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited (the "Holding Company")

According to the information and explanations given to us and procedures performed by us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the Consolidated Financial Statements except for following where the respective auditors have reported qualifications or adverse remarks in their audit report:

S. No.	Name	CIN	Holding company/ subsidiary/associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Kyungshin Industrial Motherson Private Limited	U55101DL1997 PTC090104	Joint Venture	Clause (xvii) Clause (xix)
2	MS Global India Automotive Private Limited	U36103MH201 1PTC339304	Subsidiary	Clause (xix)

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner
Membership Number: 091813
UDIN: 23091813BGQOXV6908
Place of Signature: Gurugram
Date: May 26, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED (FORMERLY KNOWN AS MOTHERSON SUMI SYSTEM LIMITED)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, its associates and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to Consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, its associates and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls with reference to Consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these 27 subsidiaries, 14 joint ventures and 1 associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, joint ventures and associates incorporated in India.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner
Membership Number: 091813
UDIN: 23091813BGQOXV6908
Place of Signature: Gurugram
Date: May 26, 2023

(All amounts in ₹ Million, unless otherwise stated)

CONSOLIDATED BALANCE SHEET

Particulars	Notes	As At March 31, 2023	As At March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	156,445	145,252
Right-to-use assets	3(b)	19,181	16,031
Capital work-in-progress	3(c)	14,222	12,488
Investment properties	4	4,993	5,241
Goodwill	5	37,726	33,743
Other intangible assets	5	13,124	13,845
Intangible assets under development	3(c)	557	609
Investments accounted for using the equity method	48	61,059	62,647
Financial assets			
i. Investments	6 (a)	1,811	1,958
ii. Loans	7	90	36
iii. Trade receivables	8	13,244	14,516
iv. Other financial assets	9	1,155	2,413
Deferred tax assets (net)	11 (a)	13,644	11,486
Other non-current assets	10	12,265	13,767
Non-current tax assets (net)	23	1,209	2,507
Total non-current assets		**350,725**	**336,539**
Current assets			
Inventories	12	78,228	64,417
Financial assets			
i. Investments	6 (b)	29	12
ii. Trade receivables	8	85,135	65,731
iii. Cash and cash equivalents	13	45,381	48,775
iv. Bank balances other than (iii) above	14	1,606	1,219
v. Loans	7	289	289
vi. Other financial assets	9	40,213	31,278
Other current assets	10	16,911	14,441
Total current assets		**267,792**	**226,162**
Total assets		**618,517**	**562,701**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	6,776	4,518
Other equity			
Reserves and surplus	16 (a)	205,628	194,511
Other reserves	16 (b)	12,111	6,854
Equity attributable to owners of the Company		**224,515**	**205,883**
Non controlling interests		19,254	17,763
Total equity		**243,769**	**223,646**

Particulars	Notes	As At March 31, 2023	As At March 31, 2022
Liabilities			
Non current liabilities			
Financial Liabilities			
i. Borrowings	17 (a)	66,183	85,007
i. (a) Lease liabilities	46	12,056	10,070
ii. Other financial liabilities	18	5,921	4,811
Provisions	20	766	1,348
Employee benefit obligations	21	5,156	5,466
Deferred tax liabilities (net)	11 (b)	5,217	5,445
Government grants	22	2,275	2,392
Other non-current liabilities	24 (a)	2,020	1,663
Total non-current liabilities		**99,594**	**116,202**
Current liabilities			
Financial Liabilities			
i. Borrowings	17 (b)	55,474	42,602
i. (a) Lease liabilities	46	4,210	3,618
ii. Trade payables	19	141,363	113,603
iii. Other financial liabilities	18	42,580	33,179
Provisions	20	4,704	4,815
Employee benefit obligations	21	2,573	2,280
Government grants	22	511	475
Current tax liabilities (net)	23	3,463	3,901
Other current liabilities	24 (b)	20,276	18,380
Total current liabilities		**275,154**	**222,853**
Total liabilities		**374,748**	**339,055**
Total equity and liabilities		**618,517**	**562,701**
Summary of significant accounting policies	2		

This is the consolidated Balance Sheet referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above consolidated balance sheet should be read in conjunction with the accompanying notes

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Continuing Operations:			
Revenue			
Revenue from contract with customers	25 (a)	778,707	629,367
Other operating revenue	25 (b)	8,300	8,373
Total revenue from operations		**787,007**	**637,740**
Other income	26	2,570	2,577
Total income		**789,577**	**640,317**
Expenses			
Cost of materials consumed	27	451,755	368,049
Purchase of stock-in-trade		4,654	1,828
Change in inventories of finished goods, work-in-progress and stock in trade	28	(3,235)	(2,514)
Employee benefits expense	29	179,314	153,746
Depreciation, amortisation & impairment expense	32	31,358	29,582
Finance costs	31	7,809	5,426
Other expenses	30	92,442	69,637
Total expenses		**764,097**	**625,754**
Profit before exceptional items, share of net profit of investments accounted for using equity method and tax		**25,480**	**14,563**
Exceptional (income) / expenses	51, 54	995	481
Group's share in net profit / (loss) of associates and joint ventures accounted for using the equity method		(437)	160
Profit before tax from continuing operations		**24,048**	**14,243**
Tax expenses			
Current tax	33	9,402	7,315
Deferred tax expense/ (credit)	33	(2,050)	(1,246)
Total tax expense		**7,352**	**6,069**
Profit for the year from continuing operations		**16,696**	**8,174**
Discontinued operations:	51		
Revenue from operations		-	39,735
Other income		-	207
Total expenses		-	35,096
Profit before tax from discontinued operations		**-**	**4,846**
Tax expense/ (credit) of discontinued operations		-	1,204
Profit for the year from discontinued operations		**-**	**3,642**
Profit for the year from continuing and discontinued operations		**16,696**	**11,816**
Other comprehensive income from continuing operations			
Items not to be reclassified to profit or loss			
Changes in fair value of FVOCI equity instruments		(377)	14
Remeasurements of post-employment benefit obligations		427	300
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		(17)	0
		33	**314**
Deferred tax on fair valuation of FVOCI equity investment		(1)	40
Deferred tax on remeasurements of post-employee benefit obligations		(68)	(66)
		(36)	**288**
Items to be reclassified to profit or loss			
Exchange gain/ (losses) on translation of foreign operations		6,185	1,407

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Deferred gain / (losses) on cash flow hedges		334	703
		6,520	**2,110**
Income tax on deferred gain / (losses) on cash flow hedges		(195)	(180)
		6,324	**1,930**
Other comprehensive income from discontinued operations			
Items not to be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	(29)
Income tax relating to items that will not be reclassified to profit or loss		-	7
		-	**(22)**
Total other comprehensive income from continuing and discontinued operations for the year, net of tax		**6,288**	**2,196**
Total comprehensive income from continuing and discontinued operations for the year, net of tax		**22,984**	**14,012**
Profit attributable to:			
Owners		14,956	8,738
Non-controlling interest		1,740	3,077
		16,696	**11,816**
Other comprehensive income attributable to:			
Owners		5,583	349
Non-controlling interest		705	1,847
		6,288	**2,196**
Total comprehensive income attributable to:			
Owners		20,539	9,087
Non-controlling interest		2,445	4,924
		22,984	**14,011**
Earnings per share	34		
Nominal value per share: INR 1/- (Previous year : INR 1/-)			
Earnings per share for continuing operations			
Basic and Diluted		2.21	0.97
Earnings per share for discontinued operations			
Basic and Diluted		-	0.70
Earnings per share for continuing and discontinued operations			
Basic and Diluted		2.21	1.67
Summary of significant accounting policies	2		

This is the consolidated Statement of Profit and Loss referred to in our report of even date

The above consolidated statement of profit and loss should be read in conjunction with the accompanying notes

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

Place: Gurugram
Date : May 26, 2023

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

A. Equity share capital

	Notes	Amount
As at April 01, 2021		3,158
Issue of equity share capital (net) in relation to merger pursuant to Composite Scheme (refer note 51)	15	1,360
As at March 31, 2021		**4,518**
Issue of equity share capital	15	2,259
As at March 31, 2023		**6,776**

B. Other equity

	Notes	Reserves and Surplus						Items of OCI			Total attributable to Owners	Non Controlling interests	Total
		Capital reserve on consolidation	Securities premium	Capital reserve on acquisition non controlling interest	Reserve on amalgamation	General Reserve	Retained Earnings	FVOCI equity instrument	Foreign currency translation reserve	Cash flow hedging reserve			
Balance as at April 01, 2021		1,920	26,303	-	1,663	3,431	81,102	(524)	9,844	(1,291)	122,448	40,233	162,681
Profit for the year	16(a)	-	-	-	-	-	8,738	-	-	-	8,738	3,077	11,815
Other comprehensive income	16(a) & (b)	-	-	-	-	-	212	48	(531)	620	349	1,847	2,196
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**-**	**8,950**	**48**	**(531)**	**620**	**9,087**	**4,924**	**14,011**
Dividend paid	16 (a)	-	-	-	-	-	(4,737)	-	-	-	(4,737)	-	(4,737)
Transferred in relation to demerger pursuant to Composite Scheme	16 (a) & 51	-	-	-	-	-	(10,721)	-	-	-	(10,721)	-	(10,721)
Addition in relation to merger pursuant to Composite Scheme	16 (a), 50 & 51	3,612	240,467	-	-	-	-	-	-	-	244,079	5,245	249,324
Reversal of previously recognised non controlling interest pursuant to Composite Scheme	48A & 51	-	-	(159,300)	-	-	-	-	-	-	(159,300)	(29,435)	(188,735)
Recognition of put-call option liability	50	-	-	-	-	-	(331)	-	-	-	(331)	(273)	(604)
Dividend to non controlling interest	48 B	-	-	-	-	-	-	-	-	-	-	(1,733)	(1,733)
Hyperinflation adjustment	47	-	-	-	-	-	282	-	-	-	282	126	408
Other addition / (deletion)		-	-	-	-	1	1,869	-	(1,312)	-	558	(1,324)	(766)
Balance at March 31, 2022		**5,532**	**266,770**	**(159,300)**	**1,663**	**3,432**	**76,414**	**(476)**	**8,001**	**(671)**	**201,365**	**17,763**	**219,128**
Profit for the year	16(a)	-	-	-	-	-	14,956	-	-	-	14,956	1,740	16,696
Other comprehensive income	16(a) & (b)	-	-	-	-	-	342	(378)	5,453	166	5,583	705	6,288

	Notes	Reserves and Surplus						Items of OCI			Total attributable to Owners	Non Controlling interests	Total
		Capital reserve on consolidation	Securities premium	Capital reserve on acquisition non controlling interest	Reserve on amalgamation	General Reserve	Retained Earnings	FVOCI equity instrument	Foreign currency translation reserve	Cash flow hedging reserve			
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**-**	**15,298**	**(378)**	**5,453**	**166**	**20,539**	**2,445**	**22,984**
Bonus Issue	16	-	(2,259)	-	-	-	-	-	-	-	(2,259)	-	(2,259)
Transfer to retained earning		-	-	-	-	-	-	-	-	-	-	-	-
Dividend paid	16 (a)	-	-	-	-	-	(2,936)	-	-	-	(2,936)	-	(2,936)
Additions on account of business combination	50	-	-	-	-	-	-	-	-	-	-	1,400	1,400
Contribution by non-controlling interest												97	97
Addition due to acquisition of non controlling interest and share subscription in stepdown subsidiaries	16 (a)	-	-	(941)	-	-	-	-	-	-	(941)	(609)	(1,550)
Recognition of put-call option liability	50	-	-	-	-	-	99	-	-	-	99	(1,597)	(1,498)
Dividend to non controlling interest	48 B	-	-	-	-	-	-	-	-	-	-	(370)	(370)
Hyperinflation adjustment	47	-	-	-	-	-	1,789	-	-	-	1,789	-	1,789
Other addition / (deletion)		-	-	-	-	-	67	-	16	-	83	125	208
Balance at March 31, 2023		**5,532**	**264,511**	**(160,241)**	**1,663**	**3,432**	**90,731**	**(854)**	**13,470**	**(505)**	**217,739**	**19,254**	**236,896**
Summary of significant accounting policies	2												

This is the consolidated Statement of changes in equity referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

CONSOLIDATED CASH FLOW STATEMENT

	Particulars	For the year Ended March 31, 2023	For the year Ended March 31, 2022
A.	**Cash flow from operating activities:**		
	Profit before tax from continuing operation	24,048	14,242
	Profit before tax from discontinued operation	-	4,846
	Adjustments for:		
	Share of (profit)/loss in associates and joint ventures accounted for using the equity method	437	(160)
	Depreciation and amortisation expense	31,358	29,963
	Finance cost	7,809	5,519
	Interest income	(703)	(1,173)
	Dividend income	(0)	(6)
	Loss/ (gain) on disposal of property, plant & equipment	(148)	148
	Gain on sale of Investments	0	(12)
	Provision for Diminution in value of investments (net)	87	-
	Bad debts / advances written off	108	97
	Provision for doubtful debts / advances	348	112
	Liability no longer required written back	(828)	(360)
	Unrealised foreign currency loss/(gain)	(706)	520
	Operating profit before working capital changes	**61,811**	**53,736**
	Changes in working capital:		
	Increase/(decrease) in trade and other payables	30,562	5,518
	Increase/(decrease) in other financial liabilities	2,799	338
	(Increase)/decrease in trade receivables	(17,296)	(6,456)
	(Increase)/decrease in inventories	(12,734)	(13,542)
	(Increase)/decrease in other receivables	(2,389)	(648)
	(Increase)/decrease in other financial assets	(7,788)	(5,995)
	Cash generated from operations	**54,965**	**32,951**
	Taxes (paid) / received	(8,535)	(8,324)
	Net cash generated from operating activities	**46,430**	**24,627**
B.	**Cash flow from Investing activities:**		
	Payments for purchase of property, plant & equipment and other intangible assets (including capital work-in-progress and intangible assets under development)	(22,211)	(25,081)
	Proceeds from sale of property, plant & equipment and other intangible assets	383	718
	Proceeds from sale / (payment for purchase) of investments	(279)	135
	Loan (to)/repaid by related parties (net)	(28)	498
	Interest received	690	1,157
	Dividend received	0	6
	Dividend received from associates & joint venture entities	1,982	787
	(Investment)/Proceeds from maturity of deposits with remaining maturity for more than 3 months	(393)	(258)
	Consideration paid on acquisition of subsidiaries net of cash balance acquired (Refer Note 50 & 51)	(2,592)	(1,081)
	Net cash (used) in investing activities	**(22,448)**	**(23,119)**

	Particulars	For the year Ended March 31, 2023	For the year Ended March 31, 2022
C.	**Cash flow from financing activities:**		
	Proceeds from/ (payment to) minority shareholders	(1,453)	-
	Dividend paid	(2,938)	(4,724)
	Dividend paid to minority share holders	(370)	(1,733)
	Interest paid	(8,083)	(5,528)
	Proceeds from long term borrowings	11,544	11,646
	Proceeds from short term borrowings	37,078	41,284
	Repayment of long term borrowings	(10,755)	(20,089)
	Repayment of short term borrowings	(48,429)	(30,385)
	Payment of leased liability	(3,936)	(2,645)
	Net cash (used) in financing activities	**(27,342)**	**(12,174)**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**(3,358)**	**(10,666)**
	Net foreign exchange difference on balance with banks in foreign currency	(35)	75
	Net Cash and Cash equivalents at the beginning of the year	48,775	59,366
	Cash and cash equivalents as at year end	**45,381**	**48,775**
	Cash and cash equivalents comprise (refer note 13)		
	Cash on hand	18	17
	Cheques / drafts on hand	40	129
	Balance with Banks	45,323	48,629
	Cash and cash equivalents as per Balance Sheet	**45,381**	**48,775**
	Summary of significant accounting policies (Note 2)		

Notes:

i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) Figures in brackets indicate Cash Outflow.

This is the Consolidated Cash Flow Statement referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

The above Consolidated cash flow statement should be read in conjunction with the accompanying notes

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

1. Corporate Information

The consolidated financial statements comprise financial statements of Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) (SAMIL (formerly MSSL) or 'the Company') and its subsidiaries (hereinafter collectively referred to as 'the Group') for the year ended March 31, 2023. The Company was incorporated and domiciled in India on December 19, 1986 and is engaged primarily in the manufacture and sale of components to automotive original equipment manufacturers. The address of its registered office is Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra. The Company is a public limited company and is listed in the Bombay Stock Exchange and National Stock Exchange. The Group comprises SAMIL (formerly MSSL) and it's directly and indirectly held 211 subsidiaries (including stepdown subsidiaries) and exercises joint control over 20 joint ventures and significant influence over 2 associates. The Group has manufacturing plants in India, Sri Lanka, Thailand, United Arab Emirates (UAE), Australia, United Kingdom (UK), Germany, Hungary, Portugal, Spain, France, Slovakia, China, South Korea, USA, Brazil, Mexico, Czech Republic, South Africa, Serbia, Lithuania, Poland, Russia, Morocco, Japan, Philippines, Argentina and Croatia. The Consolidated financial statements were authorised for issue in accordance with a resolution of the Board of directors on May 26, 2023.

2.1 Significant accounting policies

a) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statement.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments, Refer Note 37
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and distribution liability, Refer Note 36
- Defined benefit pension plans – plan assets measured at fair value. Refer Note 21

In addition, the carrying values of recognised assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships. The consolidated financial statements are presented in INR and all values are rounded to the nearest millions (₹ 000,000), except when otherwise indicated.

b) Principles of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the

Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like item of assets, liabilities, equity, income expense and cashflows. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Business combinations policy explains how to account for any related goodwill.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a subsidiary uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that subsidiary's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

c) Investment in associates and joint ventures

Associates are all entities over which the Group has significant influence but not control or joint control. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The financial statements of the associates are prepared for the same reporting period as the Group to enable the parent to consolidate the financial information of the associates. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The group applies Ind AS 111 to all joint arrangements. Under Ind AS 111 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries

Investments in associates and joint ventures are accounted for using the equity method of accounting, after initially being recognised at cost.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (All amounts in ₹ Million, unless otherwise stated)

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the other entity.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss outside operating profit.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit and loss.

d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity attributable to owners of SAMIL (formerly MSSL).

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting to the chief operating decision maker "CODM". The CODM is responsible for allocating resources and assessing performance of the operating segments. The Group has monthly review and forecasting procedure in place. (refer Note 41)

f) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

g) Foreign currencies

i. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Foreign exchange differences on foreign currency borrowings are presented in the Statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in foreign currencies are translated into functional currency using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments (other than investment in subsidiaries, joint ventures and associates) held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments (other than investment in subsidiaries, joint ventures and associates) classified as FVOCI are recognised in other comprehensive income.

iii. Group companies

The results and financial position of foreign operations (except one öf the subsidiary in Argentina which has currency of hyperinflation (refer policy described in note aa below), none of the Group's subsidiary, joint venture and associates has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.
- On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate. All resulting exchange differences are recognised in other comprehensive income.

h) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of components

Revenue from sale of components is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of equipment, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Contracts for the sale of components provide customers with a customary right of return in case of defects, quality issues etc. The rights of return give rise to variable consideration.

The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

Warranty obligations

The Group typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Revenue from assembly of components

The Group has contracts with customers to assemble, on their behalf, customised components from various parts procured from suppliers identified by the customer. The Group is acting as an agent in these arrangements.

When another party is involved in providing goods or services to its customer, the Group determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Group is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Group's role is only to arrange for another entity to provide the goods or services, then the Group is an agent and will need to record revenue at the net amount that it retains for its agency services.

Revenue from development of tools and sale of service

The Group develops customised tooling for its customers and recognises its revenue over time using an input method to measure progress towards complete satisfaction of the tool development.

The Group recognises revenue from development of tools over time if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

Where the Group cannot reasonably measure the outcome of a performance obligation, but the Group expects to recover the costs incurred in satisfying the performance obligation. In those circumstances, the Group recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

Revenue on time-and-material and unit of work-based contracts, are recognized as the related services are performed. Fixed-price maintenance revenue is recognized ratably either on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using a percentage-of completion method when the pattern of benefits from the services rendered to the customer and Group's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage-of-completion method.

The revenue from the last invoicing to the report date is recognised as unbilled revenue. Efforts or costs expended are used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contracts and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

In arrangements for bundled contracts, the Group has applied the revenue recognition criteria for each distinct performance obligation. The arrangements with the customers generally meet the criteria for considering goods and related services as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of the contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where it is unable to determine the standalone selling price, the Group uses the expected cost plus margin approach in estimating the standalone selling price.

Costs to obtain a contract

Such costs are recognised as an asset if there are future economic benefits associated with such costs. These are amortised systematically to match the benefits and such amortisation is netted off with revenue. Such assets are presented as Deferred Revenue Expenditure in Note 45 and classified as current and non-current based on the expected amortisation period. In cases where future economic benefits cannot be determined such costs are expensed off as incurred and are netted off with the revenues.

Judgments applied in determining amount and timing of revenue

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(i) Determining the timing of satisfaction of tooling development

The Group concluded that revenue for development of tooling is to be recognised over time because the Group's performance does not create asset with an alternative use to the Group since the tools are customised for each customer and the Group has an legally enforceable right to payment for fair value of performance completed to date.

The Group determined that the input method is the best method in measuring progress of the tooling development because there is a direct relationship between the Group's effort (i.e., costs incurred) and the transfer of tooling to the customer. The Group recognises revenue on the basis of the total costs incurred relative to the total expected costs to complete the tool.

(ii) Principal versus agent considerations

The Group enters into contracts with its customers to assemble, on their behalf, customised components using various parts procured from suppliers identified by the customer. Under these contracts, the Group provides assembly services (i.e., coordinating the procurement of various parts from the identified suppliers and combining or assembling them into components as desired by the customer). The Group determined that it does not control the goods before they are transferred to customers, and it does not have the ability to direct the use of the component or obtain benefits from the component. The following factors indicate that the Group does not control the goods before they are being transferred to customers. Therefore, the Group determined that it is an agent in these contracts.

- The Group is not primarily responsible for fulfilling the promise to provide the specified equipment.
- The Group does not have inventory risk before or after the specified component has been transferred to the customer as it purchases various parts on just-in-time basis and only upon contract of the customer.
- The Group has no discretion in establishing the price for the specified component. The Group's consideration in these contracts is only based on the difference between the maximum purchase price quoted by the customer and the cost of various parts purchased from the suppliers.
- In addition, the Group concluded that it transfers control over its services (i.e., assembling the component from various parts), at a point in time, upon receipt by the customer of the component, because this is when the customer benefits from the Group's agency service.

(iii) Consideration of significant financing component in a contract

The Group develops customised tooling and secondary equipment's for which the manufacturing lead time after signing the contract is usually more than one year. This type of contract includes two payment options for the customer, i.e., payment of the transaction price equal to the cash selling price upon delivery of the tooling or payment of the transaction price as part of the component's selling price. The Group concluded that there is a significant financing component for those contracts where the customer elects to pay along with the component's selling price considering the length of time between the transfer of tooling and secondary equipment and the recovery of transaction price from the customer, as well as the prevailing interest rates in the market.

In determining the interest to be applied to the amount of consideration, the Group concluded that the interest rate implicit in the contract (i.e., the interest rate that discounts the cash selling price of the equipment to the amount paid in advance) is appropriate because this is commensurate with the rate that would be reflected in a separate financing transaction between the entity and its customer at contract inception.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Trade receivables are disclosed in Note 8.

Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables. The Group's contract assets are disclosed in Note 45 as Unbilled Receivables.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. Contract Liabilities are disclosed in Note 45 as Advances received from customers.

Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

i) Other income

Interest

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividend

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

Duty drawback and export incentives

Income from duty drawback and export incentives is recognized on an accrual basis.

Royalty income

Royalty income is recognized in Other operating income on an accrual basis in accordance with the substance of the relevant agreements.

j) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected useful lives of the related assets and presented within other income.

When government grants relating to loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

k) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred tax liabilities are not recognised:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences ("outside-basis differences") can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

l) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration is considered as lease.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (n) Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Lease liabilities, which separately shown in the financial statement are measured initially at the present value of the lease payments. Subsequent measurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing (while affecting other comprehensive income) the carrying amount to reflect the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a Lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate the lessor for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their respective nature.

m) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured at fair value at each reporting date with changes in fair value recognised in statement of profit and loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Liability for non-controlling interest

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

n) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as on March 31 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

o) Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash at banks and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

p) Inventories

Raw materials, stores and spares, work in progress, stock in trade and finished goods are stated at the lower of cost and net realisable value.

Cost of raw material and traded goods comprise cost of purchase and is determined after rebate and discounts. Cost of work in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are determined on weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

q) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (h) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under Ind AS 115.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

This category is the most relevant to the Group. A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income in statement of profit and loss using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The Group elected to classify irrevocably its non-listed equity investments under this category.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b. Financial assets that are debt instruments and are measured as at FVTOCI

c. Lease receivables under Ind AS 116

d. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

e. Loan commitments which are not measured as at FVTPL

f. Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability. Debt instruments measured at FVTOCI: For debt instruments measured at FVOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the 'accumulated impairment amount"

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The Group has entered into arrangements with certain banks wherein those banks are appointed as paying agent with regard to payments due to participating suppliers in order to facilitate efficient payment processing and other flexibility to such suppliers, including to manage their cash flow by electing early payment for their invoices. Under the arrangement, if opted for by the supplier, the bank may pay amounts earlier than the due date in respect of invoices owed by the Group and receives settlement from the Group on due date of those invoices.

The Group does not incur any additional interest towards the bank on the amounts due or paid to the suppliers. The Group discloses the amounts owed under such invoices within trade payables because the nature and function of the financial liability remain the same as those of other trade payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative

gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of The Group or the counterparty.

r) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets and liabilities, if any. At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 2.2, 36 and 37)
- Quantitative disclosures of fair value measurement hierarchy (note 36)
- Investment properties (note 4)
- Financial instruments (including those carried at amortised cost) (note 6, 7, 8, 9, 13, 17, 18, 19, 36 and 37)

s) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At inception of the hedge relationship, the Company documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking its hedge transactions.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

i. Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

The Group has an interest rate swap that is used as a hedge for the exposure of changes in the fair value. See Note 37 for more details.

ii. Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

iii. Hedges of a net investment

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the statement of profit or loss (as a reclassification adjustment).

The Group uses a loan as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries.

t) Property, plant and equipment

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost, net of accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the items and the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

The cost of self-generated assets comprises of raw material, components, direct labour, other direct cost and related production overheads.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method over estimated useful lives of the assets:

Assets	Indian entities*	Overseas entities
	Useful lives(years)	Useful lives(years)
Leasehold improvements	Over the period of lease or useful life, whichever is lower	
Buildings	30 years	5 to 61 years
Plant & Machinery:		
Plant & Machinery	7.5 years	3 to 15 years
Die & Moulds	6.17 years	3 to 15 years
Electric Installation	10 years	3 to 15 years
Furniture & fixtures	6 years	3 to 15 years
Office equipment	5 years	3 to 10 years
Computers:		
Server & Networks	3 years	3 to 15 years
End user devices, such as desktops, laptops, etc.	3 years	3 to 15 years
Vehicles	4 years	3 to 12 years
Aircraft	-	8 Years

*Useful life of certain assets are different than the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on technical evaluation by the management. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

u) Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Group depreciates building component of investment property over 30 years.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in notes 4.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

v) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life on straight line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill has indefinite useful life. Goodwill is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

Business, commercial and other rights

Separately acquired trademarks and licences are shown at historical cost. Trademarks, licenses and customer contracts acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Separately acquired software are shown at transaction cost, software acquired in a business combination are recognised at fair value at the acquisition date. They are subsequently carried at cost less accumulated amortisation.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Currently, research costs incurred by the Group do not meet the recognition criteria and accordingly such research costs are expensed of in the statement of profit and loss as and when these are incurred.

Amortisation methods and periods:

Asset	Useful lives (years)
Technical Knowhow fees	3 to 13 years
Business & Commercial rights	3 to 11 years
Intellectual property rights	1 to 3 years
Software	2 to 5 years
Customer relationships	3 to 15 years

The amortisation methods, the usual useful lives and the residual values of intangible assets are checked annually.

w) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

x) Provisions and contingent liabilities

Provisions

Provisions for legal claims, product warranties and other obligations are recognised when the Group has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for onerous contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The Group at the end of every reporting period conducts the onerous contract test per the provisions of Ind AS 37 by comparing the remaining costs to be incurred under the contract with the related revenue of the contract. Where the costs of a contract increase the related revenue of the contract, the Group makes a provision for the difference.

Warranty provisions

In cases where the obligations include warranty liabilities, the Group provides warranties for general repairs of defects that existed at the time of sale, as required by law. Provisions related to these assurance-type warranties are recognised when the product is sold or the service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Restructuring provisions

Restructuring provisions are recognised only when the Group has a constructive obligation, which is when: (i) a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, and the timeline; and (ii) the employees affected have been notified of the plan's main features.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

y) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

In respect of the companies incorporated in India

Provident Fund & Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis.

Superannuation fund

The Group has a superannuation plan for the benefit of its employees. Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The Group contributes up to 12% of the eligible employees' salary or ₹ 100,000 / 150,000, whichever is lower, every year. Such contributions are recognised as an expense as and when incurred. The Company does not have any further obligations beyond this contribution.

Gratuity

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Company is funded through annual contributions to Life Insurance Corporation of India (LIC) under its Company's Gratuity Scheme whereas others are not funded.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity through other comprehensive income in the period in which they arise. They are included in retained earnings through OCI in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit and loss.

In respect of the companies incorporated outside India

Pension provisions

Companies within the Group operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group has both defined benefit and defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past-service costs are recognised immediately in statement of profit or loss.

When a settlement or a curtailment occurs, the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss is recognised in the statement of profit or loss during the period in which the settlement or curtailment occurs.

The value of a net pension benefit asset is restricted to the present value of any amount the Group expects to recover by way of refunds from the plan or reductions in the future contributions after considering any legal or contractual minimum funding requirements. The minimum funding requirements stipulate a minimum amount or level of contributions that must be made to a plan over a given period and may limit the ability of the entity to reduce future contributions and considered respectively in determining the economic benefit from the plan.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Other Long term benefits

Jubilee Bonus: In certain Group entities, the employees are entitled to bonus after completion of certain year of services which are based on the wage agreement or otherwise as per terms of employment. The Group recognizes as an expenditure the present value of such long term jubilee bonuses, where applicable based on the expected amounts to pay by considering expectancies of employee turnover and expected future salary increase.

Termination Benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

Other long-term employee benefit obligations

In some countries, the group also has liabilities for long service leave and annual leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of high-quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

z) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

aa) Earnings per share

i. Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

ab) Assets held for distribution to owners and discontinued operations

The Group classifies assets and disposal groups as held for distribution if their carrying amounts will be recovered principally through a distribution rather than through continuing use. Actions required to complete the distribution should indicate that it is unlikely that significant changes to the distribution will be made or that the decision to distribution will be withdrawn. Management must be committed to the distribution expected within one year from the date of classification.

The criteria for held for distribution classification is regarded met only when the assets or disposal group is available for immediate distribution in its present condition, subject only to terms that are usual and customary for distribution of such assets (or disposal groups), its distribution is highly probable; and it will genuinely be distributed, not abandoned. The Group treats distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to distribute the asset (or disposal group),
- The distribution is expected to qualify for recognition as a completed distribution within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets held for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to distribute. Assets and liabilities classified as held distribution are presented separately in the balance sheet.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss. Additional disclosures are provided in Note 51. All other notes to the financial statements mainly include amounts for continuing operations, unless otherwise mentioned.

ac) Hyperinflation

The financial statements (including comparative amounts, if applicable) of the group entities whose functional currencies are the currencies of hyperinflationary economies are adjusted in terms of the measuring unit current at the end of the reporting period.

ad) New and amended standards and interpretations

The Group applied for the first time certain standards or amendments which are effective for annual periods beginning on or after April 1, 2023.

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Group's financial statements.

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Group is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Group is currently assessing the impact of the amendments.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease.

(ii) Revenue from contracts with customers

The Group applies the judgements in respect to transactions relating to tooling development, Principal versus agent consideration that significant financing component in a contract that significantly affect the determination of the amount and timing of revenue from contracts with customers. For more details, refer note 2.1 (h)

(iii) Discontinued operations

The Board of Directors in its meeting dated July 02, 2020, approved a group reorganization plan with the objective of creating value for the shareholders of the Company. The reorganization plan approved by the respective Boards of the Company and erstwhile Samvardhana Motherson International Limited ("erstwhile SAMIL") among other things, entails demerger of Domestic Wiring Harness ("DWH") business in India from the Company into a new company Motherson Sumi Wiring India Limited ("MSWIL").The operations of DWH business were considered as discontinued operation and classified as held for distribution to owners. The Board considered the Company to meet the criteria to be classified as held for distribution at that date for the following reasons:

- The operations of DWH business were available for immediate distribution and can be sold in its current condition.
- The actions to complete the distribution were initiated and were expected to be completed within one year.
- In the current year, the Scheme has been approved by Hon'ble NCLT vide its order dated December 22, 2021

For more details, refer to Note 51

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Useful life of property, plant and equipment, intangible and investment properties

The Group uses its technical expertise along with historical and industry trends for determining the economic useful life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised amount is charged over the remaining useful life of the assets.

(ii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about gratuity obligations are given in Note 21.

(iii) Fair valuation of unlisted securities

When the fair value of unlisted securities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 36 of the financials.

(iv) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

Valuation of recoverable income tax assets especially with respect to deferred tax assets on tax loss carry forwards. The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(v) Percentage completion of recognition of revenue

The Group uses the percentage-of-completion method in accounting for 'development of tools' contracts and the contract revenues and contract costs of engineering contracts. Use of the percentage-of-completion method requires the Group to estimate the services performed to date as a proportion of the total services to be performed.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(vi) Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts. Refer note 50 & 51.

(vii) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed and further explained in note 5.

(viii) Provisions and liabilities

The Group estimates the provisions and liabilities and to the probability of expenses arising from warranty claims and claims from legal disputes that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting date and are adjusted to reflect the current best estimates.

3. (a) Property, plant and equipment

Particulars	Own Assets									Total
	Freehold Land	Leasehold Improvements	Buildings	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Aircraft	
Year ended March 31, 2022										
Gross carrying amount										
As at April 01, 2021	7,386	1,288	64,633	147,833	10,322	3,556	3,605	563	1,360	240,546
Additions	181	236	2,480	6,407	856	154	396	118	123	10,951
Additions on account of business combination [4]	436	180	2,422	6,131	109	150	405	181	-	10,014
Disposals	(31)	(18)	(186)	(1,749)	(314)	(73)	(90)	(41)	(41)	(2,543)
Exchange differences	(96)	55	271	1,757	177	11	23	57	(32)	2,223
Other adjustment / transfers [3]	(70)	114	(2,354)	5,946	349	50	309	-	-	4,344
Closing gross carrying amount	**7,806**	**1,855**	**67,266**	**166,325**	**11,499**	**3,848**	**4,648**	**878**	**1,410**	**265,535**
Accumulated depreciation and impairment										
As at April 01, 2021	-	894	12,190	72,676	5,620	2,000	2,793	333	302	96,808
Depreciation charge during the year [1&2]	-	164	2,505	16,179	1,389	531	486	94	66	21,414
Additions on account of business combination [4]	-	73	214	2,466	62	91	262	33	-	3,201
Disposals	-	-	(82)	(1,365)	(305)	(70)	(88)	(38)	-	(1,948)
Exchange differences	-	42	114	1,259	129	(5)	78	12	(9)	1,620
Other adjustment / transfers [3]	-	2	(939)	126	-	-	-	-	-	(811)
Closing accumulated depreciation and impairment	**-**	**1,175**	**14,002**	**91,340**	**6,895**	**2,546**	**3,532**	**434**	**360**	**120,284**
Net carrying amount	7,806	680	53,263	74,985	4,605	1,302	1,117	444	1,050	145,252
Year ended March 31, 2023										
Gross carrying amount										
As at April 01, 2022	**7,806**	**1,855**	**67,266**	**166,325**	**11,499**	**3,848**	**4,648**	**878**	**1,410**	**265,535**
Additions	-	123	2,001	8,748	814	328	478	548	-	13,040
Additions on account of business combination [4]	208	-	851	1,457	27	63	23	1	-	2,630
Disposals	(10)	1	(176)	(2,768)	(636)	(118)	(367)	(69)	-	(4,143)
Exchange differences	260	138	3,818	8,708	751	122	232	93	88	14,210
Other adjustment / transfers [3&5]	231	84	3,154	7,318	1,242	(389)	193	-	-	11,833
Closing gross carrying amount	**8,495**	**2,201**	**76,914**	**189,788**	**13,697**	**3,854**	**5,207**	**1,451**	**1,498**	**303,105**

Particulars	Own Assets									Total
	Freehold Land	Leasehold Improvements	Buildings	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Aircraft	
Accumulated depreciation and impairment										
As at April 01, 2022	**-**	**1,175**	**14,002**	**91,340**	**6,895**	**2,546**	**3,532**	**434**	**360**	**120,284**
Depreciation charge during the year[1&2]	-	183	2,841	17,439	1,422	441	554	148	66	23,094
Additions on account of business combination[4]	-	-	99	323	6	17	10	-	-	455
Disposals	-	2	(89)	(2,650)	(631)	(117)	(366)	(59)	-	(3,910)
Exchange differences	-	99	1,060	4,872	932	(364)	215	51	26	6,891
Other adjustment / transfers[3]		1	8	(163)	-	-	-	-	-	(154)
Closing accumulated depreciation and impairment	**-**	**1,460**	**17,921**	**111,161**	**8,624**	**2,523**	**3,945**	**574**	**452**	**146,660**
Net carrying amount	**8,495**	**741**	**58,993**	**78,627**	**5,073**	**1,331**	**1,262**	**877**	**1,046**	**156,445**

(i) Property, plant and equipment pledged as security: Refer note 44 for information on property plant and equipment pledged as security by the Group.

(ii) Contractual obligations: Refer note 42 for disclosure on contractual commitments for the acquisition of property, plant and equipment.

[1] Includes depreciation of ₹ 11 million (March 31, 2022: ₹ 18 million) capitalised during the year on assets used for creation of self generated assets.

[2] During the financial year, the Group has booked impairment of assets in its subsidiaries amounting to ₹ 550 million and has also recorded a reversal of impairment loss recognised in earlier period amounting to ₹ 41 million (March 31, 2022: ₹ 164 million). (for detail refer note 32)

[3] Includes impact of Hyperinflationary adjustment in Gross block amounting to ₹ 2,511 million (March 31, 2022: ₹ 507 million) and accumulated depreciation amounting to ₹ 1,332 million (March 31, 2022: ₹ 134 million) in respect of its step down subsidiaries in Argentina and Turkey. Refer Note 47.

[4] Refer note 50 & 51 for additions on account of business combinations & Composite Scheme

[5] As at Balance sheet date, certain land and buildings (included under property, plant and equipment) were given on sublease arrangements to the Motherson Sumi Wiring India Limited ('MSWIL') consequent to the approval of Composite Scheme, to which the Company is original owner is now being classified as investment properties. (refer note 4)

The Company has received necessary approvals from respective government authorities for executing these sublease arrangements for land during FY 2022-23.

3. (b) Right-to-use assets

Particulars	Land	Buildings	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Total
Year ended March 31, 2022								
Gross carrying amount								
As at April 01, 2021	3,094	14,547	917	772	268	156	1,421	21,175
Additions	28	2,679	153	65	51	9	834	3,819
Additions on account of business combination[1]	1,998	1,293	238	-	-	-	255	3,784
Deletion	(285)	(848)	(172)	(59)	(110)	(11)	(381)	(1,866)
Exchange differences	19	(200)	(66)	4	(1)	(9)	(97)	(350)
Reclassification[2]	438	(1,033)	-	-	4	(4)	-	(595)
Closing gross carrying amount	**5,292**	**16,438**	**1,070**	**782**	**212**	**141**	**2,032**	**25,967**
Accumulated depreciation and impairment								
As at April 01, 2021	341	4,672	538	323	156	55	707	6,792
Depreciation charge during the year	200	2,764	287	223	79	38	522	4,113
Additions on account of business combination[1]	62	416	83	-	-	-	110	671
Deletion	(20)	(699)	(167)	(59)	(102)	(15)	(376)	(1,438)
Exchange differences	(6)	48	(26)	2	(5)	(8)	(110)	(105)
Reclassification	212	(308)	-	-	-	-	-	(96)
Closing accumulated depreciation and impairment	**789**	**6,893**	**715**	**489**	**128**	**70**	**853**	**9,937**
Net carrying amount	**4,503**	**9,545**	**355**	**293**	**84**	**71**	**1,179**	**16,031**

Particulars	Land	Buildings	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Total
Year ended March 31, 2023								
Gross carrying amount								
As at April 01, 2022	**5,292**	**16,438**	**1,070**	**782**	**212**	**141**	**2,032**	**25,967**
Additions	1,143	4,179	89	110	12	16	812	6,361
Additions on account of business combination[1]	171	-	1	-	-	-	6	178
Deletion	2	(1,483)	(75)	(187)	(59)	(27)	(480)	(2,309)
Exchange differences	89	2,404	78	49	11	9	(226)	2,414
Reclassification[2]	-	(257)	249	-	(1)	-	-	(9)
Closing gross carrying amount	**6,697**	**21,281**	**1,412**	**754**	**175**	**139**	**2,144**	**32,602**
Accumulated depreciation and impairment								
As at April 01, 2022	**789**	**6,893**	**715**	**489**	**128**	**70**	**853**	**9,937**
Depreciation charge during the year	276	2,943	245	179	45	34	580	4,302
Additions on account of business combination[1]	-	-	1	-	-	-	1	2
Deletion	-	(1,569)	(49)	(181)	(61)	(26)	(426)	(2,312)
Exchange differences	90	1,475	26	31	7	4	(101)	1,532
Reclassification	5	(94)	50	-	(1)	-	-	(40)
Closing accumulated depreciation and impairment	**1,160**	**9,648**	**988**	**518**	**118**	**82**	**907**	**13,421**
Net carrying amount	**5,537**	**11,633**	**424**	**236**	**57**	**57**	**1,237**	**19,181**

[1] Refer note 50 & 51 for additions on account of business combination & Composite Scheme

[2] As at Balance sheet date, certain land (included under Right-of-use-assets) were given on sublease arrangements to the Motherson Sumi Wiring India Limited ('MSWIL') consequent to the approval of Composite Scheme, to which the Company is original lessee now being classified as investment properties. (refer note 4)

The Company has received necessary approvals from respective government authorities for executing these sublease arrangements for land during FY 2022-23.

3. (c) Capital work-in-progress and Intangible assets under development

	Capital work-in-progress	Intangible assets under development
Year ended March 31, 2022		
As at April 01, 2021	8,383	386
Addition during the year	12,087	415
Reclassification	(8,751)	(352)
Exchange differences	224	107
Additions in relation to merger pursuant to Composite Scheme (refer note 51)	545	53
Closing balance as at March 31, 2022	**12,488**	**609**
Year ended March 31, 2023		
As at April 01, 2022	**12,488**	**609**
Addition during the year	13,490	223
Reclassification	(12,193)	(304)
Exchange differences	399	29
Additions on account of business combination (refer note 50)	38	-
Closing balance as at March 31, 2023	**14,222**	**557**

Capital work in progress (CWIP) ageing	March 31, 2023	March 31, 2022
Amount in CWIP for a period of:		
Less than 1 year	11,898	9,466
1-2 years	2,023	2,873
2-3 years	267	71
More than 3 years	34	78
Total	**14,222**	**12,488**

Intangible assets under development ageing	March 31, 2023	March 31, 2022
Amount in under development for a period of:		
Less than 1 year	494	462
1-2 years	34	117
2-3 years	10	17
More than 3 years	19	13
Total	**557**	**609**

During the financial year ended March 31, 2023 there is no capital work in progress and Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan. Also there are no projects which are temporily suspended.

4. Investment properties

	March 31, 2023	March 31, 2022
Opening Gross carrying amount	**6,530**	**1,682**
Add: Transfers / Additions during the year	1	6
Less: Deletions during the year	(204)	(238)
Add: Reclassification (refer note 3(a) and 3(b))	-	4,874
Additions in relation to merger pursuant to Composite Scheme (refer note 51)	-	212
Add / (Less): Exchange differences	(23)	(6)
Gross Block	**6,304**	**6,530**
Accumulated depreciation:		
Opening balance	**1,289**	**401**
Add: Depreciation for the year	203	199
Add: Reclassification (refer note 3(a) and 3(b))	-	779
Deletion during the year	(168)	(93)
Additions in relation to merger pursuant to Composite Scheme (refer note 51)	-	4
Add / (Less): Exchange differences	(13)	(1)
Closing accumulated depreciation	**1,311**	**1,289**
Net Investment Properties	**4,993**	**5,241**

(i) Amounts recognised in profit or loss for the investment properties

	March 31, 2023	March 31, 2022
Rental Income	805	706
Direct operating expenses arising from property that generated rental income	(25)	(27)
Direct operating expenses arising from property that did not generate rental income	(1)	(5)
Profit from investment properties before depreciation	**779**	**674**
Depreciation	203	199
Gain / (loss) from investment properties	**576**	**475**

(ii) Leasing arrangements

Certain investment properties are leased out under long-term operating leases with rentals payable monthly. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

	March 31, 2023	March 31, 2022
Within one year	726	624
Later than one year but not later than 5 years	3,803	2,806
Later than 5 years	3,344	3,335
	7,873	**6,765**

(iii) Fair value

	March 31, 2023	March 31, 2022
Investment properties	12,187	9,682

Estimation of fair value

The fair values of investment properties have been determined by registered valuers as defined under Rule 2 of Companies (Registered valuers and Valuation) Rules, 2017. The fair valuation is based on prevailing market prices/ price trend of the property in that locality/ city considering the location, size of plot, approach road, amenities, locality etc and fall in level 3 of valuation hierarchy.

5. Intangible assets

Particulars	Technical Knowhow Fees	Customer Relationships and Contracts	Business and commercial rights	Intellectual Property Rights	Software	Total intangible assets other than goodwill	Goodwill[2]
Year ended March 31, 2022							
Gross carrying amount							
As at April 01, 2021	130	29,404	896	104	6,278	36,812	24,721
Additions	3	-	-	-	205	208	-
Additions on account of business combination[1]	68	1,192	-	-	271	1,531	9,160
Disposals	-	-	-	(2)	(107)	(109)	-
Exchange Difference	(4)	(1,514)	(22)	(3)	28	(1,515)	(135)
Other adjustment	-	(0)	-	-	275	275	-
Closing gross carrying amount	197	29,082	874	99	6,950	37,202	33,746
Accumulated amortisation and impairment							
As at April 01, 2021	82	14,844	556	58	4,401	19,941	3
Amortisation charge during the year	18	2,944	87	1	824	3,874	-
Additions on account of business combination[1]	66	-	-	-	218	284	-
Disposals	-	-	-	-	(103)	(103)	-
Exchange differences	(3)	(612)	(18)	(2)	(6)	(641)	-
Other adjustment	-	-	-	-	2	2	(0)
Closing accumulated amortisation and impairment	163	17,176	625	57	5,336	23,357	3
Net carrying amount	**34**	**11,906**	**249**	**42**	**1,614**	**13,845**	**33,743**
Year ended March 31, 2023							
Gross carrying amount							
As at April 01, 2022	**197**	**29,082**	**874**	**99**	**6,950**	**37,202**	**33,746**

Particulars	Technical Knowhow Fees	Customer Relationships and Contracts	Business and commercial rights	Intellectual Property Rights	Software	Total intangible assets other than goodwill	Goodwill[2]
Additions	-	-	-	110	393	503	-
Additions on account of business combination[1]	-	578	-	-	15	593	2,421
Disposals	(3)	(155)	-	(16)	(557)	(731)	-
Exchange difference	9	2,139	47	5	513	2,713	1,793
Other adjustment	-	-	-	-	1,307	1,307	-
Closing gross carrying amount	**203**	**31,644**	**921**	**198**	**8,621**	**41,587**	**37,960**
Accumulated amortisation and impairment							
As at April 01, 2022	**163**	**17,176**	**625**	**57**	**5,336**	**23,357**	**3**
Amortisation charge & impairment during the year[3]	18	2,806	82	-	1,064	3,970	231
Additions on account of business combination[1]	-	-	-	-	5	5	
Disposals	-	(155)	-	-	(546)	(701)	-
Exchange differences	8	1,365	39	4	373	1,789	-
Other adjustment	-	-	-	-	43	43	-
Closing accumulated amortisation and impairment	**189**	**21,192**	**746**	**61**	**6,275**	**28,463**	**234**
Net carrying amount	**14**	**10,452**	**175**	**137**	**2,346**	**13,124**	**37,726**

[1] Refer note 50 & 51 for additions on account of business combination & Composite Scheme

[2] Goodwill consist of the following

A segment-level summary of the goodwill is presented below. Refer note 41 for 'segment reporting'.

	March 31, 2023	March 31, 2022
Wiring harness	22,237	20,995
Modules and polymer products	5,155	4,946
Vision systems	1,196	874
Emerging businesses	9,138	6,928
Total	**37,726**	**33,743**

The Group tests goodwill for impairment on an annual basis. The goodwill has been evaluated based on the cashflow forecasts of the related cash generating units (CGUs) and the recoverable amounts of these CGUs exceeded their carrying amounts. The estimated value in use of cash generating units (CGU) is based on the future cash flows using annual growth rate of upto 15% for periods subsequent to the forecast period of 5-10 years and weighted average cost of capital between 8% to 20%. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates, revenue growth, long term average growth rate and terminal value), based on reasonable probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount for any segment. The discount rate

was estimated based on past experience and company's average weighted average cost of capital. The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external factors.

[3] During the financial year, the Group has recorded impairment loss on intangible assets and Goodwill amounting to ₹ 48 million and ₹ 231 million respectively with respect to its subsidiaries (for details refer note 32).

6. (a) Non-Current Investments

	March 31, 2023	March 31, 2022
Investment in equity instruments		
Equity instruments at FVPL		
Quoted subsequent to March 31, 2023:		
Ssangyong Motor Corporation	27	-
86,554 (March 31, 2022 : 18,040) equity shares of EUR 3.55 each fully paid up		
Ssangyong Motor Corporation	82	-
258,772 (March 31, 2022 : Nil) equity shares of EUR 3.55 each fully paid up		
Equity instruments at FVOCI		
Quoted:		
Quanergy Systems Inc.	-	93
171,528 (March 31, 2022: 171,528) Series B Preferred Stock (net of impairment provision)		
Unquoted:		
Echanda Urja Private Limited	1	1
120,645 (March 31, 2022: 120,645) equity shares of ₹ 10 each fully paid-up		
Systematic Conscom Limited (refer note 51)		
2,500 (March 31, 2022: 2,500) equity shares of ₹ 10 each fully paid-up	1	1
4,000 (March 31, 2022: 4,000) equity shares of ₹ 10 each fully paid-up	0	0
N H 2 Limited	-	-
7,918,702 (March 31, 2022: 7,918,702) units of GBP 0.1 each (net of impairment provision)		
Purpurin Grundstücksverwaltungsgesellschaft GmbH & Co. Vermietungs KG	0	0
94 (March 31, 2022: 94) equity shares of EUR 51.129 each fully paid up		
OSSIA Inc.	1,041	979
714,976 (March 31, 2022: 714,976) Series D Preferred Stock		

	March 31, 2023	March 31, 2022
Faraday Future Intelligent Electric Inc.	1	10
27,734 (March 31, 2022: 27,734) shares of AUD 13.612 each		
Biometry Inc.	38	35
1 (March 31, 2022: 1) convertible note of EUR 422,791 each		
Investment in preference shares at FVOCI		
Unquoted:		
Comunidad de Vertidos, "Les Carrases"	5	5
9.98% preference share of EUR 61,334 (March 31, 2022 : EUR 61,334) fully paid up		
Motherson Automotive Giken Industries Corp. Limited	6	6
200 shares of JPY 50,000/- each		
Aria Inc	75	71
277,038 (March 31, 2022: 277,038) Series Seed-1 preferred stock		
OPG Power Generation Private Limited (refer note 51)	0	0
27,425 equity share of ₹ 10 each		
Saavn Global Holdings Ltd. (refer note 51)		
1,674,872 Series A preference shares of USD 0.60/- per share	128	194
9,71,251 Series B-3 preference shares of USD 1.03/- per share	75	112
9,94,035 Series C preference shares of USD 2.01/- per share	76	115
League Apps Inc. (refer note 51)		
2,314,815 Series A-1 preference shares of USD 0.40/- per share	113	162
2,48,026 Series A-2 preference shares of USD 0.40/- per share	12	17
Gwynnie Bee Inc. (refer note 51)	19	18
59,382 Series A-8 preference shares of USD 0.001/- per share		
Investment in bonds and promissory notes at FVOCI		
Unquoted:		
iTutor.com Inc. (refer note 51)		
2,753,424 Convertible Promissory Note of USD 0.36 each	77	101
4,03,257 Series Seed Preference shares of USD 5/- per share	11	15
Naya Health		
1% Convertible Promissory Note		
OSSIA Inc.	19	19
1 Convertible Promissory Note of USD 250,000		
Others at FVOCI		
Investment in antique arts (unquoted)	4	4
Total non current investments	**1,811**	**1,958**
Aggregate amount of quoted investments and market value thereof	109	93
Aggregate amount of unquoted investments	1,702	1,865

6. (b) Current Investments

	March 31, 2023	March 31, 2022
Investment in equity instruments at FVOCI		
Quoted:		
HDFC Bank Limited	7	6
4,070 (March 31, 2022: 4,070) equity shares of ₹ 2 each fully paid up		
Balrampur Chini Mills Limited	0	0
1,200 (March 31, 2022: 1,200) equity shares of ₹ 1 each fully paid up		
Jaysynth Dyestuff (India) Limited	0	0
100 (March 31, 2022: 100) equity shares of ₹ 10 each fully paid up		
Meyer Apparel Limited	0	0
28,475 (March 31, 2022: 28,475) equity shares of ₹ 3 each fully paid up		
Mahindra & Mahindra Limited	8	6
7,288 (March 31, 2022: 7,288) equity shares of ₹ 5 each fully paid up		
Arcotech Limited	0	0
1,000 (March 31, 2022: 1,000) equity shares of ₹ 2 each fully paid up		
Unquoted:		
Pearl Engineering Polymers Limited	-	-
3,160 (March 31, 2022: 3,160) equity shares of ₹ 10 each fully paid up		
Daewoo Motors Limited	-	-
6,150 (March 31, 2022: 6,150) equity shares of ₹ 10 each fully paid up		
Athena Financial Services Limited	-	-
66 (March 31, 2022: 66) equity shares of ₹ 10 each fully paid up		
Inox Leasing & Finance Limited	-	-
100 (March 31, 2022: 100) equity shares of ₹ 10 each fully paid up		
Investment in Mutual Funds		
UTI Overnight Fund - Direct Growth Plan		
4,475.27 units (March 31, 2022: Nil)	14	-
Total current investments	**29**	**12**
Aggregate amount of quoted investments and market value thereof	29	12
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

7. Loans

	As at March 31, 2023		As at March 31, 2022	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Loans to related parties (Refer note 40)	40	47	56	-
	40	**47**	**56**	**-**
Loans to employees and others	249	43	233	36
Total	**289**	**90**	**289**	**36**

8. Trade Receivables

	As at March 31, 2023		As at March 31, 2022	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Other trade receivables	76,303	13,244	60,098	14,516
Trade receivables from related parties (Refer note 40)	8,832	-	5,633	-
Unsecured, credit impaired				
Trade receivable – credit impaired	1,429	-	1,587	-
	86,564	**13,244**	**67,318**	**14,516**
Less: Allowances for bad and doubtful debts	1,429	-	1,587	-
Total	**85,135**	**13,244**	**65,731**	**14,516**

Note 1: The Group has derecognised trade receivables amounting to ₹ 62,557 million (March 31, 2022: ₹ 44,151 million) as it had transferred the contractual right and substantially transferred all risks and rewards of ownership of these receivables to various financial institutions.

Note 2: In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on past provision. Past Provision takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due.

Undisputed trade receivables ageing schedule:	Trade receivables – considered good		Trade receivable – credit impaired	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Non current but not due	13,244	14,516	-	-
Current but not due	71,110	52,031	33	75
Outstanding for following periods from due date of payment				
Less than 6 Months	11,597	11,870	44	139
6 months – 1 year	1,315	420	451	153
1-2 years	356	736	144	546
2-3 years	82	68	82	68
More than 3 years	675	606	675	606
Total	**98,379**	**80,247**	**1,429**	**1,587**

During the financial year ended March 31, 2023 and March 31, 2022, there is no disputed trade receivable.

9. Other financial assets

	As at March 31, 2023		As at March 31, 2022	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Security deposits to related parties (Refer note 40)	234	291	218	266
Security deposits to others	857	521	478	458
	1,091	**812**	**696**	**724**
Derivatives designated as hedge (Refer note 37)	1,938	155	696	1,504
Derivatives not designated as hedge	-	-	30	-
Interest receivable	64	4	53	2
Unbilled Revenue (Refer Note 45)	34,711	109	27,808	112
Deposits with original maturity for more than 12 months	-	57	-	58
Others	2,409	18	1,995	13
Total	**40,213**	**1,155**	**31,278**	**2,413**

10. Other assets

	As at March 31, 2023		As at March 31, 2022	
	Current	Non-current	Current	Non-current
Capital advances	-	543	-	2,238
Advances recoverable	3,407	271	2,552	161
Unamortised expenditure	1,859	9,292	2,184	9,041
Prepaid expenses	3,488	240	2,799	362
Balances with government authorities	7,976	425	6,783	335
Others	181	1,494	123	1,630
Total	**16,911**	**12,265**	**14,441**	**13,767**

11.(a) Deferred tax assets (net)

	As at March 31, 2023	As at March 31, 2022
Deferred tax assets / (liabilities)		
Unabsorbed depreciation and Tax losses	6,282	6,120
Property, plant and equipments, investment property and intangible assets	(708)	(1,829)
Employee benefits	1,126	854
Provision for Doubtful debts/Advances/Inventory	2,605	3,319
Others*	4,339	3,022
Total	**13,644**	**11,486**

Movement in Deferred tax assets / (liabilities)

	Unabsorbed depreciation and Tax losses	Property, plant and equipments, investment property and intangible assets	Employee benefits	Provision for Doubtful debts / Advances / Inventory	Others*	Total
As at April 01, 2021	5,680	(1,264)	601	2,511	2,696	10,224
(Charged) / credited:						
to profit or loss	(209)	(148)	105	562	974	1,284
to other comprehensive income	-	-	(66)	-	(140)	(206)
to profit or loss - discontinued operations (refer note 51)	-	-	(17)	-	-	(17)
to other comprehensive income - discontinued operations (refer note 51)	-	-	7	-	-	7
Addition due to business combination (refer note 50 & 51)	32	(460)	94	24	409	99
Transferred to discontinued operations (refer note 51)	-	-	9	-	-	9
Exchange translation & reclassification adjustments*	617	43	121	222	(917)	86
As at March 31, 2022	**6,120**	**(1,829)**	**854**	**3,319**	**3,022**	**11,486**
(Charged) / credited:						
to profit or loss	(121)	1,017	147	61	488	1,592
to other comprehensive income	-	-	(68)	-	(196)	(264)
Addition due to business combination (refer note 50)	92	(74)	8	3	19	48
Exchange translation & reclassification adjustments*	191	178	185	(778)	1,006	782
As at March 31, 2023	**6,282**	**(708)**	**1,126**	**2,605**	**4,339**	**13,644**

*Others represent tax impact of temporary differences arising out of interest deductibility limitations, R&D credits, non-deductibility of expenses and other similar items.

11. (b) Deferred tax liabilities (net)

	As at March 31, 2023	As at March 31, 2022
Deferred tax liabilities		
Property, Plant and equipment, investment property and intangible assets	2,957	3,928
Others	2,260	1,517
Total	**5,217**	**5,445**

Movement in Deferred tax liabilities

	Property, Plant and equipment, investment property and intangible assets	Others	Total
As at April 01, 2021	2,348	1,015	3,363
Charged / (credited):			
to profit or loss	306	(268)	38
Addition due to business combination (refer note 50 & 51)	286	309	595
Exchange translation & reclassification adjustments*	988	461	1,449
As at March 31, 2022	**3,928**	**1,517**	**5,445**
Charged / (credited):			
to profit or loss	(934)	476	(458)
Addition due to business combination (refer note 50)	-	329	329
Exchange translation & reclassification adjustments*	(37)	(62)	(99)
As at March 31, 2023	**2,957**	**2,260**	**5,217**

Deferred tax assets and deferred tax liabilities have been offset to the extent they relate to the same governing taxation laws.

* Reclassifications generally represents netting off between deferred tax assets and liabilities in respective jurisdictions, transfers out of deferred tax pursuant to change in tax positions in filed tax returns

12. Inventories

	As at March 31, 2023	As at March 31, 2022
Raw materials	47,059	38,116
Work-in-progress	11,590	9,215
Finished goods	14,423	12,484
Stock-in-trade	629	479
Stores and spares	4,527	4,123
Total	**78,228**	**64,417**
Inventory include inventory in transit of:		
Raw materials	2,122	1,627
Finished goods	1,213	748

Amount recognised in profit or loss:

During the year ended March 31, 2023, the group has written back inventories to net realisable value and also made provision in respect of obsolete / slow moving items. Net provision charged to consolidated profit and loss amounting to ₹ 700 million (March 31, 2022: ₹ 17 million written down). These were recognised as an expense during the year and included in changes in value of inventories of work-in-progress, stock-in-trade and finished goods in consolidated statement of profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (All amounts in ₹ Million, unless otherwise stated)

13. Cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
- on current accounts	41,959	47,593
- Deposits with original maturity of less than three months	3,364	1,036
Funds in transit & cheques and drafts on hand	40	129
Cash on hand	18	17
Total	**45,381**	**48,775**

There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior period. For asset pledged refer note 44

Changes in liabilities arising from financing activities

	March 31, 2022	Cash Flow	Non cash items*	March 31, 2023
Long term borrowings (including current maturity of long term borrowing)	95,558	788	3,182	99,528
Short term borrowings (excluding current maturity of long term borrowing)	32,051	(11,350)	1,428	22,129
Lease liabilities	13,688	(3,936)	6,514	16,266
Total liabilities from financing activities	**141,297**	**(14,498)**	**11,124**	**137,923**

	March 31, 2021	Cash Flow	Non cash items*	March 31, 2022
Long term borrowings (including current maturity of long term borrowing)	93,057	(9,021)	11,522	95,558
Short term borrowings (excluding current maturity of long term borrowing)	13,575	10,899	7,576	32,051
Lease liabilities	12,663	(63)	1,088	13,688
Total liabilities from financing activities	**119,295**	**1,815**	**20,186**	**141,297**

*other non cash items includes, addition on account of business combination and Composite Scheme (refer note 50 & 51), foreign exchange movements. Non cash also includes new leases taken or termination of lease contracts in case of lease liabilities.

14. Other bank balances

	As at March 31, 2023	As at March 31, 2022
Deposits with remaining maturity of more than three months but less than 12 months	1,538	1,150
Unpaid dividend account	68	69
Total	**1,606**	**1,219**

Unpaid dividend accounts are restricted in use as it relates to unclaimed or unpaid dividend.

15. Share Capital

	As at March 31, 2023	As at March 31, 2022
Authorised:		
12,300,000,000 (March 31,2022 : 12,300,000,000) Equity shares of ₹ 1/- each	12,300	12,300
Issued, subscribed and Paid up:		
6,776,421,367 (March 31, 2022: 4,517,614,244) Equity Shares of ₹ 1 each#	6,776	4,518

a. Movement in equity share capital

Equity Shares:

	Numbers	Amount
As at April 01, 2021	3,157,934,237	3,158
Cancellation of equity share capital pursuant to Composite Scheme (refer note 51)	(1,055,750,653)	(1,056)
Issue of equity share capital pursuant to Composite Scheme (refer note 51)	2,415,430,660	2,415
As at March 31, 2022	**4,517,614,244**	**4,518**
Add: Issue of bonus shares by utilisation of securities premium during FY 2022-23 (refer note below)	2,258,807,122	2,259
As at March 31, 2023	**6,776,421,366**	**6,776**

During the year ended 31 March 2023, the Company alloted 2,258,807,122 (March 31, 2022: Nil) equity shares of ₹ 1 each as bonus shares in proportion of one equity share for every two shares held.

b. Rights, preferences & restrictions attached to shares

Equity Shares:

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

c. Aggregate number of Shares allotted as fully paid up by way of bonus shares (during 5 years immediately preceding March 31, 2023)

	Aggregate No of Shares issued in five years	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019
Equity shares allotted as fully paid bonus shares by capitalization of Securities Premium Account	3,311,451,868	2,258,807,122	-	-	-	1,052,644,746

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (All amounts in ₹ Million, unless otherwise stated)

d. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at March 31, 2023		As at March 31, 2022	
	Nos.	%	Nos.	%
Equity shares:				
Sumitomo Wiring Systems Limited	958,955,936	14.15%	792,637,291	17.55%
Shri Sehgals Trustee Company Private Limited (Trustee of Sehgal Family Trust)	930,170,146	13.73%	620,113,431	13.73%
Mr. Vivek Chaand Sehgal	878,782,644	12.97%	585,855,096	12.97%
Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	840,163,437	12.40%	560,108,958	12.40%
Radha Rani Holdings Pte. Ltd.	516,030,934	7.62%	344,020,623	7.62%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

e. Share holding of promoter group

	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total Shares	% change during the year^
As at 31 March 2023					
Individual Promoter					
Mr. Vivek Chaand Sehgal	585,855,096	292,927,548	878,782,644	12.97%	50%
Mr. Laksh Vaaman Sehgal	1,143	571	1,714	0.00%	50%
Ms. Vidhi Sehgal	24,331,875	12,165,937	36,497,812	0.54%	50%
Ms. Renu Sehgal	150,085	75,042	225,127	0.00%	50%
Ms. Geeta Soni	16,190,764	7,195,382	23,386,146	0.35%	44%
Ms. Nilu Mehra	10,312,590	5,156,295	15,468,885	0.23%	50%
Promoters group					
Sumitomo Wiring Systems Limited	792,637,291	166,318,645	958,955,936	14.15%	21%
Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	560,108,958	280,054,479	840,163,437	12.40%	50%
Motherson Engineering Research and Integrated Technologies Limited	74,180,520	37,090,260	111,270,780	1.64%	50%
Shri Sehgals Trustee Company Private Limited (Trustee of Sehgal Family Trust)	620,113,431	310,056,715	930,170,146	13.73%	50%
H. K. Wiring Systems Ltd.	7,660,351	3,830,176	11,490,527	0.17%	50%
Radha Rani Holdings PTE Ltd.	344,020,623	172,010,311	516,030,934	7.62%	50%

	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total Shares	% change during the year^
Advance Technologies And Automotive Resources PTE	43,576,475	21,788,237	65,364,712	0.96%	50%
Arvind Soni	-	1,038,740	1,038,740	0.02%	100%
	3,079,139,202	**1,309,708,337**	**4,388,847,539**	**64.77%**	

^ % change during the year ended March 31, 2023 mainly arising due to issue of bonus shares

	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total Shares	% change during the year ^
As at 31 March 2022					
Individual Promoter					
Mr. Vivek Chaand Sehgal	73,165,402	512,689,694	585,855,096	12.97%	701%
Mr. Laksh Vaaman Sehgal	123	1,020	1,143	0.00%	829%
Ms. Vidhi Sehgal	-	24,331,875	24,331,875	0.54%	100%
Ms. Renu Sehgal	150,085	-	150,085	0.00%	0%
Ms. Geeta Soni	8,610,328	7,580,436	16,190,764	0.36%	88%
Ms. Nilu Mehra	7,869,690	2,442,900	10,312,590	0.23%	31%
Promoters group					
Erstwhile Samvardhana Motherson International Limited	1,055,750,653	(1,055,750,653)	-	0.00%	-100.00%
Sumitomo Wiring Systems Limited	792,637,291	-	792,637,291	17.55%	0.00%
Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	-	560,108,958	560,108,958	12.40%	100%
Motherson Engineering Research and Integrated Technologies Limited	-	74,180,520	74,180,520	1.64%	100%
Shri Sehgals Trustee Company Private Limited (Trustee of Sehgal Family Trust)	-	620,113,431	620,113,431	13.73%	100%
H. K. Wiring Systems Ltd.	7,660,351	-	7,660,351	0.17%	0.00%
Radha Rani Holdings PTE Ltd.	3,442,623	340,578,000	344,020,623	7.62%	9892.98%
Advance Technologies And Automotive Resources PTE	-	43,576,475	43,576,475	0.96%	100%
	1,949,286,546	**1,129,852,656**	**3,079,139,202**	**68.16%**	

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

^ % change during the year ended March 31, 2022 are not comparable because of impact of accounting for the Composite Scheme of amalgamation (refer note 51)

16.(a) Reserves and surplus

	As at March 31, 2023	As at March 31, 2022
Capital reserve on consolidation	5,532	5,532
Securities premium	264,511	266,770
Capital reserve on acquisition of non controlling interest	(160,241)	(159,300)
Reserve on amalgamation	1,663	1,663
General Reserve	3,432	3,432
Retained earning	90,731	76,414
Total reserves and surplus	**205,628**	**194,511**

Capital reserve on consolidation

	As at March 31, 2023	As at March 31, 2022
Opening balance	5,532	1,920
Addition pursuant to Composite Scheme (refer note 51)	-	3,612
Closing balance	**5,532**	**5,532**

Securities premium

	As at March 31, 2023	As at March 31, 2022
Opening Balance	266,770	26,303
Addition pursuant to Composite Scheme (refer note 51)	-	240,467
Bonus Issue (refer note 15(a))	(2,259)	-
Closing balance	**264,511**	**266,770**

Capital reserve on acquisition non controlling interest

	As at March 31, 2023	As at March 31, 2022
Opening Balance	(159,300)	-
Addition due to acquisition of non controlling interest pursuant to Composite Scheme (refer note 51)	-	(159,300)
Addition due to acquisition of non controlling interest in step down subsidiaries (refer note below)	(941)	-
Closing balance	**(160,241)**	**(159,300)**

Reserve on amalgamation

	As at March 31, 2023	As at March 31, 2022
Opening balance	1,663	1,663
Closing balance	**1,663**	**1,663**

General reserve

	As at March 31, 2023	As at March 31, 2022
Opening balance	3,432	3,431
Transfer from Surplus in Statement of Profit and Loss during the year	-	1
Closing balance	**3,432**	**3,432**

Retained earnings

	As at March 31, 2023	As at March 31, 2022
Opening balance	76,414	81,102
Additions during the year	14,956	8,738
Remeasurements of post-employment benefit obligation, net of tax	359	212
Share of OCI of associates and joint ventures, net of tax	(17)	0
Dividend paid (refer note 39)	(2,936)	(4,737)
Transfer in relation to demerger pursuant to Composite Scheme (refer note 51)	-	(10,721)
Hyperinflation adjustment (refer note 47)	1,789	282
Recognition of put-call option liability (refer note 50)	99	(331)
Other addition / (deletion)	67	1,869
Closing balance	**90,731**	**76,414**

16.(b) Other reserves

	Foreign currency translation reserve	Cash flow hedging reserve	FVOCI equity investments	Total
As at April 01, 2021	9,844	(1,291)	(524)	8,029
Currency translation difference	(531)	-	-	(531)
Change in fair value of hedging instruments (net of tax)	-	620	-	620
Change in fair value of FVOCI equity instruments (net of tax)	-	-	48	48
Other Adjustments	(1,312)	-	-	(1,312)
As at March 31, 2022	8,001	(671)	(476)	6,854
Currency translation difference	5,453	-	-	5,453
Change in fair value of hedging instruments (net of tax)	-	166	-	166
Change in fair value of FVOCI equity instruments (net of tax)	-	-	(378)	(378)
Other Adjustments	16	-	-	16
As at March 31, 2023	**13,470**	**(505)**	**(854)**	**12,111**

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purpose such as issuance of bonus share in accordance with the provision of the Companies Act 2013.

Capital reserve on acquisition of non controlling interest

In accordance with the applicable accounting principles, difference between the fair value of interest acquired, being recognised in the standalone financial statements and carrying value of non-controlling interest, being recorded at cost in the consolidated financial statements on the effective date of the merger, in relation to-such non controlling interest has been recorded as capital reserve adjustment and accordingly disclosed as 'Capital reserve on acquisition on non-controlling interest'. Refer Composite Scheme details under note 51.

During the current year, the Group has acquired remaining 1.55% holding of non controlling interest in its subsidiary company namely, Samvardhana Motherson Reflectec Group Holdings Limited ('SMR Jersey') for EUR 18.40 million. Consequently, SMR Jersey has become 100% subsidiary of the Group. The difference between carrying value of non controlling interest amounting EUR 6.47 million as on date of share purchase and purchase consideration paid amounting to EUR 18.40 million has been recorded as capital reserve adjustment and the net amount of EUR 11.93 million (₹ 1,000 million) has been disclosed as 'Capital reserve on acquisition of non -controlling interest'

During the current year, the Group also made additional investment amounting ₹ 1,252 million in its subsidiary company namely, "Motherson Technology Services Limited" ('MTSL') consequent to which shareholding of non controlling interest has reduced from 37.08% to 9.60%. The reduction in share holding percentage of non controlling interst due to share subscription amounting to ₹ 59 million has been recorded as capital reserve adjustment and disclosed as 'Capital reserve on acquisition of non -controlling interest'.

Cash flow hedging reserve

The Group uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sale and inventory purchases and interest rate risk associated with variable interest rate borrowings. For hedging foreign currency risk, the group uses foreign currency forward contracts which are designated as cash flow hedges. For hedging interest rate risk, the group uses interest rate swaps which is also designated as cash flow hedges. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects profit or loss (e.g. sales and interest payments).

Capital reserve on consolidation

It represents capital reserve on acquisition of subsidiaries.

Reserve on amalgamation

This reserve was created at the time of amalgamation and mergers carried in earlier years. The reserve is utilised in accordance with the provisions of the Act.

General Reserve

This reserve comprises retained earnings of a company which are kept aside out of company's profits to meet future (known or unknown) obligations.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

FVOCI equity investments

The group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investment reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Bracket denotes appropriations / deductions.

17.(a) Non-current borrowings

	As at March 31, 2023	As at March 31, 2022
Secured:		
i) 3.7% Senior Secured Notes Due 2025 (EUR 100 million (March 31, 2022 : EUR 100 million))	8,855	8,317
ii) 1.8% Senior Secured Notes Due 2024 (EUR 300 million (March 31, 2022 : EUR 300 million))	26,586	24,937
iii) Non-convertible debentures	5,000	11,995
iv) Term loans:		
From Banks:		
- Rupee Loan	11,058	11,378
- Foreign currency loan	5,210	6,626
	56,709	**63,253**
Unsecured:		
i) Non-convertible debentures	37,240	31,239
ii) Term loan:		
From Banks:		
- Indian rupee loan	5,000	-
- foreign currency loan	297	615
From others		
- Indian rupee loan	-	0
- Foreign currency loan	282	451
	42,819	**32,305**
Total	**99,528**	**95,558**
Current maturities of long-term debt	(33,345)	(10,551)
	66,183	**85,007**

17.(b) Current borrowings

	As at March 31, 2023	As at March 31, 2022
Secured#:		
i) Loans repayable on demand from banks		
- Rupee Loan [1]	1,212	1,940
- Foreign Currency Loan [2]	7,181	7,667
ii) Other short term loans from banks		
- Foreign Currency Loan [3]	1,051	11
	9,444	**9,618**
Unsecured:		
i) Loans repayable on demand from banks		
- Rupee Loan	320	298
- Foreign Currency Loan	142	793
ii) Other short term loans from banks		
- Foreign Currency Loan	11,422	17,484
iii) Other short term loans - (Other than banks)		
- Foreign Currency Loan	801	3,858
	12,685	**22,433**
Current maturity of long term borrowings (refer note 17(a))	33,345	10,551
Total	**55,474**	**42,602**

Non-current borrowings:

(a) Nature of Security and terms of repayment for secured borrowings:

Nature of Security	Terms of Repayment
3.7% Senior Secured Notes Due 2025	
Loan amounting to ₹ 8,855 million (March 31, 2022: ₹ 8,317 million) secured by: a. Guarantee given by some of the material subsidiaries of Samvardhana Motherson Automotive Systems Group B.V. b. 100% share pledge of material subsidiaries of Samvardhana Motherson Automotive Systems Group B.V. c. Assets security given by some subsidiaries of Samvardhana Motherson Automotive Systems Group B.V.	The Notes bear interest at a rate of 3.70% payable annually on 18th June and will mature on 18th June, 2025. The Notes are listed on the Irish Stock Exchange and trade on the Global Exchange Market. The Notes carry a prepayment option and as per the terms of the indenture the Subsidiary may at any time prior to June 18, 2025, redeem all or a portion of the Notes by paying 100% of the principal amount of such Notes, plus accrued and unpaid interest and additional amounts, if any, to the date of redemption, plus a "make-whole" premium. In addition, prior to June 18, 2025, the subsidiary may redeem, at its option, up to 35% of the Notes with the net proceeds from certain equity offerings.

Nature of Security	Terms of Repayment
1.8% Senior Secured Notes Due 2024	
Loan amounting to ₹ 26,586 million (March 31, 2022: ₹ 24,937 million) secured by: The Notes are senior obligations of SMRP BV and rank pari passu in right of payment with all the SMRP BV's existing and future senior obligations that are not subordinated in right of payment to the Notes, including the SMRP BV's obligations under the existing Notes and the Revolving Credit Facilities. The Notes are guaranteed on a senior basis by SMRP BV and certain of its subsidiaries and are also secured by security interests granted over certain property and assets of the SMRP BV and certain of its subsidiaries.	The Notes were issued at 99.299% of the nominal value and carry coupon at a rate of 1.80% payable annually on July 06th each year and will mature on July 06, 2024. The Notes are listed on the Irish Stock Exchange and trade on the Global Exchange Market.
Secured Non Convertible debentures	
Non convertable debentures amounting to ₹ 5,000 million (March 31, 2022: ₹ 4,995 million) secured by: (a) first ranking Security Interest by way of hypothecation on the Hypothecated Properties created by the Company in favour of the Debenture Trustee pursuant to the Deed of Hypothecation; and / or (b) a first ranking Security Interest by way of equitable mortgage by deposit of title deeds on the Company's rights, title and interest in and to the Mortgaged Properties created by the Company in favour of the Debenture Trustee (or in favour of a security trustee or security agent appointed by the Debenture Trustee (acting in accordance with Approved Instructions)) pursuant to the Mortgage Documents. c) such other Security Interest created by the Company or any other Person as may be mutually agreed by the Company with the Debenture Trustee (acting in accordance with Approved Instructions) and classified as 'Security' for the purposes of this Deed by the Debenture Trustee.	The company issued 5,000 listed, rated, redeemable, senior, secured non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 5,000 million, in a single tranche. The Non convertable debentures bear interest at a rate of 7.84% payable annually on April 20 each year and will mature on April 20, 2023.

Nature of Security	Terms of Repayment
Non convertible debentures amounting to Nil (March 31, 2022: ₹ 7,000 million) secured by: a) first ranking and exclusive security interest by way of pledge over the Initial Pledged Shares (MSWIL) by the Company in terms of the Share Pledge Agreement. b) first ranking and exclusive security interest by way of pledge over the pledged share by the Company in terms of the Share Pledge Agreement. c) first ranking and and exclusive security interest by way of hypothecation over the Hypothecated Properties arising from Initial Pledged Shares (MSWIL) in terms of the Deed of Hypothecation by the Company (d) first ranking and and exclusive security interest by way of hypothecation over the Hypothecated Properties arising from Pledged Shares in terms of the Deed of Hypothecation by the Company (e) first ranking and exclusive security interest by way of pledge, to be created by the Pledged Promoter over the Pledged Shares (Company) in terms of the Shares Pledged Agreement (Company), on and from the Pledge Creation Date (Company) until the Pledge Creation date (MSWIL).	Originally erstwhile SAMIL issued 700 listed, rated, redeemable, secured non-convertible debentures of a face value of ₹ 10,000,000 each, of the aggregate nominal value of up to ₹ 7,000 million and were transferred to the company in relation to merger pursuant to Composite Scheme (refer note 51). These instruments bear interest at a rate of 9.75% payable annually and fully repaid on December 2, 2022.
Long term Indian Rupee loans from Bank include:	
Loan amounting to ₹ 8,979 million (March 31, 2022 : ₹ 9,468 million) secured by creating a charge on Investment in shares of one of the subsidiary, MSSL (GB) Ltd on pari passu basis	Borrowing carrying Interest rate of 6.05% p.a. repayable in 5 years from date of first disbursement in ratio of 5:5:10:25:55 starting from September 2021.
Loan amounting to ₹ 29 million (March 31, 2022: ₹ 49 million) secured by first charge hypothecation of movable fixed assets of the Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited).	Repayable in 5 years with 20 quarterly repayments commencing from October 2019 carrying interest rate at 3 months Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to Nil (March 31, 2022: ₹ 42 million) secured by first pari-passu charge of Land and Building situated at C-26, Sector 62, Noida and movable fixed assets of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)	Loan carried interest rate at 6 months Marginal Cost of Funds based Lending Rate (MCLR) and fully repaid during financial year 2022-23.

Nature of Security	Terms of Repayment
Loan amounting to Nil (March 31, 2022: ₹ 149 million) secured by first pari-passu charge of Land and Building situated at C-26, Sector 62, Noida and movable fixed assets of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)	Loan carried interest rate at 6 months Marginal Cost of Funds based Lending Rate (MCLR) and fully repaid during financial year 2022-23
Loan amounting to ₹ 234 million (March 31, 2022: ₹ 82 million) secured by first pari passu charge of movable fixed assets of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited).	Repayable in 6 years including moratorium period of 6 quarters with 18 quarterly repayments carrying interest rate at 1 year Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to ₹ 352 million (March 31, 2022: ₹ 441 million) secured by exclusive charge on all the current assets and movable fixed assets of Samvardhana Motherson Innovative solutions Limited (both present and future)	The principal amount to be repaid in 28 equal quarterly installment from November 2019 after moratorium period of 24 Months from the date of first drawdown. The loan carries interest rate of 8% p.a.
Loan amounting to ₹ 126 million (March 31, 2022: ₹ 187 million) secured by First Pari Passu charge over all the present and future movable assets of CTM India Limited	The principal amount to be repaid in 16 equal quarterly installment started from April 2021. The loan carries interest rate of 7.55% p.a.
Loan amounting to ₹ 150 million (March 31, 2022: ₹ 350 million) secured by exclusive charge on machinery as part of Hot Stamping project and exclusive charge on immovable fixed assets of MS Global India Automotive Private Limited	The principal amount to be repaid in 16 equal quarterly installment started from financial year 2019-20. The loan carries interest rate of 7.10% p.a.
Loan amounting to ₹ 488 million (March 31, 2022: ₹ 532 million) secured by First and exclusive hypothecation charge on all exisitng and future moveable fixed assets of Samvardhana Motherson Auto Component Pvt. Ltd.	The principal amount to be repaid in 18 equal quarterly installment started from October 2020. The loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to ₹ 54 million (March 31, 2022: ₹ 78 million) secured by First and exclusive hypothecation charge on all exisitng and future moveable fixed assets of Samvardhana Motherson Auto Component Pvt. Ltd.	The principal amount to be repaid in 36 equal quarterly installment started from April 2020. The loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to ₹ 109 million (March 31, 2022: Nil) secured by second ranking charge over existing primary & collateral securities including mortgages created in favour of the bank and Government ECGLS Guarantee	The principal amount to be repaid in 48 months excluding moratorium of 12 months from the date of disbursment per month ₹ 3.12 Mn till February 2026. The loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR) with margin of 1%.

Nature of Security	Terms of Repayment
Loan amounting to ₹ 302 million (March 31, 2022: Nil) secured by First Pari-Passu charge by way of hypothecation on all the Plant & Machinery and other movable Fixed Assets located at various factories of CIM Tools Private Limited and second Pari Passu charge over current assets of CIM Tool Private Limited.	The principal amount to be repaid in 5 year including 1 year of moratorium from first disbursement and to be paid in 16 quarterly installments starting form March 2024 and ending till December 2027. Loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to ₹ 138 million (March 31, 2022: Nil) secured by First Pari-Passu charge by way of hypothecation on all the Plant & Machinery and other movable Fixed Assets located at various factories of CIM Tools Private Limited and second Pari Passu charge over current assets of CIM Tool Private Limited.	The principal amount to be repaid in 20 Quarterly payment of ₹ 10 Mn each. Loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to ₹ 5 million (March 31, 2022: Nil) secured by second ranking charge over existing primary & collateral securities including mortgages created in favour of the bank and Govt National Credit Guarantee Trustee Company Limited.	The principal amount to be repaid in 48 months including moratorium of 12 months from the date of disbursement in monthly installment of ₹ 2,08,333 each. The loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR).
Loan amounting to ₹ 92 million (March 31, 2022: Nil) secured by exclusive charge on all movable & immovable assets and inventory & debtors of Fritzmeier Motherson Cabin Engineering Private Limited.	The principal amount to be repaid in equal monthly installments in 4 years with moratorium period of 1 year of disburement. The loan carries interest rate based on Marginal Cost of Funds based Lending Rate (MCLR).
Long term foreign currency loans from Bank include:	
ii Loan amounting to ₹ 14 million(March 31, 2022: ₹ 16 million) secured against land and building of MSSL Japan.	Repayable in quarterly instalments from June 2015 till June 2029. The applicable rate of interest is 3 months Tibor + 0.95%
iii Loan amounting to ₹ 178 million (March 31, 2022: ₹ 167 million) secured by first mortgage on plant & machinery of Samvardhana Motherson Invest Deutschland GmbH	Repayable in one bullet payment on September 30, 2025. The applicable rate of interest in respect of this loans is 2.2%
v Nil (March 31, 2022 : ₹ 10 million) secured against the land & building & current receivables.	The applicable rate of interest in respect of this loans was 3M Euribor + 1.15% and fully repaid during financial year 2022-23.
vi ₹ 4,924 million (March 31, 2022 : ₹ 4,529 million). Facility is guaranteed on a senior secured basis by certain subsidiaries of SMRP BV and are secured by share pledge and security interests granted over certain property and assets of SMRP BV and certain of its subsidiaries.	Repayable in one bullet payment on August 29, 2023. The applicable rate of interest in respect of this loans is Libor + 1.1%

Nature of Security	Terms of Repayment
vii Nil (March 31, 2022: ₹ 0 million). Facility is secured against the vehicle for which the loan is availed.	The applicable rate of interest in respect of this loan is prime lending rate applicable in South Africa, which is 7.25%. Loan was fully repaid in March 2023.
viii Nil (March 31, 2022: ₹ 1,904 million). Facility is secured against by corporate guarantee provided by the holding company.	The applicable rate of interest in respect of this loans is Euribor + 0.95%. Loan was fully repaid during financial year 2022-23.
₹ 91 Million (March 31, 2022: Nil). Facility is secured by first pari-passu charge by way of hypothecation on all the Plant Machinery and other movable fixed assets and current assets of CIM Tool Private Limited.	The applicable rate of interest in respect of this loans is LIBOR + 2.25%. Loan is repayable in quarterly installments till financial year 2025-26.
₹ 4 Million (March 31, 2022: Nil). Facility is secured by exclusive Charge by way hypothecation on all plant and machinery and property of Aero Treatment Private Limited.	The applicable rate of interest in respect of this loans is 6 Months LIBOR + 5.5%. Loan is repayble in 16 quarterly installments till September 2023.

(b) Terms of repayment for unsecured borrowings:

	Terms of Repayment
Unsecured Non Convertible debentures	
Non convertible debentures amounting to ₹ 21,289 million (March 31, 2022: ₹ 21,262 million)	The company issued 21,300 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 21,300 million, in a single tranche. The Non convertable debentures bear interest at a rate of 6.65% payable annually on September 14 each year and will mature on September 14, 2023.
Non convertible debentures amounting to ₹ 9,985 million (March 31, 2022: ₹ 9,977 million)	The company issued 2,500 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 2,500 million, in a single tranche. These instruments bear interest at a rate of 5.69% payable annually on November 25 each year and will mature on November 25, 2024. The company issued 5,150 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 5,150 million, in a single tranche. These instruments bear interest at a rate of 6.09% payable annually on November 25 each year and will mature on November 25, 2026. The company issued 2,350 listed, rated, redeemable, unsecured, redeemable non-convertible debentures of a face value of ₹ 1,000,000 each, of the aggregate nominal value of up to ₹ 2,350 million, in a single tranche. These instruments bear interest at a rate of 5.68% payable annually on December 08 each year and will mature on December 08, 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (All amounts in ₹ Million, unless otherwise stated)

	Terms of Repayment
Non convertible debentures amounting to ₹ 5,966 million (March 31, 2022: Nil)	The company issued 50,000 unsecured, rated, listed, redeemable non-convertible debentures of a face value of ₹ 100,000 each, of the aggregate nominal value of up to ₹ 5,000 million and, Gree Shoe Option of ₹ 1,000 million in the form of unsecured, rated, listed, redeemable non-convertible debentures of a face value of ₹ 100,000 each. These instruments bear interest at a rate of 8.15% payable annually on January 23 each year and will mature on January 23, 2026.
Unsecured Indian Rupee Term Loans from Banks -	
i. ₹ 3,500 million (March 31, 2022 : Nil) Indian Rupee loan from bank	Carrying Interest rate of 3 months Treasury Bill rate + Spread of 1.41% p.a. (7.85% on disbursement date). repayable in 5 annualy installments from date of first disbursement in ratio of 5:5:10:25:55 started from November 24, 2023.
ii. ₹ 1,500 million (March 31, 2022 : Nil) Indian Rupee loan from bank	Carrying Interest rate of 3 months Treasury Bill rate + Spread of 1.39% p.a. (8.51% on disbursement date). repayable in 20 quarterly installments from date of first disbursement started from June 2023 as below:- - first 8 installments of 1.25% each - next 4 installments of 2.5% each - next 4 installments of 6.25% each - next 4 installments of 13.75% each
Unsecured Foreign Currency Term Loans from Banks -	
i. Loan amounting to ₹ 1 million (March 31, 2022: ₹ 11 million).	Repayable in 36 equal monthly instalments started from May 2020 until April 2023. The applicable rate of interest in respect of this loans is 1.50%.
ii. Loan amounting to ₹ 29 million (March 31, 2022: ₹ 31 million).	Repayable in 96 equal monthly instalments starting from September 2022 until August 2030. The applicable rate of interest in respect of this loans is 1.11%.
iii. Loan amounting to ₹ 37 million (March 31, 2022: ₹ 37 million).	Repayable in 84 equal monthly instalments starting from May 2024 until February 2031. The applicable rate of interest in respect of this loans is 1.20%.
iv. ₹ 0 million (March 31, 2022 : ₹ 210 million)	Repayable as quarterly instalments upto July 2025. The applicable rate of interest in respect of this loans is 0.75%.
v. Loan amounting to Nil (March 31, 2022: ₹ 159 million).	Repayable in 15 equal quarterly instalments commencing from April 2020 upto November 2023. The applicable rate of interest is BIBOR + 1.45% p.a.
vi. Loan amounting to ₹ 37 million (March 31, 2022: Nil).	Repayable in 60 equal monthly instalments starting from June 2027 until May 2032. The applicable rate of interest in respect of this loans is 1.20%
viii. Loan amounting to ₹ 34 million (March 31, 2022: ₹ 159 million)	Repayable in quarterly installments until May 2023. The applicable rate of interset is 1.15%

	Terms of Repayment
ix. Loan amounting to Nil (March 31, 2022: ₹ 8 million).	The applicable rate of interset was 1.48% and fully repaid during financial year 2022-23. Loan amounting to ₹ 159 million (March 31, 2022: Nil) repayable in quarterly instalments upto November 2026.
Unsecured Foreign Currency Loan from Other than Banks -	Loan amounting to ₹ 62 million (March 31, 2022: ₹ 72 million) with no fixed repayments terms carrying Prime rate interest applicable in South Africa, which is 7.25%. Loan amounting to ₹ 8 million (March 31, 2022: ₹ 2 million) interest free with no fixed repayments terms. Loan amounting to ₹ 19 million (March 31, 2022: ₹ 21 million) interest free loan repayable in half yearly instalments until March 2024. Loan amounting to ₹ 47 million (March 31, 2022: ₹ 49 million) interest free loan repayable in 10 yearly instalments commencing from 2074. Loan amounting to Nil (March 31, 2022: ₹ 114 million) government loan fully repaid during FY 2023-24 carrying interest rate of 0.98%. Loan amounting to ₹ 18 million (March 31, 2022: ₹ 3 million) repayable in yearly instalments upto finanical year 2022-23 carrying interest rate of 5% Loan amounting to ₹ 21 million (March 31, 2022: ₹ 23 million) to be repaid by July 2025 carrying interest rate of 5% Loan amounting to ₹ 28 million (March 31, 2022: ₹ 60 million). Interest free loan to be repaid yearly upto July 2026. Loan amounting to ₹ 22 million (March 31, 2022: ₹ 15 million) carrying interest rate of 3.95% to be repaid yearly upto November 2022. Loan amounting to ₹ 57 million (March 31, 2022: ₹ 83 million). Interest free loan to be repaid in yearly instalments until May 2025. Loan amounting to ₹ 1 million (March 31, 2022: ₹ 8 million) repayable in half yearly instalments upto finanical year 2022-23 carrying interest rate of 5%. Loan amounting to Nil (March 31, 2022: ₹ 1 million) fully repaid during FY 2022-23.

Current borrowings:

Nature of Security for secured borrowings:

1 Nil (March 31, 2022: ₹ 750 million) repayable on demand, secured by first pari passu charge on entire current assets of the Company including receivables, both present and future and second pari passu charge over the fixed assets of the Company including equitable mortgage of specified properties.

₹ 35 million (March 31, 2022: ₹ 15 million) repayable on demand, secured by entire current asset of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)

₹ 65 million (March 31, 2022: ₹ 68 million) repayable on demand, secured by entire current asset of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)

₹ 126 million (March 31, 2022: Nil) repayable on demand, secured by entire current asset and movable assets of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)

₹ 347 million (March 31, 2022: ₹ 409 million) repayable on demand, secured by first pari passu charge on entire current asset of Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)

₹ 34 million (March 31, 2022: ₹ 28 million) repayable on demand, secured by first pari passu charge on all existing and future current assets and movable fixed assets of Motherson Moulds and Diecasting Ltd.

₹ 297 million (March 31, 2022: ₹ 356 million) repayable on demand, secured by exclusive charge on current assets of MS Global India Automotive Private Limited

Nil (March 31, 2022: ₹ 50 million) repayable on demand, secured by exclusive charge on current assets of MS Global India Automotive Private Limited

Nil (March 31, 2022: ₹ 74 million) repayable on demand, secured by First pari-passu charge on the entire current assets of CTM India Limited present and future.

Nil (March 31, 2022: ₹ 18 million) repayable on demand, secured by First pari-passu charge on the current assets (both present & future) and second pari passu charge on the Movable fixed assets of CTM India Limited.

₹ 46 million (March 31, 2022: ₹ 42 million) repayable on demand, secured by first and exclusive hypothecation charge on all exisitng and future moveable fixed assets of Samvardhana Motherson Auto Component Pvt. Ltd.

₹ 38 million (March 31, 2022: ₹ 58 million) repayable on demand, secured by first pari passu on all current assets (both present and future) and movable fixed assets of the and movable fixed assets of Samvardhana Motherson Innovative solutions Limited

₹ 76 million (March 31, 2022: ₹ 72 million) repayable on demand, secured by first pari passu on all current assets (both present and future) and movable fixed assets of the and movable fixed assets of Samvardhana Motherson Innovative solutions Limited

₹ 5 million (March 31, 2022: ₹ 72 million) repayable on demand, secured against hypothecation of inventories and receivables of Aero Treatment Private Limited.

₹ 105 million (March 31, 2022: ₹ 72 million) repayable on demand, secured by exclusive charge on all movable & immovable assets and inventory & debtors of Fritzmeier Motherson Cabin Engineering Private Limited.

₹ 20 million (March 31, 2022: Nil) repayable on demand, secured by first pari passu on all current assets (both present and future) and movable fixed assets of the and movable fixed assets of Motherson Air Travel Pvt Ltd.

2 ₹ 3,765 million (March 31, 2022: ₹ 4,792 million) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV) and certain subsidiaries and also against same collaterals as all the existing Senior Secured Notes issued by SMRP BV and reported under non-current borrowings.

₹ 180 million (March 31, 2022: ₹ 88 million) is secured against some of the assets of MSSL Advanced Polymers s.r.o.

Nil (March 31, 2022: ₹ 1,213 million) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV).

Nil (March 31, 2022: ₹ 1,213 million) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV).

₹ 487 million (March 31, 2022: ₹ 76 million) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV).

₹ 120 million (March 31, 2022: ₹ 120 million) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV).

Nil (March 31, 2022: ₹ 165 million) secured by unconditional & irrevocable stand-by letter of credit in USD from Axis Bank Ltd. amounting upto 105% of the facility outstanding

₹ 1,315 million (March 31, 2022: Nil) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV).

₹ 1,315 million (March 31, 2022: Nil) is secured against guarantee of Samvardhana Motherson Automotive Systems Group BV (SMRP BV).

3 ₹ 890 million (March 31, 2022: Nil) secured against first pari-passu charge on all present and future inventories and receivables of CIM Tools Private Limited and first pari-passu charge on the plant machinery and other movable fixed asset of CIM Tools Private Limited.

₹ 125 million (March 31, 2022: Nil) secured against first pari-passu charge on all present and future inventories and receivables of CIM Tools Private Limited and first pari-passu charge on the plant machinery and other movable fixed asset of CIM Tools Private Limited.

₹ 17 million (March 31, 2022: ₹ 11 million) secured against exclusive charge on the entire current assets and moveable fixed assets (present and future) of Samvardhana Motherson Auto System Pvt. Ltd.

The rate of interest in respect of short term borrowing is applicable inter bank lending rate for loan currency / applicable base rate of commercial banks of the country of borrower plus spread of 0.0% to 5.0%

The carrying amounts of financial and non financial assets pledged as security for current and non current borrowings are disclosed in Note 44

18. Other financial liabilities

	As At March 31, 2023	As At March 31, 2022
Non-current		
- Retention Money	-	2
- Security Deposit Received (refer note 40 for security deposit received from related party)	473	428
- Recovery against Vehicle Loan	104	99
- Interest accrued but not due on borrowings	-	2
- Derivatives non designated as hedges	0	0
- Derivatives designated as hedges (refer note 37)	82	5
- Amounts payable to obtain contracts	940	1,213
- Accrued expenses	2,156	2,409
- Put-call option to acquire remaining shares of Non contriolling interest (refer note 50)	2,117	584
- Others	49	69
Total	**5,921**	**4,811**
Current		
- Interest accrued but not due on borrowings	2,065	2,334
- Unpaid dividends[1]	68	69
- Employee benefits payable	15,676	13,246
- Security deposit received (refer note 40 for security deposit received from related party)	30	77
- Payables relating purchase of fixed assets	6,948	3,401
- Derivatives designated as hedges (refer note 37)	686	109
- Derivatives not designated as hedges	13	231
- Advance recovery from employee	124	55
- Amounts payable to obtain contracts	4,834	5,067
- Accrued expenses	10,255	8,590
- Others[2]	1,881	-
Total	**42,580**	**33,179**

[1] There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

[2] Represents the Group's share of losses exceeding the carrying value of investment in a Joint venture company in respect of which letter of support has been issued. (Also refer note 40)

19. Trade Payables

	As At March 31, 2023	As At March 31, 2022
Total outstanding dues of creditors other than related parties	139,711	112,227
Trade payable to related parties (refer note 40)	1,652	1,376
Total	**141,363**	**113,603**

Undisputed trade payable ageing schedule:

	Undisputed trade payable	
	As At March 31, 2023	As At March 31, 2022
Curent but not due	125,146	88,906
Outstanding for following periods from due date of payment		
Less than 6 Months	12,442	19,009
6 months – 1 year	2,407	4,365
1-2 years	742	904
2-3 years	487	225
More than 3 years	139	194
Total	**141,363**	**113,603**

During the financial year ended March 31, 2023 and March 31, 2022, there is no disputed trade payable.

20. Provisions

	As At March 31, 2023		As At March 31, 2022	
	Current	Non-current	Current	Non-current
For warranties	1,920	284	1,693	328
For onerous contracts	69	0	84	606
For restructuring / severance costs	716	95	1,035	133
For litigation, disputes and other contingencies	1,999	387	2,003	281
Total	**4,704**	**766**	**4,815**	**1,348**

Warranty

A provision is recognized for expected warranty claims on products sold during the last year, based on past experience of the level of repairs and returns. Due to the very nature of such costs, it is not possible to estimate the uncertainties relating to the outflows of economic benefits.

Onerous Contracts

Onerous contracts represent management's best estimate of the amount by which the expected benefits from certain specific contracts are lower than the unavoidable cost of meeting its obligations under those contracts. The time frame within which such provisions will unwind varies by contract.

Litigation, disputes and other contingencies

Provision for litigation, disputes and other contingencies represents claims against the Group not acknowledged as debts that are expected to materialise in respect of matters in litigation / disputes etc.

Restructuring / Severance costs

Restructuring / severance costs provisions are created based on announcement for employee restructuring by the Group.

The group has the following provisions in the books of account:

	Restructuring / Severance costs	Warranty	Onerous contracts	Litigation, disputes and other contingencies
Year ended March 31, 2022				
As at April 01, 2021	1,270	2,120	690	2,370
Additions during the year	570	513	82	350
Utilised / reversed during the year	(716)	(623)	(66)	(500)
Addition on account of business combination (refer note 50)	-	29	-	4
Exchange translation adjustment	44	(18)	(16)	60
Closing Balance	1,168	2,021	690	2,284
Year ended March 31, 2023				
As at April 01, 2022	1,168	2,021	690	2,284
Additions during the year	312	471	10	1,216
Utilised / reversed during the year	(698)	(427)	(633)	(1,198)
Addition on account of business combination (refer note 50)	-	-	-	11
Exchange translation adjustment	29	139	2	73
Closing Balance	**811**	**2,204**	**69**	**2,386**

21. Employee benefit obligations

	As At March 31, 2023		As At March 31, 2022	
	Current	Non-current	Current	Non-current
Gratuity and pensions	609	3,480	409	3,833
Compensated absences	1,154	692	1,141	641
Longevity / jubilee bonus	-	263	-	248
Others	810	721	730	744
Total	**2,573**	**5,156**	**2,280**	**5,466**

The long term defined employee benefits and contribution schemes of the group are as under:

A. Defined Benefit Schemes

Gratuity / Pension Benefits

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

(i) Present Value of Defined Benefit Obligation

	For the year ended	
	March 31, 2023	March 31, 2022
Obligations at year beginning	7,642	6,596
Current service cost	738	662
Interest expense	353	286
(Gains) and losses on curtailment and settlement	1	41
Amount recognised in profit or loss	**1,092**	**989**
Remeasurements		
Actuarial (gain) / loss from change in demographic assumption	3	2
Actuarial (gain) / loss from change in financial assumption	(602)	(173)
Experience (gains)/losses	139	(117)
Amount recognised in other comprehensive income	**(460)**	**(288)**
Effect of Exchange rate change	83	(132)
Payment from plan:		
Benefit payments	(751)	(404)
Contributions:		
Employers	-	-
Addition on account of business combination	18	548
Addition due to transfer of employee	12	2
Less: Transferred to Discontinued Operations (refer note 51)	-	331
Obligations at year end	**7,636**	**7,642**

(ii) Fair Value of Plan Assets

	For the year ended	
	March 31, 2023	March 31, 2022
Plan assets at year beginning, at fair value	3,400	2,908
Interest income	173	156
Amount recognised in profit or loss	**173**	**156**
Remeasurements		
Actuarial gain / (loss) from change in demographic assumption	-	(1)
Actuarial gain / (loss) from change in financial assumption	(5)	(1)
Return on plan assets, excluding amount included in interest income	(28)	(15)
Experience (gains)/losses	-	(0)
Amount recognised in other comprehensive income	**(33)**	**(17)**
Effect of Exchange rate change	(100)	(101)
Payment from plan:		
Benefit payments	(313)	(156)
Contributions:		
Employers	627	268
Addition on account of business combination	(207)	111
Less: Transferred to Discontinued Operations (refer note 51)	-	231
Plan assets at year end, at fair value	**3,547**	**3,400**

(iii) Assets and Liabilities recognized in the Balance Sheet

	For the year ended	
	March 31, 2023	March 31, 2022
Present Value of the defined benefit obligations	7,636	7,642
Fair value of the plan assets	3,547	3,400
Amount recognized as Liability	**4,089**	**4,242**

The group has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions.

(iv) Defined benefit obligations cost for the year:

	For the year ended	
	March 31, 2023	March 31, 2022
Current service cost	738	662
Interest Cost	353	286
Interest income	(173)	(156)
(Gains) and losses on curtailment and settlement	1	41
Actuarial (gain) / loss	(427)	(270)
Net defined benefit obligations cost	**492**	**563**

(v) Investment details of Plan Assets

Companies within the Group operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. In respect of the companies incorporated in India, 100% of the plan assets are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme. In case of South Korea fund has been deposited with multiple financial institutions as required by local regulations and is guaranteed by government. In respect of other overseas entities, plan assets are funded through various institutions.

The details of investments of plan assets are as follows:

	For the year ended	
	March 31, 2023	March 31, 2022
LIC	1,439	1,247
Deposits with financial institution	2,108	2,153
Total	**3,547**	**3,400**

In respect of LIC plan assets are invested by LIC as per their guidelines and no further details are available with the company. Further in respect of deposits with financial institutions although they are low interest bearing investments but are guaranteed by government.

(vi) Actuarial assumptions:

	As At March 31, 2023		As At March 31, 2022	
	Indian Entities	Outside India Entities	Indian Entities	Outside India Entities
Discount Rate per annum	7.20%	2.91%-22.50%	7.00%	1.70%-12.25%
Future salary increases	8.00%	2.00%-18.00%	8.00%	1%-10%
Pension growth rate	-	2.15%-2.30%	-	1.50% - 2%
Mortality table *	-	-	-	-

* Due to the use of different tables at different locations , this information is not disclosed.

(vii) Expected Contribution to the Fund in the next year

	For the year ended	
	March 31, 2023	March 31, 2022
Gratuity (Continued operations)	465	193

(viii) The following table shows breakdown of the defined benefit obligation and plan assets by country:

Plan Type	March 31, 2023			March 31, 2022		
	India	Outside India	Total	India	Outside India	Total
Present value of obligation	2,577	5,059	**7,636**	2,252	5,390	**7,642**
Fair value of plan asset	1,522	2,025	**3,547**	1,400	2,000	**3,400**
Net liability	**1,055**	**3,034**	**4,089**	**852**	**3,390**	**4,242**

(ix) Sensitivity Analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is :

	Change in Assumption		Impact	Increase in Assumption		Impact	Decrease in Assumption	
	March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
Discount Rate per annum	0.50%	0.50%	Decrease by	(136)	(63)	Increase by	142	69
Future salary increases	0.50%-1%	0.50%-1%	Increase by	400	101	Decrease by	(370)	(89)
Pension rate per annum	0.50%	0.50%	Decrease by	(254)	(226)	Increase by	276	277
Life expectancy	1 year	1 year	Decrease by	(1)	(5)	Increase by	1	5

* Continuing operations

^ Continuing operations and Discontinued operations

The above sensitivity analyses are based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.

The method and type of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(x) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility	The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. In respect of companies incorporated in India, 100% of plan assets are lying with LIC under its group gratuity scheme. LIC is a central government monitored entity and its investment norms ensure adequate returns for investors along with surety of plan assets. In respect of overseas subsidiaries in Korea, the amount has been deposited with multiple financial institutions as required by local regulations and is guaranteed by government.
Changes in bond yields	A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.
Inflation risks	In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.
Life expectancy	The pension obligation is to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The liability recognised in the balance sheet in respect of defined benefit pension/gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries like India, there is no deep market in such bonds, therefore the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

(xi) Defined benefit liability and employer contributions

Weighted average duration of the defined benefit obligation is 2-14 years (March 31, 2022: 2-14 years)

Expected benefit payments are as follows:

	Less than a year	Between 1-2 years	Between 2-5 years	Between 6-14 years	Total
March 31, 2023	473	560	1,489	8,642	11,164
Defined benefit obligation (pension & gratuity) of continuing operations					
March 31, 2022	363	459	1,166	5,132	7,120
Defined benefit obligation (pension & gratuity)					

B. Defined Contribution Schemes

The Group deposits an amount determined at a fixed percentage of basic pay every month to the State administered Provident Fund, Employee State Insurance (ESI) and other funds for the benefit of the employees. Accordingly, the Group's contribution during the year that has been recognised in consolidated statement of profit and loss from continuing operations, amounting ₹ 15,323 million (March 31, 2022 : ₹ 13,469 million).

C. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India, however, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued by the Government of India. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

22. Government grants

	As At March 31, 2023	As At March 31, 2022
Opening balance	2,867	2,597
Grants received during the year	694	1,640
Released to profit or loss (Refer note 25(b))	(836)	(1,674)
Released to profit and loss of discontinued operation (refer note 51)	-	(33)
Addition due to business combination	-	10
Exchange differences	61	327
Closing balance	**2,786**	**2,867**

	As At March 31, 2023	As At March 31, 2022
Current portion	511	475
Non-current portion	2,275	2,392
Total	**2,786**	**2,867**

23. Current tax liabilities / (Non-current tax assets) (net)

Income tax assets and Income tax liabilities have been offset to the extent they relate to the same governing taxation laws.

	As At March 31, 2023	As At March 31, 2022
Non-Current tax assets (net)	1,209	2,507
Current tax liabilities (net)	3,463	3,901
Net tax liabilities / (Assets)	**2,254**	**1,394**

24. (a) Other non-current liabilities

	As At March 31, 2023	As At March 31, 2022
Advance from Customers (Refer Note 45)	65	105
Unearned Revenue (Refer Note 45)	1,393	1,336
Others	562	222
	2,020	**1,663**

24. (b) Other current liabilities

	As At March 31, 2023	As At March 31, 2022
Other current liabilities		
- Unearned Revenue (Refer Note 45)	1,103	1,200
- Statutory dues payable	6,646	6,047
- Advances received from customers (Refer Note 45)	5,992	5,920
- Other payables	6,535	5,213
	20,276	**18,380**

25. (a) Revenue from contract with customers

	For the year ended	
	March 31, 2023	March 31, 2022
Sales of products		
Finished goods		
Within India	74,570	52,698
Outside India	683,831	565,303
Traded goods	8,684	4,617
Total gross sales	**767,085**	**622,618**
Sales of services	11,622	6,749
Total revenue from contract with customers (Refer Note 41 & 45)	**778,707**	**629,367**

Note: There is no material difference between the contract price and the revenue from contract with customers.

25. (b) Other operating revenue:

	For the year ended	
	March 31, 2023	March 31, 2022
Scrap sales	2,371	1,590
Export incentives	88	72
Liabilities written back to the extent no longer required	828	360
Rent income (Refer Note 4)	805	706
Government grants & subsidies (Refer Note 22)	836	1,674
Others	3,372	3,971
	8,300	**8,373**

26. Other income

	For the year ended	
	March 31, 2023	March 31, 2022
Interest income	703	1,172
Dividend income from equity investments designated at fair value through OCI	0	6
Profit on sales of fixed assets	148	-
Gain on account of sale / dilution in shareholding	-	10
Profit on sale of investments	-	2
Foreign exchange gain (net)	874	1,285
Reversal of provision	622	-
Miscellaneous income	223	102
Total	**2,570**	**2,577**

27. Cost of materials consumed

	For the year ended	
	March 31, 2023	March 31, 2022
Opening stock of raw materials	38,116	26,290
Addition on account of business combination (Refer note 50 & 51)	547	973
Add : Purchases of raw materials	458,917	378,219
Less: Closing stock of raw materials (continuing operations)	47,059	38,116
Add: Exchange adjustment:		
Exchange differences opening stock (gain)/loss	(60)	376
Exchange differences closing stock (loss)/gain	1,294	307
Total	**451,755**	**368,049**

28. Changes in inventory of finished goods, work in progress and stock in trade

	For the year ended	
	March 31, 2023	March 31, 2022
(Increase)/ decrease in stocks		
Stock at the opening of the year:		
Finished goods	12,484	10,053
Work-in-progress	9,215	7,397
Stock in trade	479	327
Total A	**22,178**	**17,777**
Add: Addition on account of business combination (Refer note 50 & 51)		
Finished goods	188	477
Work-in-progress	320	1,156
Stock in trade	-	108
Total B	**508**	**1,741**
Stock at the end of the year (continuing operations):		
Finished goods	14,423	12,484
Work-in-progress	11,590	9,215
Stock in trade	629	479
Total C	**26,642**	**22,178**
Exchange adjustment:		
Exchange differences opening stock (gain)/loss	(96)	(19)
Exchange differences closing stock (loss)/gain	817	165
Total D	**721**	**146**
(Increase)/ decrease in stocks (A+B-C+D)	**(3,235)**	**(2,514)**

29. Employee benefit expense

	For the year ended	
	March 31, 2023	March 31, 2022
Salary, wages & bonus	152,837	131,450
Contribution to provident, superannuation & other fund	15,323	13,469
Gratuity & pension (Refer note 21)	919	833
Staff welfare expenses	9,501	7,253
Restructuring/ severance costs	734	741
Total	**179,314**	**153,746**

30. Other expenses

	For the year ended	
	March 31, 2023	March 31, 2022
Electricity, water and fuel	21,018	12,857
Repairs and Maintenance:		
Machinery	8,934	7,228
Building	2,070	2,187
Others	2,738	2,276
Consumption of stores and spare parts	7,384	3,760
Conversion charges	1,305	817
Lease rent (Refer note 46)	3,176	3,050
Rates & taxes	1,761	1,533
Insurance	1,955	1,967
Donation	81	61
Travelling	3,398	2,260
Freight & forwarding	13,132	10,460
Royalty	83	50
Commission	34	51
Loss on sale of property, plant & equipment(net)	-	148
Bad debts/advances written off	108	97
Provision for doubtful debts/advances	348	111
Legal & professional expenses (Refer note (a) below)	7,570	7,139
Design and Development charges	3,763	1,328
Sotware	1,974	3,135
Miscellaneous expenses	11,610	9,122
Total	**92,442**	**69,637**

(a): Payment to Group Auditors:

	For the year ended	
	March 31, 2023	March 31, 2022
As Auditor:		
Audit fees (including limited review)	148	149
Other services	19	5
Reimbursement of expenses	4	1
Total	**171**	**155**

31. Finance costs

	For the year ended	
	March 31, 2023	March 31, 2022
Interest on long term borrowings	3,020	2,312
Interest on lease liabilities (Refer Note 46)	909	769
Other finance costs [1]	3,880	2,345
Total	**7,809**	**5,426**

[1] Includes foreign exchange loss/(gain) on long term loan facilities.

32. Depreciation and amortization expense

	For the year ended	
	March 31, 2023	March 31, 2022
Depreciation on Property, plant and equipment [1]	23,094	21,414
Depreciation of right to use assets	4,302	4,113
Amortization on Intangible assets [1]	4,201	3,874
Depreciation on Investment Property	203	199
Less: Impairment disclosed as exceptional expenses (refer note below)	(431)	-
Less: Capitalised during the year [2]	(11)	(18)
Total	**31,358**	**29,582**

Note:

[1] During the year ended March 31, 2023, the Group recognized impairment loss of ₹ 327 million for Property, plant and equipment and ₹ 21 million for Intangible assets with respect to its subsidiary SMRC Automotive Technology Ru LLC and impairment loss of ₹ 84 million for Property, pland and equiment with respect to its subsidiary OOO AEK. The impairment was triggered due to ongoing geopolitical conflict in Russia and related sanctions, as a consequence OEMs have limited, halted or fully exited their business activities. While the Group continues to explore alternate business opportunities going forward, impairment loss of PPE and intangible assets recognised in the financial statements and disclosed as Exceptional expenses in Consolidated statement of profit and loss (refer note 54)

The Group also recognised impairment loss of ₹ 139 million and ₹ 27 million for entire Property, plant and equipment and Intangible assets in respect of its subsidiary SMP Automotive Interiors (Beijing) Co. Ltd. caused due to end of life of project.

The Group also recognised impairment loss amounting to ₹ 231 million for goodwill recognised in consolidated financial statement in respect of one of its subsidiary company, which is included under Amortisation on intangible assets.

During the year ended March 31, 2023, impairment loss of ₹ 41 million (March 31, 2022 : ₹ 164 million) was reversed in respect of SMP Automotive Produtos Automotivos do Brasil Ltda. The reversal reflects the improvement in the financial performance for the company based on the forecasts prepared by the management.

[2] Depreciation on assets used for creation of self generated assets. (Refer Note 3)

33. Income tax expense

(a) Income tax expense

	For the year ended	
	March 31, 2023	March 31, 2022
Current tax		
Current income tax charged	9,786	7,147
Adjustments for current tax of prior years	(384)	168
Total current tax expense	**9,402**	**7,315**
Deferred tax (Refer note 11)		
Decrease / (increase) in deferred tax assets	(1,592)	(1,267)
Less: Decrease / (increase) in deferred tax assets of discontinued operations	-	(17)
(Decrease) / increase in deferred tax liabilities	(458)	38
Total deferred tax expense / (benefit)	**(2,050)**	**(1,246)**
Income tax expense	**7,352**	**6,069**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	For the year ended	
	March 31, 2023	March 31, 2022
Profit before tax from continuing operations		
Profit before tax from continuing operations	**24,048**	**14,242**
Tax at India's tax rate of 25.168% (March 2022: 25.168%)	**6,052**	**3,585**
Tax effect of amounts which are not deductible in calculating taxable income (net off exempt income)	(25)	8
Withholding, local and additional income taxes	1,130	996
Effect of tax credits	(458)	(350)
Recognition and utilisation of previously unrecognised tax losses	(657)	(647)
Adjustments for current tax of prior periods	(384)	168
Tax effect of losses on which deferred tax assets not recognised	1,661	1,304
Reversal of opening deferred tax assets	237	-
Deferred tax adjustment for prior periods	-	590
Difference in overseas tax rates	(45)	230
Other adjustments	(159)	185
Income tax expense of continuing operations	**7,352**	**6,069**
Profit before tax from discontinued operations	**-**	**4,846**
Tax at India's tax rate of 25.168% (March 2022: 25.168%)	-	1,220
Other adjustments	-	(16)
Income tax expense of discontinued operations	**-**	**1,204**

Tax is calculated at domestic tax rates applicable in the respective countries. The weighted average applicable tax rate was 31% for the year ended March 31, 2023 (March 31, 2022: 43%). The movement in weighted average tax rate is mainly on account of variation in profitability of the Group's subsidiaries in the respective countries. There have been no significant changes in tax rates applicable to the Group's subsidiaries during the year.

(c) Tax losses

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The group did not recognise deferred income tax assets in respect of losses amounting to ₹ 48,979 million (March 31,2022: ₹ 45,286 million) that can be carried forward against future taxable income. These losses can be carried-forward as below:

	For the year ended	
	March 31, 2023	March 31, 2022
Losses without expiration date	42,126	39,469
Losses with expiration date	6,853	5,817
	48,979	**45,286**

(d) Certain subsidiaries, joint ventures and associates of the group have undistributed retained earnings (excluding retained earnings for entities where there is no tax liabiltiy to the group on dividend distribution) amounting to ₹ 54,222 million (March 31, 2022: ₹ 51,613 million) , which if distributed out as dividend would result in tax liability of group. Keeping in view that, no profit is proposed to be distributed in the immediate future by way of dividend out of such undistributed retained earnings, no deferred tax liabilities has been recognised.

Temporary differences arose as a result of the translation of the financial statements of the group's subsidiaries outside India. However, deferred tax liability has not been recognised as the liability will only crystallise in the event of disposal of the subsidiary, and no such disposal is expected in the foreseeable future. Refer note 16 for Foreign currency translation reserve balance.

34. Earnings per share

		For the year ended	
		March 31, 2023	March 31, 2022
	For continuing operations		
a)	**Basic**		
	Net profit after tax available for equity Shareholders of parent entity	14,956	5,096
	Weighted Average number of equity shares used to compute basic earnings per share	6,776,421,366	5,239,796,700
	Basic earnings (in ₹) per share of ₹ 1 each (March 31, 2022: ₹ 1 each)	**2.21**	**0.97**
b)	**Diluted**		
	Net profit after tax available for equity Shareholders of parent entity	14,956	5,096
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022 : ₹ 1 each)	6,776,421,366	5,239,796,700
	Diluted earnings (in INR) per share of ₹ 1 each (March 31, 2022: ₹ 1 each)	**2.21**	**0.97**

		For the year ended	
		March 31, 2023	March 31, 2022
	For discontinued operations		
a)	**Basic**		
	Net profit after tax available for equity Shareholders of parent entity	-	3,642
	Weighted Average number of equity shares used to compute basic earnings per share[1]	6,776,421,366	5,239,796,700
	Basic earnings (in ₹) per share of ₹ 1 each (March 31, 2022: ₹ 1 each)	**-**	**0.70**
b)	**Diluted**		
	Net profit after tax available for equity Shareholders of parent entity	-	3,642
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022 : ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Diluted earnings (in ₹) per share of ₹ 1 each (March 31, 2022: ₹ 1 each)	**-**	**0.70**
	For continuing and discontinued operations		
a)	**Basic**		
	Net profit after tax available for equity Shareholders of parent entity	14,956	8,738
	Equity shares outstanding at the beginning of the year	4,517,614,244	3,157,934,237
	Add: Weighted average number of shares issued	-	335,263,563
	Add: Bonus shares issued by capitalisation of securities premium during FY2022-23	2,258,807,123	1,746,598,900
	Weighted Average number of equity shares used to compute basic earnings per share[1]	6,776,421,366	5,239,796,700
	Basic earnings (in ₹) per share of ₹ 1 each (March 31, 2022: ₹ 1 each)	**2.21**	**1.67**
b)	**Diluted**		
	Net profit after tax available for equity Shareholders of parent entity	14,956	8,738
	Weighted average number of Equity Shares of ₹ 1 each (March 31, 2022 : ₹ 1 each)[1]	6,776,421,366	5,239,796,700
	Diluted earnings (in ₹) per share of ₹ 1 each (March 31, 2022: ₹ 1 each)	**2.21**	**1.67**

Calculation of weighted average number of shares:

During the year the Company has alloted bonus share on October 06, 2022. Accordingly these share have been adjusted for all the period while calculating weighted average number of shares.

The Company allotted 1,359,680,007 net equity shares having face value of ₹ 1/- each to the share holders of erstwhile Samvardhana Motherson International Limited as per the Composite Scheme (refer note 51) as on January 28, 2022. Since the Group has accounted effect of merger from December 31, 2021 weighted average number of share is calculated from that date.

		For the year ended	
		March 31, 2023	March 31, 2022
Opening shares	A	4,517,614,244	3,157,934,237
Additional Share Issued to shareholders of erstwhile Samvardhana Motherson International Limited(refer note 51)		-	1,359,680,007
Weighted average number of shares	B	-	335,263,563
Add: Bonus shares issued by capitalisation of securities premium during FY2022-23		2,258,807,122	1,746,598,900
Weighted average number of equity shares used to compute earnings per share	A+B	**6,776,421,366**	**5,239,796,701**

35. Ratio Analysis and its elements

	For the year ended		% change	Reason for variance
	March 31, 2023 (Refer note (i))	March 31, 2022 (Refer note (i))		
Current Ratios (Current Assets / Current Liabilities)	0.97	1.01	-4.1%	(Refer note (i))
Debt- Equity Ratio [(Long term borrowing including current maturities + short term borrowing + lease liabilities) / Shareholders equity]	0.61	0.69	-10.5%	(Refer note (i)
Debt Service Coverage ratio [(Earnings before finance costs, depreciation & amortisation, dividend income, interest income, loss on sale of PPE and exceptional items but after tax) / (Finance costs + scheduled principal repayment of long term borrowing during the year)]	1.38	2.66	-48.3%	(Refer note (i) & (ii))
Return on Equity ratio (Net Profits after taxes / Average Shareholder's Equity)	7.76%	4.93%	57.3%	(Refer note (i) & (iii))
Inventory Turnover ratio (Cost of goods sold / Average inventories)	6.35	6.42	-1.1%	(Refer note (i))
Trade Receivable Turnover Ratio (Revenue from contract with customers / Average trade receivables)	8.75	7.91	10.6%	(Refer note (i))
Trade Payable Turnover Ratio (Purchase of goods / Average trade payable)	3.64	3.38	7.6%	(Refer note (i))
Net Capital Turnover Ratio (Revenue from contract with customers / Average working capital)	(384.24)	116.36	-430.2%	(Refer note (i) & (iv))
Net Profit ratio (Profit / (loss) for the period / Revenue from operations)	2.1%	1.3%	65.5%	(Refer note (i) & (v))
Return on Capital Employed (Earnings before finance cost, interest income and taxes / Average capital employed) Capital employed = Shareholder's equity + Borrowings	8.7%	5.8%	50.4%	(Refer note (vi))
Return on Investment (in %) [(Dividend income + Group's share in net profit / (loss) of associates and joint ventures accounted for using the equity method) / Average Investment]	-0.7%	0.5%	-251.4%	(Refer note (i) & (vii))

Note:

(i) Considering the impact of accounting for Composite Scheme of Amalgamation and Arrangement (refer note 50), ratios for the period ended March 31, 2022 have been calculated after considering relevant amounts pertaining only to continuing operations, hence the ratio are not strictly comparable.

(ii). Debt service coverage ratio has decreased due to higher amount of long term borrowing maturing in the next twelve months as compared to FY 2021-22.

(iii) Return on Equity ratio has improved due to increased profit of the Group compared to FY 2021-22.

(iv) Net Capital Turnover Ratio, has decreased due to higher revenue in FY 2022-23 and also due to increased current maturity of long term borrowings impacting the working capital for the FY 2022-23.

(v) Net Profit ratio has improved due to increase in profit for FY 2022-23 as compared to FY 2021-22.

(vi) Return on Capital Employed has improved becaue of increase profit of the group as compared to FY 2021-22.

(vii) Return on investment ratio has decreased because of Group's share in losses of investment in entities accounted as per equity method during FY 2022-23.

36. Fair value measurements

Financial instruments by category

	As At March 31, 2023			As At March 31, 2022		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial assets						
Investments	109	1,731	-	-	1,970	-
Trade receivables	-	-	98,379	-	-	80,247
Loans	-	-	379	-	-	325
Cash and cash equivalents	-	-	45,381	-	-	48,775
Bank balances other than above	-	-	1,606	-	-	1,219
Derivative financial assets	-	2,093	-	30	2,200	-

	As At March 31, 2023			As At March 31, 2022		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Other financial assets	-	-	39,275	-	-	31,461
Total financial assets	**109**	**3,824**	**185,020**	**30**	**4,170**	**162,027**
Financial Liabilities						
Borrowings including current maturities	-	-	121,657	-	-	127,609
Lease liabilities	-	-	16,266	-	-	13,688
Derivative financial liabilities	13	768	-	231	114	-
Trade payable	-	-	141,363	-	-	113,603
Other financial liabilities	-	-	47,720	-	-	37,645
Total financial liabilities	**13**	**768**	**327,006**	**231**	**114**	**292,545**

i. Fair value hierarchy

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2023

	Notes	Level 1	Level 2	Level 3	Total
Financial asset					
Financial Investments at FVOCI					
Listed equity investments	6(a), 6(b)	138	-	-	138
Unquoted equity investments	6(a), 6(b)	-	1,135	458	1,593
Financial Investments at FVPL					
Listed equity investments	6(a), 6(b)	109	-	-	109
Derivatives designated as hedges					
Foreign exchange forward contracts	9	-	1,737	-	1,737
Cross currency interest rate swap	9	-	356	-	356
Total		**247**	**3,228**	**458**	**3,933**
Financial liabilities					
Derivatives designated as hedges					
Cross currency interest rate swap	18	-	82	-	82
Foreign exchange forward contracts	18	-	686	-	686
Derivatives not designated as hedges					
Foreign exchange forward contracts	9	-	13	-	13
Total		**-**	**781**	**-**	**781**

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2022

	Notes	Level 1	Level 2	Level 3	Total
Financial asset					
Financial Investments at FVOCI					
Listed equity investments	6(a), 6(b)	105	-	-	105
Unquoted equity investments	6(a), 6(b)	-	1,069	796	1,865
Derivatives designated as hedges					
Foreign exchange forward contracts	9	-	1,960	-	1,960
Cross currency interest rate swap	9	-	240	-	240
Derivatives not designated as hedges					
Foreign exchange forward contracts	9	-	-	30	30
Total		**105**	**3,269**	**826**	**4,200**
Financial liabilities					
Derivatives designated as hedges					
Foreign exchange forward contracts	18	-	114	-	114
Total		**-**	**114**	**-**	**114**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

	Level 1	Level 2	Level 3	Total
At March 31, 2023				
Financial liabilities				
Borrowings [1 & 2]	25,610	43,233	51,301	120,144
Total financial liabilities	**25,610**	**43,233**	**51,301**	**120,144**
At March 31, 2022				
Financial liabilities				
Borrowings [1 & 2]	24,067	43,233	59,315	126,615
Total financial liabilities	**24,067**	**43,233**	**59,315**	**126,615**

Other financial assets and liabilities which are measured at amortised cost are disclosed in sub-note iv below. Fair values for these financial assets and liabilities are Level 3 valuations.

Due to the short-term nature of cash and cash equivalents and the short-term maturities of trade receivables, loans, other current receivables, trade payables and other financial liabilities, their fair values are equal to their carrying amounts.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

[1] Includes 3.7% senior secured notes due 2025 amounting to EUR 100 million, [₹ 8,318 million (March 31, 2022: ₹ 8,194 million)] which are held by limited set of investors and are not very actively traded on the stock exchange, as a result fair value of these notes is based on computed prices and hence fall in level 3 hierarchy.

[2] The Company has taken interest rate swap amounting to ₹ 39,650 million (March 31, 2022: ₹ 39,650 million) and a borrowing with fixed interest rate amounting ₹ 11,150 million (March 31, 2022: ₹ 5,150 million).

ii. Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments

- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows.

- the fair value of forward foreign exchange contracts and principal swap is determined using forward exchange rates at the balance sheet date

- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

iii. Fair value measurements using significant unobservable inputs (level 3)

	Unquoted Equity securities
As at April 01, 2021	1,287
Addition	65
Converted as subsidiary (Refer note 51)	(146)
Additions on account of business combination	810
Exchange gain / (loss)	(20)
Gains / (losses) recognised in other comprehensive income	(131)
As at March 31, 2022	**1,865**
Addition	65
Converted as subsidiary (Refer note 51)	(146)
Additions on account of business combination	810
Exchange gain / (loss)	(20)
Gains / (losses) recognised in other comprehensive income	(38)
As at March 31, 2023	**2,536**

iv. Fair value of financial assets and liabilities measured at amortised cost

	As At March 31, 2023		As At March 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Loans	90	90	36	36
Trade receivables	13,244	13,244	14,516	14,516
Other financial assets	1,000	1,000	909	909
	14,334	**14,334**	**15,461**	**15,461**
Financial liabilities				
Borrowings	121,657	120,144	127,609	126,615
Lease liabilities	16,266	16,266	13,688	13,688
Other financial liabilities	5,839	5,839	4,806	4,806
	143,762	**142,249**	**146,103**	**145,109**

Note: The carrying amounts of current financial assets and current financial liabilities i.e. trade receivables, loans, other financial assets, trade payables, short term borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

v. Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See (ii) above for the valuation techniques adopted:

Particulars	Fair value as at	
	March 31, 2023	March 31, 2022
Unquoted equity shares	1,593	796
Significant unobservable inputs#		
Earnings growth rate	-	-
Risk adjusted discount rate	-	-
Impact of change in risk adjusted discount rate*		
Decrease in discount rate by 0.50%	-	-
Increase in discount rate by 0.50%	-	-
Impact of change in earning growth rate*		
Decrease in growth rate by 0.50%	-	-
Increase in growth rate by 0.50%	-	-

[#] There were no significant inter-relationships between unobservable inputs that materially affect fair values

37. Financial risk management

The Group, as an internationally active supplier for the automobile industry expose its business and products to various market risks, credit risk and liquidity risk. The group's global presence and decentralised management structure with the main activities in the plants make necessary organised risk management system. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. Below notes explain the sources of risk in which the group is exposed to and how it manages the risk.

A. Market risk:

Market risk is the risk that the fair value of future cashflows of a financial instruments will fluctuate because of changes in market price/ rate. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits and payables/ receivables in foreign currencies.

a. Price risk:

Fluctuation in commodity price in global market affects directly and indirectly the price of raw material and components used by the group in its various products segment. Pricing pressure from major OEMs to give price cuts and inability to pass on the increased cost to customers may also affect the profitability of the group. The group has set up Global Sourcing Procurement (GSP) at Sharjah which gives leverage of bulk buying and helps in controlling prices to a certain extent.

The key raw material for the group's wiring harness business is copper. There is substantial fluctuations in prices of copper. The group has arrangements with its major customers for passing on the price impact. The group has also entered into forward contracts to hedge copper prices at the behest of the customers .

The major raw materials used by Polymer Division of the group are polypropylenes, polycarbonates and various grades of nylons and resins. The group is having arrangement with major customers for actualization of raw material price variations periodically.

The main inputs for the Group's mirror business are glass actuators, powerfolds, glass, electrochromatic glass ("EC glass"), wiring harnesses, electronics, electrical parts, die casting, plastic parts and resins. The group has arrangements with its major customers for passing on the price impact.

The Group is regularly taking initiatives like VA-VE (value Addition , value engineering) to reduce its raw material costs to meet targets set up by the customers for cost downs. In respect of customer nominated parts, the group has back to back arrangements for cost savings with its suppliers .

b. Foreign currency risk:

Foreign currency risk arise from monetary receivables and obligations expressed in a currency other than functional currency of each entity in the group. The group has operations in 41 countries, largely catering domestic customers in the country of its operation. Primarily the group is catering to customers in their local currency resulting in natural hedge. However in certain geographies wherein there are certain foreign currency expenditure, the group companies obtain hedge against those material foreign currency risk exposures which aligns to group's risk management policies. The group's major exposure in foreign currency is in respect of borrowings which is availed based on consideration of optimisation of overall cost of borrowing. The group has entered into fixed cross currency interest rate swap to hedge said foreign currency exposure.

The derivative instruments exposure is as follows:

(i) Derivatives outstanding as at the reporting date

Amounts in million

Particulars/ Purpose	Currency	March 31, 2023	March 31, 2022
Forward Contract (Buy)	MXP : USD	MXP 1,447; INR 5,645	MXP 3,636; INR 12,669
	HUF : EUR	HUF 29,742 : INR 6,234	HUF 50,824; INR 10,650
	CNY : EUR	CNY 21 : INR 252	CNY 45; INR 489
	USD : MXP	USD 12 : INR 1283	USD 5 ; INR 409
	CNY : KRW	CNY 222 : INR 2,598	CNY 95; INR 1,125
	THB : EUR	THB 0 : EUR 0	-
	USD : INR	USD 5 : INR 391	-
	EUR : THB	EUR 14 : INR 866	EUR 20 ; INR 1,726
	EUR : MXP	-	EUR 0 ; INR 1
	USD : MXP	-	USD 1 ; INR 43
	EUR : USD	EUR 4 : INR 327	EUR 0 : INR 35
	USD : AUD	USD 46 : INR 3,780	-
	EUR : AUD	-	USD 1 ; INR 43
Forward Contract (Sell)	USD : AUD	-	USD 4; INR 323
	USD : MXP	-	USD 2; INR 137
	EUR : MXP	-	EU 0; INR 27
Cross currency swap	INR : EUR	INR 5,197; EUR 60.00	INR 5,197; EUR 60.00
	INR : EUR	INR 2,596; EUR 30.00	INR 2,596; EUR 30.00
	INR : EUR	INR 2,595; EUR 30.00	INR 2,595; EUR 30.00
	INR : EUR	INR 2,607; EUR 30.00	INR 2,607; EUR 30.00
	INR : USD	INR 2,198; USD 30.00	INR 2,198; USD 30.00
	INR : USD	INR 2,204; USD 30.00	INR 2,204; USD 30.00
	INR : USD	INR 1,469; USD 20.00	INR 1,469; USD 20.00
	INR : USD	INR 2,427; USD 33.00	INR 2,427; USD 33.00
	INR : EUR	INR 3,448; EUR 40.00	INR 3,448; EUR 40.00
	INR : EUR	INR 2,595; EUR 30.00	INR 2,595; EUR 30.00
	INR : EUR	INR 2,593; EUR 30.00	INR 2,593; EUR 30.00
	INR : EUR	INR 2,500; EUR 29.88	INR 2,500; EUR 29.88
	INR : EUR	INR 2,500; EUR 29.88	INR 2,500; EUR 29.88
	INR : EUR	INR 2,500; EUR 29.88	INR 2,500; EUR 29.88
	INR : EUR	INR 2,350; EUR 27.47	INR 2,350; EUR 27.47
	USD : BRL	-	USD 16.50; BRL 88.00
	USD : EUR	USD 0; EUR 0	-
	EUR : USD	-	EUR 1.53 ; USD 2.86
	EUR : USD	EUR 51 ; USD 60	EUR 111.39 ; USD 125.86

Sensitivity

Due to vary nature of our contracts with major customers any significant change in foreign currency on imported purchase are passed on to customers. In respect of borrowings the management expects natural hedge as earnings in foreign currency will be utilised for repayment of borrowings and thus no material impacts.

c. Interest rate risk:

Interest rate is the risk that fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the group's long term debt obligation at floating interest rates.

The exposure of the Group's borrowing to interest rate changes at the end of reporting period are as follows:

	March 31, 2023	March 31, 2022
Variable rate borrowings	24,305	26,533
Fixed rate borrowings	97,352	101,076
Total borrowings	**121,657**	**127,609**

Profit / loss is sensitive to higher / lower interest expense from borrowings as a results of changes in interest rates. Holding all other variable constant, the following table demonstrates the sensitivity to a reasonably possible change in interest rate on floating portion of borrowings.

	Impact on profit before tax	
	March 31, 2023	March 31, 2022
Interest rates-increase by 50 basis points*	(122)	(133)
Interest rates-decrease by 50 basis points*	122	133

* Holding all other variables constant

B. Credit risk:

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Group and arises principally from the Group's receivables from customers and deposits with banking institutions.

Trade receivables

The Group has developed guidelines for the management of credit risk from trade receivables. The Group's primary customers are major automobile manufacturers (OEMs) with good credit ratings. Non-OEM clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default and impairment.

Financial instruments and cash deposits

The Group has deposited liquid funds at various banking institutions. Primary banking institutions are major international banks. In long term credit ratings these banking institutions are considered to be investment grade. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due over past years.

C. Liquidity risk:

The liquidity risk encompasses any risk that the Group cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating entities of the group and aggregated by Group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements on the basis of future cashflow projections to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

(a) Financing arrangements

The Group has access to the following undrawn borrowing facilities, which are in nature of working capital loans, at the end of the reporting period.

	March 31, 2023	March 31, 2022
Floating rate	58,643	49,304

(b) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities

Contractual maturities of financial liabilities

Year Ending March 31, 2023	Less than 1 Year	Between 1 and 5 years	More than 5 Years	Total
Non-derivatives				
Borrowings	57,756	69,741	219	**127,716**
Lease liabilities	4,301	9,929	2,786	**17,016**
Trade payables	141,363	-	-	**141,363**
Other financial liabilities	41,881	5,839	-	**47,720**
Total non-derivative liabilities	**245,301**	**85,509**	**3,005**	**333,815**
Derivatives (net settled)				
Foreign exchange forward contracts	699	82	-	**781**
Total derivative liabilities	**699**	**82**	**-**	**781**

Year Ending March 31, 2022	Less than 1 Year	Between 1 and 5 years	More than 5 Years	Total
Non-derivatives				
Borrowings	44,893	86,955	252	132,100
Lease liabilities	4,130	8,729	2,108	14,967
Trade payables	113,603	-	-	113,603
Other financial liabilities	32,839	4,806	-	37,645
Total non-derivative liabilities	**195,465**	**100,490**	**2,360**	**298,315**
Derivatives (net settled)				
Foreign exchange forward contracts	340	5	-	345
Total derivative liabilities	**340**	**5**	**-**	**345**

Impact of hedging activities

a Disclosure of effects of hedge accounting on financial position

Cash flow hedge:

	Type of hedge and risks	Nominal value	Carrying amount of hedging instruments		Maturity date	Hedge ratio	Weighted average strike price / rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
			Assets	Liabilities					
March 31, 2023 :									
(i)	Foreign exchange forward contracts	MXP 260	173	-	Apr'2023 - Mar'2024	1:1	USD:MXP : 21.5324	173	(173)
		MXP 16	11	-	Apr'2023 - Jun'2023	1:1	USD:MXP : 21.6722	11	(11)
		MXP 1,172	647	-	Apr'2023 - Oct'2023	1:1	USD:MXP : 20.9525	647	(647)
		HUF 29,742	306	-	Oct'2023 - May'2024	1:1	EUR:HUF : 424.88	306	76
		AUD 70	107	15	Apr'2023 - Feb'2025	1:1	USD:AUD : 1.51	92	92
		EUR 14	53	6	May'2023 - Sep'2024	1:1	THB:EUR : 0.03	53	53
		CNY 222	49	-	Apr'2023 - Sep'2023	1:1	KRW:CNY : 0.01	49	49
		USD 5	2	-	Apr'2023 - Dec'2023	1:1	INR:USD : 0.01	2	2
		CNY 21	-	7	Aug'2023 - Sep'2024	1:1	EUR:CNY : 7.26	(7)	(7)
		USD 12	240	-	Jul'2023 - Nov'2023	1:1	MXP:USD : 0.04	240	240
		EUR 4	-	3	Apr'2023 - Sep'2023	1:1	USD:EUR : 0.82	(3)	(3)
(ii)	Cross currency interest rate swap	USD 60	356	-	Aug'2023	1:1	EUR:USD : 1.17	102	(102)
		INR 8,636	25	-	Oct'2025	1:1	EUR:INR: 86.3590	25	(229)
		INR 12,995	21	-	Sep'2023	1:1	EUR:INR: 86.6321	21	(648)
		INR 8,298		670	Sep'2023	1:1	USD:INR: 74.4326	(670)	(738)
		INR 2,500	51	-	Nov'2026	1:1	EUR:INR: 83.67	51	34
		INR 2,500	46	-	Nov'2026	1:1	EUR:INR: 83.67	46	26
		INR 2,500	-	67	Nov'2024	1:1	EUR:INR: 83.67	(67)	(69)
		INR 2,350	6	-	Dec'2024	1:1	EUR:INR: 85.55	6	(13)

	Type of hedge and risks	Nominal value	Carrying amount of hedging instruments		Maturity date	Hedge ratio	Weighted average strike price / rate	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
			Assets	Liabilities					
March 31, 2022 :									
(i)	Foreign exchange forward contracts	MXP 761	161	-	Apr'2022 - Mar'2023	1:1	USD:MXP : 21.6106	161	(161)
		MXP 54	11	-	May'2022 - Sep'2022	1:1	USD:MXP : 21.3857	11	(11)
		MXP 1,961	298	-	Apr'2022 - Mar'2023	1:1	USD:MXP : 21.296	298	(298)
		HUF 50,824	172	34	Apr'2022 - Mar'2024	1:1	EUR:HUF : 400.19	139	(139)
		AUD 6	21	-	Sep'2022 - Dec'2022	1:1	USD:AUD : 1.42	21	(21)
		EUR 20	28	5	Apr'2022 - Jan'2024	1:1	THB:EUR : 0.03	23	(23)
		CNY 45	39	-	Jul'2022 - Dec'2022	1:1	EUR:CNY : 7.79	39	(39)
		USD 52	-	9	Dec'2022	1:1	MXP:USD : 0.0442	(9)	9
		MXP 861	180	-	Apr'2022 - Dec'2023	1:1	USD:MXP : 22.65	180	(180)
		EUR 0.4	-	3	Oct'2022	1:1	USD:EUR : 0.82	(3)	3
(ii)	Cross currency interest rate swap	USD 383	240	64	Apr'2022 - Aug'2023	1:1	EUR:USD : 1.13	176	(176)
		USD 80	-	-	Mar'2022	1:1	EUR:USD: 1.0783	-	-
		INR 5,750	-	-	Mar'2022	1:1	EUR:INR: 70.5900	-	-
		INR 8,636	253	-	Oct'2025	1:1	EUR:INR: 86.3590	253	317
		INR 12,995	669	-	Sep'2023	1:1	EUR:INR: 86.6321	669	322
		INR 8,298	67	-	Sep'2023	1:1	USD:INR: 74.4326	67	(137)
		INR 2,500	18	-	Nov'2026	1:1	EUR:INR: 83.67	18	(18)
		INR 2,500	20	-	Nov'2026	1:1	EUR:INR: 83.67	20	(20)
		INR 2,500	2	-	Nov'2024	1:1	EUR:INR: 83.67	2	(2)
		INR 2,350	20	-	Dec'2024	1:1	EUR:INR: 85.55	20	(20)

38. Capital management

(a) Risk management

The group's objectives when managing capital are to safeguard their ability to continue as a going concern and also their ability to fund inorganic growth, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the group monitors Net Debt to EBITDA ratio: Net debt (total borrowings including lease libilities net of cash and cash equivalents) divided by EBITDA (Profit before tax plus depreciation and amortization expense plus finance costs plus exceptional expense less interest income).

The group's strategy is to ensure that the Net Debt to EBITDA is managed at an optimal level considering the above factors. The Net Debt to EBITDA ratios were as follows:

	March 31, 2023	March 31, 2022
Net Debt	91,004	91,372
EBITDA	63,945	48,399
Net Debt to EBITDA	**1.42**	**1.89**

(i) Loan covenants

Under the terms of the major borrowing facilities, the group is required to comply with certain financial covenants and the group has complied with those covenants throughout the reporting periods.

(b) Dividends

	March 31, 2023	March 31, 2022
On Equity shares of ₹ 1 each		
Dividend		
Amount of dividend paid	2,936	4,737
Dividend per equity share	0.65	1.50

39 Distribution made and proposed

	March 31, 2023	March 31, 2022
Cash dividends on equity shares declared and paid		
Final cash dividend for the year ended on March 31, 2022: 0.65 per share (March 31, 2021: ₹ 1.50 per share) per share	2,936	4,737
	2,936	**4,737**
Proposed dividends on Equity shares		
Final cash dividend for the year ended on March 31, 2023: ₹ 0.65 (March 31, 2022: ₹ 0.65) per share	4,405	2,936
	4,405	**2,936**

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31.

The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

40. Related Party Disclosures

I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

a. Promoters / Entities with joint control over the Company

	Name	Ownership interest		
		Place of incorporation	As At March 31, 2023	As At March 31, 2022
1	Erstwhile Samvardhana Motherson International Limited (upto December 31, 2021, refer note 51)	India	-	-
2	Sumitomo Wiring Systems Limited, Japan	Japan	14.15%	17.55%

b. Joint Ventures:

1 Motherson Sumi Wiring India Limited*

2 Kyungshin Industrial Motherson Private Limited

3 Calsonic Kansei Motherson Auto Products Private Limited

4 Ningbo SMR Huaxiang Automotive Mirrors Co. Limited

5 Chongqing SMR Huaxiang Automotive Products Limited

6 Tianjin SMR Huaxiang Automotive Part Co. Limited

7 Nanchang JMCG SMR Huaxiang Mirror Co. Ltd

8 Eissmann SMP Automotive interieur Slovakia s.r.o.

9 Anest Iwata Motherson Coating Equipment Private Limited*

10 Anest Iwata Motherson Private Limited*

11 Valeo Motherson Thermal Commercial Vehicles India Limited*

12 Matsui Technologies India Limited*

13 Frigel Intelligent Cooling Systems India Private Limited*

14 Fritzmeier Motherson Cabin Engineering Private Limited*[1]

15 Nissin Advanced Coating Indo Co. Private Limited*

16 Motherson Bergstrom HVAC Solutions Private Limited*

17 Marelli Motherson Automotive Lighting India Private Ltd.*

18 Motherson Auto Solutions Limited*

19 Marelli Motherson Auto Suspension Parts Pvt Ltd*

20 Youngshin Motherson Auto Tech Limited*

21 Lauak CIM Aerospace Private Limited (refer note 50)

* considered as joint venture entities from the effective date of the Composite Scheme referred under note 51.

[1] As on March 31, 2023, Fritzmeier Motherson Cabin Engineering Private Limited became wholly owned subsidiary of the Group (refer note 50).

c. Associate Companies:

1 Saks Ancillaries Limited (became subsidiary during financial year ended March 31, 2022) (Refer Note 51)

2 Hubei Zhengao PKC Automotive Wiring Company Ltd.

3 AES (India) Engineering Limited

II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties:

Key management personnel compensation

	March 31, 2023	March 31, 2022
Short-term employee benefits	424	318
Directors commission/sitting fees	21	28
Post-employment benefits payable	55	67
Long-term employee benefits payable	21	21

Terms and conditions:

Transactions relating to sales and purchase of goods with related parties during the year are based on the price lists in force and terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

Transactions with related parties

S. No.	Particulars	Associate companies		Joint Ventures		Key management personnel		Joint control over the entity		Other related parties	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
1	Sale of products	45	69	33,746	12,754	55	5	-	0	188	252
2	Sales of services	7	5	2,283	887	2	1	0	7	250	50
3	Rent income	-	-	722	30	-	-	-	-	11	74
4	Sale of property, plant and equipment	-	-	-	-	-	-	-	-	-	-
5	Purchase of goods	4	0	6,964	4,629	-	-	919	5,320	12,760	10,985
6	Purchase of property, plant and equipment & Right-of-use assets	-	-	122	158	-	-	-	49	2,421	1,021
7	Purchase of services	(1)	-	47	117	19	-	7	259	468	2,874
8	Rent expense	-	-	1	-	4	6	-	20	675	312
9	Payment of lease liability	-	-	-	-	-	-	-	-	237	137
10	Payment of interest on lease liabilities	-	-	-	-	-	-	-	-	-	34
11	Reimbursement made	-	-	37	6	-	0	-	4	29	72
12	Reimbursement received	0	-	1,105	2,125	11	-	-	1	77	28
13	Royalty	-	-	-	-	-	-	43	273	23	-
14	Dividend paid	-	-	-	-	382**	135**	515	2,757	1,100	5
15	Dividend received	-	-	1,446	-	-	-	-	-	-	-

**Dividend of ₹ 382 million (March 31, 2022 : ₹ 135 million) paid to Mr. V. C. Sehgal, Mr. Laksh Vaaman Sehgal, Ms. Renu Sehgal, Ms. Neelu Mehra, Ms. Geeta Soni, Mr. Pankaj Mital, Mr. G.N. Gauba, Ms. Geeta Mathur, Mr Naveen Ganzu, Mr Arjun Puri, Mr Alok Goel and Mr. Gautam Mukherjee.

Note: Pursuant to the Composite Scheme, relationship with certain entities has got changed from the effective date of Composite Scheme, hence, the above disclosure in respect of transactions entered into with those entities have been presented based on the relationship on the date of transaction.

The Group has also issued a letter for financial and operational support in case of Joint venture entity which required such support for their operations.

Outstanding balances arising from sales / purchases of goods and services

S. No.	Particulars	Associate companies		Joint Venture		Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
1	Trade Payable	1	2	734	494	1	10	373	-	543	675
2	Trade Receivable	13	-	8,718	5,632	1	-	-	273	100	1
3	Capital advances	-	-	-	-	-	-	-	-	-	-
4	Advances recoverable	-	-	0	1	-	-	-	-	131	56
5	Investments*	-	-	-	-	-	-	-	-	-	-
6	Advances from customer	-	-	17	26	-	-	0	-	5	0

* Investment in joint venture and associates companies are not diclosed in above table. Refer note 48 for investment in joint ventures and associates.

Loans & advances to / from related parties

S. No.	Particulars	Associate Companies		Joint Venture		Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
i.	**Security deposits given:**										
	Beginning of the year	-	-	-	-	-	-	-	-	484	440
	Security deposit given	-	-	-	-	-	-	-	-	101	133
	Security deposits received back	-	-	-	-	-	-	-	-	(59)	(89)
	End of the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**525**	**484**
ii.	**Security Deposit Received:**										
	Beginning of the year	-	-	324	34	-	-	-	-	15	17
	Security deposits received	-	-	-	290	-	-	-	-	-	(2)
	Security deposits repaid	-	-	-	-	-	-	-	-	-	-
	End of the year	**-**	**-**	**324**	**324**	**-**	**-**	**-**	**-**	**15**	**15**
iii.	**Loans given:**										
	Beginning of the year	-	-	56	-	-	-	-	-	-	585
	Addition on account of business combination	-	-	7	66	-	-	-	-	-	-
	Loans given	-	-	44	-	-	-	-	-	-	75
	Interest income	-	-	-	4	-	-	-	-	-	41
	Loans & interest received back	-	-	(20)	(14)	-	-	-	-	-	(701)
	End of the year	**-**	**-**	**87**	**56**	**-**	**-**	**-**	**-**	**-**	**-**
iv.	**Loans taken:**										
	Beginning of the year	-	-	-	-	-	-	-	-	-	628
	Loans received	-	-	-	-	-	-	-	-	-	-
	Interest expense	-	-	-	-	-	-	-	-	-	-
	Loans repaid & interest paid	-	-	-	-	-	-	-	-	-	(628)
	End of the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

41. Segment Information:

(a) Description of segments and principal activities

Subsequent to the completion of group re-organisation as mentioned in note 51, the Chief Operating Decision Maker "CODM" reviews the operations of the group in the following operating segments i.e. 'Wiring Harness', 'Modules and polymer products', 'Vision systems', 'Elastomers', 'Lighting & Electronics', 'Precision Metals & Modules', 'Technology & Industrial Solutions', 'Logistics Solutions', 'Aerospace', 'Health & Medical' and 'Services', therefore disclosures on segment reporting in these Consolidated financial statements have been made in accordance therewith.

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments examines the group's performance categorized in to following segments:

Segments	Description
Wiring harness	Represents operations of Samvardhana Motherson International Limited "SAMIL" (formerly Motherson Sumi Systems Limited "formerly MSSL"), its subsidiaries, joint ventures and associates, engaged mainly in the business of manufacturing and trading of wiring harness, its components and rendering of support service function exclusively to wiring harness operations.
Modules and polymer products	Represents operations of Samvardhana Motherson International Limited "SAMIL" (formerly Motherson Sumi Systems Limited "formerly MSSL"), its subsidiares, joint ventures and associates engaged in manufacturing and supplies of plastic parts and system modules for vehicle interiors and exteriors. It also includes operations of subsidiaries engaged in rendering of support service function exclusively to modules and polymer products.
Vision systems	Represents of Samvardhana Motherson International Limited "SAMIL" (formerly Motherson Sumi Systems Limited "formerly MSSL"), its subsidiares, joint ventures and associates engaged in development, manufacture and supply of rear view mirrors and drive assistance systems. It also includes operations of subsidiaries engaged in rendering of support service function exclusively to vision systems.
Emerging businesses	Comprise "Elastomers", "Lighting & Electronics", "Precision Metals & Modules", "Technology & Industrial Solutions", "Logistics Solutions", "Aerospace", "Health & Medical" and "Services" operations of the Group. These operations of the Group are below the thresholds for separate reporting as operating segments.

The CODM primarily uses a measure of revenue from operation and earnings before interest, tax, depreciation, amortisation and exceptional item (EBITDA) to assess the performance of the operating segments on monthly basis.

Unallocated:

Revenue, expenses, assets and liabilities have been identified to a segment on the basis of relationship to operating activities of the segment. Assets and liabilities which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed under unallocated.

Inter Segment transfer:

Inter Segment revenues are recognised at sales price. Profit or loss on inter segment transfer are eliminated at the Group level.

(b) Revenue from operation

Interest income, rental income, dividend income, income recognised on sales of assets and investment are excluded from segment revenue. Transactions between segments are carried out at arm's length and are eliminated on consolidation. The segment revenue is measured in the same way as in the statement of profit or loss.

Segment revenue

	As At March 31, 2023	As At March 31, 2022
Wiring harness	265,013	219,698
Modules and polymer products	422,557	354,200
Vision systems	165,688	134,976
Emerging businesses	68,269	25,668
Total	**921,527**	**734,542**
Less: Intersegment	24,017	15,062
Revenue from operations (gross)	**897,510**	**719,480**
Less: Revenue from operation of entities consolidated as per equity method, included above*	110,503	55,579
Total revenue from operation as per statement of profit and loss	**787,007**	**663,901**
Disaggregated revenue from external customer information		
Continuing operations		
India	51,341	82,373
Germany	167,093	129,729
Spain	32,572	25,858
USA	146,268	115,515
China	59,283	64,655
Others^	330,450	206,154
Discontinued operations (refer note 51)		
India	-	39,568
China	-	43
Others^	-	6
	787,007	**663,901**

^ None of the other countries contribute materially to the revenue of the group.

	As At March 31, 2023	As At March 31, 2022
Type of goods or services		
Continuing operations		
Sales of components	720,459	573,792
Tool development	46,626	44,169
Assembly of components	2,112	2,088
Others operating revenue	9,510	4,661
Discontinued operations (refer note 51)		
Sales of components	-	39,004
Assembly of components	-	181
Others operating revenue	-	6
Total revenue from contracts with customers	**778,707**	**663,901**

	As At March 31, 2023	As At March 31, 2022
Timing of revenue recognition		
Continuing operations		
As a point in time	736,144	583,642
Over a period of time	42,563	41,068
Discontinued operations (refer note 51)		
As a point in time	-	39,191
Total revenue from contracts with customers	**778,707**	**663,901**

(c) Segment results

	As At March 31, 2023	As At March 31, 2022
Wiring harness	22,785	19,130
Modules and polymer products	27,239	24,482
Vision systems	17,110	12,889
Emerging businesses	7,728	2,306
Total	**74,862**	**58,807**
Less: Intersegment	(101)	117
Add : Other unallocable income / (expenses)	(1,373)	(1,010)
Total	**73,590**	**57,680**
Less: EBITDA from operation of entities consolidated as per equity method, included above*	9,646	4,284
Total EBITDA	**63,944**	**53,396**
Less : Depreciation and amortisation*	(31,358)	(29,964)
Less : Finance cost *	(7,809)	(5,619)
Add: Interest income*	703	1,173
Add : Other income*	0	422
Exceptional items income/ (expense)	995	481
Add : Share of profit / (loss) of associates and joint ventures	(438)	160
Total profit / (loss) before tax**	**24,048**	**19,088**

(d) Segment Assets

Segment assets are allocated based on the operations of the segment and the physical location of the asset. Assets not used directly in operations of the segment like investments, other common assets are reported as unallocated assets.

	As At March 31, 2023	As At March 31, 2022
Wiring harness	177,083	163,848
Modules and polymer products	281,380	261,069
Vision systems	89,687	77,108
Emerging businesses	57,083	43,994
Total	**605,232**	**546,019**
Less: Intersegment	7,247	5,166
Total	**597,985**	**540,854**
Unallocated:		
Less: Assets of entities consolidated as per equity method, included above*	74,510	68,474
Add: Current and non-current investments including Investments accounted for using the equity method	62,899	64,618
Add: Other unallocated assets***	32,143	25,704
Total	**618,517**	**562,701**

Total of non-current assets other than financial instruments, investments accounted for using equity methods and deferred tax assets broken down by location of the assets, is shown below

	As At March 31, 2023	As At March 31, 2022
India	30,795	41,988
Germany	46,710	37,008
Spain	13,026	10,047
USA	26,920	26,554
China	16,645	18,565
Others*	124,418	106,814
	258,514	**240,976**

* None of the other countries contribute materially to the non-current assets other than financial instruments, investments accounted for using equity methods and deferred tax assets of the group.

Capital expenditure

	As At March 31, 2023	As At March 31, 2022
Wiring harness	4,140	4,794
Modules and polymer products	12,524	15,740
Vision systems	3,359	2,495
Emerging businesses	1,805	1,334
	21,828	**24,363**

(e) Segment liabilities

Segment liabilities are allocated based on the operations of the segment. Liabilities not used directly in operations of the segment common liabilities like borrowings are reported as unallocated liabilities.

	As At March 31, 2023	As At March 31, 2022
Wiring harness	66,889	54,840
Modules and polymer products	154,425	127,085
Vision systems	46,962	42,384
Emerging businesses	22,717	12,483
Total	**290,993**	**236,792**
Less: Intersegment	7,245	5,166
Total	**283,748**	**231,626**
Less: Liabilities of entities consolidated as per equity method, included above*	43,123	32,888
Add: Other unallocated liabilities	134,123	140,317
Total	**374,748**	**339,055**

*Revenue, results, assets and liabilities relating to joint venture and associate entities are fully consolidated for the purpose of review by CODM and hence are presented accordingly in the segment reporting disclosure above. Consequently above disclosure also includes reconciliation items with the amounts presented in the consolidated financial statements.

** Includes amounts for nine months (i.e. upto December 31, 2021) relating to discontinued operations during the year ended March 31, 2022 (refer note 4).

*** Includes the impact of difference between the book value and fair values recorded in the consolidated financial statements relating to the businesses merged with the Group as part of the Composite Scheme of Amalgamation and Arrangement (refer note 4). Thus, the respective segments reflect assets/liabilities of these businesses at book values which are as monitored by CODM.

42. Capital and Other Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	As At March 31, 2023	As At March 31, 2022
Property, plant and equipment		
Estimated value of contracts in capital account remaining to be executed, (Net of Advances of ₹ 543 million (March 31, 2022: ₹ 2,238 million))	10,249	3,514
Total	**10,249**	**3,514**
Other Commitments		
Bank Guarantee	384	493
Others	127	135

Above commitments on property, plant and equipment includes group share of commitments of associates and joint ventures entities.

For capital expenditure contracted relating to associates and joint ventures refer to note 48

43. Contingent Liabilities:

In the ordinary course of business, the Group faces claims and assertions by various parties. The Group assesses such claims and assertions and monitors the legal environment on an on-going basis, with the assistance of external legal counsel, wherever necessary. The Group records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its consolidated financial statements, if material. For potential losses that are considered possible, but not probable, the Group provides disclosure in the consolidated financial statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Group believes that none of the contingencies described below would have a material adverse effect on the Group's financial condition, results of operations or cash flows.

Claims against the Group not acknowledged as debts

	As At March 31, 2023	As At March 31, 2022
Excise, sales tax and service tax matters#	88	147
Other tax matters	-	94
Claims made by workmen	231	229
Income tax matters	297	326
Unfulfilled export commitment under EPCG scheme	229	9
Others (refer note 'c' below)	2,619	3,380

Against which Group has given bank guarantees amounting to Nil (March 31, 2022 : ₹ 2 million)

(a) The Group does not expect any reimbursements in respect of the above contingent liabilities.

(b) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

(c) The Group has acted as surety in respect of subsidy received by one of its subsidiary, which limits the total liability of the Group to 1.2x of the amount of subsidy granted. As per the conditions of subsidy received from the local government the subsidiary is required to incur certain level of capital expenditure along with maintaining the headcount at certain level for a period of 5 years. As of March 31, 2023, both the conditions have been fulfilled however headcount level needs to be sustained for 5 years therefore the Group may be contingently liable for ₹ 2,615 million (March 31, 2022: ₹ 2,463 million) in the event of non-compliance of subsidy conditions by the subsidiary in the future.

(d) Above contingent liability includes group share of contingent liability of the associates and joint ventures entities.

For contingent liabilities relating to associates and joint ventures refer to note 48

44. Assets pledged as security

The carrying amount of assets pledged as security for current and non-current borrowings are

	As At March 31, 2023	As At March 31, 2022
Current:		
Financial assets		
Cash and cash equivalents	5,529	15,320
Inventories	13,445	20,456
Receivables	11,487	32,582
Other current assets	28,561	12,062
Total current assets pledged as security	**59,022**	**80,420**
Non Current:		
Freehold land	412	219
Buildings	19,779	3,290
Plant & Machinery	23,838	41,989
Investment Property	195	257
Other non current assets	17,560	7,908
Investment accounted as per equity methods	-	13,046
Total non current assets pledged as security	**61,784**	**66,709**
Total assets pledged as security	**120,806**	**147,129**

45. Ind AS 115 Revenue from contracts with customers

The transaction price allocated to the remaining performance obligations related to tool development (unsatisfied or partially unsatisfied) are, as follows:

	As At March 31, 2023	As At March 31, 2022
Within one year	34,127	32,889
More than one year	20,521	32,533
Total	**54,648**	**65,422**

Table below provides information on revenue recognised from :

	As At March 31, 2023	As At March 31, 2022
Amounts included in contract liabilities at the beginning of the year	2,612	5,125
Performance obligations partly satisfied in previous years	14,137	16,641

The table below represents summary of contract assets and liabilities relating to contracts with customers :

	As At March 31, 2023	As At March 31, 2022
Receivables	98,379	80,247
Contract assets	34,820	27,920
Contract liabilities	8,553	8,561

Contract assets are initially recognised for revenue earned from development of tools and secondary equipment as receipt of consideration is conditional on successful completion and acceptance by the customer. Upon completion and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The expected credit loss on contract assets is considered very low and hence no provision for credit loss is recorded in respect of contract assets.

46. Ind AS 116 Leases

The Group elected to apply Indian Accounting Standard 116 ('Ind AS 116'), Leases, with effect from April 01, 2019, using the modified retrospective method. The Group assesses each lease contract and if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration, the Group recognised right to use assets and lease liabilities for those lease contracts except for short-term lease and lease of low-value assets.

	As At March 31, 2023	As At March 31, 2022
Current lease liabilities	4,210	3,618
Non-current lease liabilities	12,056	10,070
	16,266	**13,688**

Refer note 37 (C) for maturity analysis of lease liabilities and note 3 (b) for right-to-use assets recognised. The Company has total cash outflow of ₹ 4,763 million (March 31, 2022: ₹ 3,391 million).

Amount recognised in Statement of Profit and Loss during the year:

	As At March 31, 2023	As At March 31, 2022
Interest expense on lease liabilities (included in finance cost)	909	769
Depreciation of Right of Use assets	4,302	4,113
Lease expense derecognised	4,945	4,460
Short term and low value lease payments	3,176	3,050

47. Hyperinflation

With the effect from July 1, 2018, the Argentine economy was considered to be hyperinflationary in accordance with the criteria in Ind AS 29 "Financial Reporting in Hyperinflationary Economies" ("Ind AS 29"). This standard requires that the entity or components financial information whose functional currency is that of an economy considered hyperinflationary be restated using a general price index that reflects changes in general purchasing power. The inflation index used in Argentina was a synthetic index with the following characteristics: i) The Internal Wholesale Price Index (IPIM) until December 2016 and ii) after that date, the National Consumer Price Index (IPC). Additionally, due to the lack of national index on November and December 2015, Consumer Price Index of City of Buenos Aires (IPC CABA) was used.

With effect from April 01, 2022, Turkey is considered as Hyper inflationary economy for the purposed of IAS 29. For the calendar year 2022, the IMF WEO forecasts an annual rate of inflation of 52% (2023: 30%) and a 3-year cumulative rate of inflation of 138% (2023: 169%). The Turkish Statistical Institute reported a 3-year and 12-month cumulative rate of inflation of 109% and 61%, respectively, as of March 2022. The Group has applied the restatement of financial information of its entities in Turkey for the periods beginning April 01, 2022.

The results and financial position of the subsidiaries in Argentina and Turkey, whose functional currency is the currency of a hyperinflationary economy, are first restated in accordance with INDAS 29 and are then translated into the presentation currency.

All balance sheet items of entities in Turkey and Argentina have been segregated into monetary and non-monetary items. Monetary items are units of currency held, and assets and liabilities to be received or paid, in fixed or determinable number of units of currency. These monetary items are not restated because they are already expressed in terms of the current monetary unit. In a period of inflation, an entity holding an excess of monetary assets over monetary liabilities loses purchasing power, and an entity with an excess of monetary liabilities over monetary assets gains purchasing power, to the extent the assets and liabilities are not linked to a price level. The gain or loss on the net monetary position is included in profit or loss. The effect of inflation on the net monetary position of the Argentina and Turkey subsidiary for the year ended March 31, 2023 has been a gain of ₹ 488 million (March 31, 2022: gain of ₹ 19 million for subsidiary in Argentina).

Non-monetary assets and liabilities (items which are not already expressed in terms of the monetary unit) are restated by applying the relevant index. After the INDAS 29 restatement of non-monetary assets, it is necessary to consider whether the restated amount of the asset might exceed its recoverable amount. Additionally, the application of INDAS 29 results in the creation of temporary differences because while the book value of non-monetary assets is adjusted for inflation but not equivalent adjustment is made for tax purpose; the effect of such a temporary difference is a deferred tax liability.

48. Interest in other entities

A. Details of subsidiaries which have been consolidated are as follows:

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
1	MSSL Mauritius Holdings Limited (MMHL)	Mauritius	100%	100%	0%	0%	March 31, 2023
2	Motherson Electrical Wires Lanka Private Limited	Sri Lanka	100%	100%	0%	0%	March 31, 2023
3	MSSL Mideast (FZE)	UAE	100%	100%	0%	0%	March 31, 2023
4	MSSL (S) Pte Limited	Singapore	100%	100%	0%	0%	March 31, 2023
5	Motherson Innovations Tech Limited (formerly MSSL Automobile Component Limited)	India	100%	100%	0%	0%	March 31, 2023
6	Samvardhana Motherson Polymers Limited (SMPL)	India	100%	100%	0%	0%	March 31, 2023
7	MSSL (GB) Limited (Jointly held by the Company and MSSL Mideast (FZE))	UK	100%	100%	0%	0%	March 31, 2023
8	Motherson Wiring System (FZE) (held by MSSL Mideast (FZE))	UAE	100%	100%	0%	0%	March 31, 2023
9	MSSL Tooling (FZE) (held by MSSL Mideast (FZE))	UAE	100%	100%	0%	0%	March 31, 2023
10	MSSL GmbH (held by MSSL Mideast (FZE))	Germany	100%	100%	0%	0%	March 31, 2023
11	MSSL Advanced Polymers s.r.o. (held by MSSL GmbH)	Czech Republic	100%	100%	0%	0%	March 31, 2023
12	Motherson Air Travel Agency GmbH (formerly known as Motherson Techno Precision GmbH) (held by MSSL GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
13	MSSL Germany Real Estate B.V. & Co. KG (jointly held by MSSL GmbH and Samvardhana Motherson Automotive Systems Group B.V.)	Germany	100%		0%		March 31, 2023
14	MSSL s.r.l. Unipersonale (held by MSSL (GB) Limited)	Italy	100%	100%	0%	0%	March 31, 2023
15	Motherson Techno Precision México, S.A. de C.V (held by Motherson Techno Precision GmbH)	Mexico	100%	100%	0%	0%	March 31, 2023
16	Motherson Air Travel Pvt Ltd (held by MSSL Mideast (FZE))	Ireland	100%	100%	0%	0%	March 31, 2023
17	MSSL Australia Pty Limited (held by MSSL Mauritius Holdings Limited)	Australia	80%	80%	20%	20%	March 31, 2023
18	Motherson Elastomers Pty Limited (held by MSSL Australia Pty Limited)	Australia	100%	100%	0%	0%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
19	Motherson Investments Pty Limited (held by MSSL Australia Pty Limited)	Australia	100%	100%	0%	0%	March 31, 2023
20	MSSL Ireland Private Limited (held by MSSL (GB) Limited)	Ireland	100%	100%	0%	0%	March 31, 2023
21	MSSL Global RSA Module Engineering Limited (held by MSSL Mauritius Holdings Limited)	South Africa	100%	100%	0%	0%	March 31, 2023
22	MSSL Japan Limited (held by MSSL (S) Pte Limited)	Japan	100%	100%	0%	0%	March 31, 2023
23	Vacuform 2000 (Proprietary) Limited (held by MSSL Mauritius Holdings Limited)	South Africa	51%	51%	49%	49%	March 31, 2023
24	MSSL México, S.A. De C.V. (held by MSSL (S) Pte Limited)	Mexico	100%	100%	0%	0%	March 31, 2023
25	MSSL WH System (Thailand) Co., Ltd (held by MSSL (S) Pte. Ltd.)	Thailand	100%	100%	0%	0%	March 31, 2023
26	MSSL Korea WH Limited (held by MSSL (S) Pte. Ltd.)	South Korea	100%	100%	0%	0%	March 31, 2023
27	MSSL Consolidated Inc. (held by MSSL (GB) Ltd.)	USA	100%	100%	0%	0%	March 31, 2023
28	MSSL Wiring System Inc (held by MSSL Consolidated Inc.)	USA	100%	100%	0%	0%	March 31, 2023
29	Alphabet de Mexico, S.A. de C.V. (held by MSSL (GB) Ltd.)	Mexico	100%	100%	0%	0%	March 31, 2023
30	Alphabet de Mexico de Monclova, S.A. de C.V. (held by MSSL (GB) Ltd.)	Mexico	100%	100%	0%	0%	March 31, 2023
31	Alphabet de Saltillo, S.A. de C.V. (held by MSSL (GB) Ltd.)	Mexico	100%	100%	0%	0%	March 31, 2023
32	MSSL Wirings Juarez, S.A. de C.V. (held by MSSL (GB) Ltd.)	Mexico	100%	100%	0%	0%	March 31, 2023
33	Samvardhana Motherson Global Holdings Ltd. (SMGHL) (jointly held by MSSL Mauritius Holdings Limited & Samvardhana Motherson Holding (M) Pvt. Ltd.)	Cyprus	100%	100%	0%	0%	March 31, 2023
34	Samvardhana Motherson Automotive Systems Group B.V. (SMRPBV) (held by SMGHL and SMPL)	Netherlands	100%	100%	0%	0%	March 31, 2023
35	Samvardhana Motherson Reflectec Group Holdings Limited (SMR) (held by SMRPBV)	Jersey	100%	98.45%	0%	1.55%	March 31, 2023
36	SMR Automotive Technology Holding Cyprus Limited (held by SMR)	Cyprus	100%	100%	0%	0%	March 31, 2023
37	SMR Automotive Mirror Parts and Holdings UK Ltd (held by SMR)	UK	100%	100%	0%	0%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
38	SMR Automotive Holding Hong Kong Limited (held by SMR)	Hong Kong	100%	100%	0%	0%	March 31, 2023
39	SMR Automotive Systems India Limited (Jointly held by the Company and SMR Automotive Technology Holding Cyprus Limited)	India	100%	100%	0%	0%	March 31, 2023
40	SMR Automotive Systems France S.A. (held by SMR Automotive Technology Holding Cyprus Limited)	France	100%	100%	0%	0%	March 31, 2023
41	SMR Automotive Mirror Technology Holding Hungary KFT (held by SMR Automotive Technology Holding Cyprus Limited)	Hungary	100%	100%	0%	0%	March 31, 2023
42	SMR Patents S.à.r.l. (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Luxembourg	100%	100%	0%	0%	March 31, 2023
43	SMR Automotive Technology Valencia S.A.U. (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Spain	100%	100%	0%	0%	March 31, 2023
44	SMR Automotive Mirrors UK Limited (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	UK	100%	100%	0%	0%	March 31, 2023
45	SMR Automotive Mirror International USA Inc. (held by SMR Mirrors UK Limited)	USA	100%	100%	0%	0%	March 31, 2023
46	SMR Automotive Systems USA Inc. (held by SMR Automotive Mirror International USA Inc.)	USA	100%	100%	0%	0%	March 31, 2023
47	SMR Automotive Beijing Company Limited (held by SMR Automotive Holding Hong Kong Limited)	China	100%	100%	0%	0%	March 31, 2023
48	SMR Automotive Yancheng Co. Limited (held by SMR Automotive Holding Hong Kong Limited)	China	100%	100%	0%	0%	March 31, 2023
49	SMR Automotive Mirror Systems Holding Deutschland GmbH (held by SMR Automotive Mirror Parts and Holdings UK Ltd.)	Germany	100%	100%	0%	0%	March 31, 2023
50	SMR Holding Australia Pty Limited (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Australia	100%	100%	0%	0%	March 31, 2023
51	SMR Automotive Australia Pty Limited (held by SMR Holding Australia Pty Ltd.)	Australia	100%	100%	0%	0%	March 31, 2023
52	SMR Automotive Mirror Technology Hungary BT (held by SMR Automotive Technology Holding Cyprus Limited)	Hungary	100%	100%	0%	0%	March 31, 2023

(All amounts in ₹ Million, unless otherwise stated)

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
53	Motherson Business Service Hungary Kft. (held by SMR Automotive Mirror Technology Hungary BT)	Hungary	100%	100%	0%	0%	March 31, 2023
54	SMR Automotive Modules Korea Ltd. (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	South Korea	100%	100%	0%	0%	March 31, 2023
55	SMR Automotive Beteiligungen Deutschland GmbH (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
56	SMR Hyosang Automotive Ltd. (held by SMR Automotive Modules Korea Ltd.)	South Korea	100%	100%	0%	0%	March 31, 2023
57	SMR Automotive Mirrors Stuttgart GmbH (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
58	SMR Automotive Systems Spain S.A.U (held by SMR Automotive Mirrors Stuttgart GmbH)	Spain	100%	100%	0%	0%	March 31, 2023
59	SMR Automotive Vision Systems Mexico S.A de C.V (Jointly held by SMR Automotive Mirrors Stuttgart GmbH and SMR Automotive Systems Spain S.A.U.)	Mexico	100%	100%	0%	0%	March 31, 2023
60	Samvardhana Motherson Corp Management Shanghai Co Ltd. (held by SMR Automotive Mirrors Stuttgart GmbH)	China	100%	100%	0%	0%	March 31, 2023
61	SMR Grundbesitz GmbH & Co. KG (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	Germany	93.07%	93%	6.93%	6.93%	March 31, 2023
62	SMR Automotive Brasil Ltda. (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Brazil	100%	100%	0%	0%	March 31, 2023
63	SMR Automotive System (Thailand) Limited (held by SMR Automotive Technology Holding Cyprus Limited)	Thailand	100%	100%	0%	0%	March 31, 2023
64	SMR Automotives Systems Macedonia Dooel Skopje (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Macedonia	100%	100%	0%	0%	March 31, 2023
65	SMR Automotive Operations Japan K.K. (held by SMR Automotive Mirror Technology Holding Hungary Kft)	Japan	100%	100%	0%	0%	March 31, 2023
66	SMR Automotive (Langfang) Co. Ltd (held by SMR Automotive Mirror Systems Holding Deutschland GmbH)	China	100%	100%	0%	0%	March 31, 2023

(All amounts in ₹ Million, unless otherwise stated)

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
67	SMR Automotive Vision System Operations USA INC (held by SMR Automotive Mirror Parts and Holdings UK Ltd)	USA	100%	100%	0%	0%	March 31, 2023
68	SMR Mirror UK Limited (held by SMR Automotive Vision System Operations USA INC)	UK	100%	100%	0%	0%	March 31, 2023
69	Motherson Innovations Company Limited (held by SMR)	UK	100%	100%	0%	0%	March 31, 2023
70	Motherson Innovations Deutschland GmbH (held by Motherson Innovations Company Limited)	Germany	100%	100%	0%	0%	March 31, 2023
71	Samvardhana Motherson Global (FZE) (held by SMR)	UAE	100%	100%	0%	0%	March 31, 2023
72	SMR Automotive Industries RUS Limited Liability Company (jointly held by SMR Automotive Mirror Technology Holding Hungary Kft & SMR Automotive Technology Holding Cyprus Ltd.)	Russia	100%	100%	0%	0%	March 31, 2023
73	Re-time Pty Limited (held by SMR Automotive Australia Pty Limited)	Australia	71.4%	71%	28.6%	28.6%	March 31, 2023
74	SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Sirketi (held by SMR Automotive Mirrors Stuttgart GmbH)	Turkey	75%	75%	25%	25%	March 31, 2023
75	SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi (held by SMR Automotive Mirrors Stuttgart GmbH)	Turkey	75%	75%	25%	25%	March 31, 2023
76	Samvardhana Motherson Peguform GmbH (SMP) (held by SMRPBV)	Germany	100%	100%	0%	0%	March 31, 2023
77	SMP Automotive Interiors (Beijing) Co. Ltd. (held by SMRPBV)	China	100%	100%	0%	0%	March 31, 2023
78	SMP Deutschland GmbH (held by Samvardhana Motherson Peguform GmbH and SMGHL)	Germany	100%	100%	0%	0%	March 31, 2023
79	SMP Logistik Service GmbH (held by SMP Deutschland GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
80	SMP Automotive Solutions Slovakia s.r.o. (held by SMP Deutschland GmbH)	Slovakia	100%	100%	0%	0%	March 31, 2023
81	Changchun Peguform Automotive Plastics Technology Co., Ltd. (held by SMP Deutschland GmbH)	China	50% + 1 share	50% + 1 share	50% - 1 share	50% - 1 share	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
82	Foshan Peguform Automotive Plastics Technology Co. Ltd. (held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	China	100%	100%	0%	0%	March 31, 2023
83	Tianjin SMP Automotive Component Company Limited (held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	China	100%	100%	0%	0%	March 31, 2023
84	Shenyang SMP Automotive Trim Co., Ltd (held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	China	100%	100%	0%	0%	March 31, 2023
85	SMP Automotive Technology Iberica S.L. (held by SMRPBV)	Spain	100%	100%	0%	0%	March 31, 2023
86	Samvardhana Motherson Peguform Barcelona S.L.U (held by SMP Automotive Technology Iberica S.L.)	Spain	100%	100%	0%	0%	March 31, 2023
87	SMP Automotive Technologies Teruel Sociedad Limitada (held by SMP Automotive Technology Iberica S.L.)	Spain	100%	100%	0%	0%	March 31, 2023
88	Samvardhana Motherson Peguform Automotive Technology Portugal S.A. (held by SMP Automotive Technology Iberica S.L.)	Portugal	100%	100%	0%	0%	March 31, 2023
89	SMP Automotive Systems Mexico S.A. de C.V. (held by SMP Automotive Technology Iberica S.L.)	Mexico	100% - 1 share	100% - 1 share	0%	0%	March 31, 2023
90	SMP Automotive Produtos Automotivos do Brasil Ltda. (held by SMP Automotive Technology Iberica S.L.)	Brazil	100% - 1 share	100% - 1 share	0%	0%	March 31, 2023
91	SMP Automotive Exterior GmbH (held by Samvardhana Motherson Peguform GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
92	Samvardhana Motherson Innovative Autosystems B.V. & Co. KG (held by Samvardhana Motherson Peguform GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
93	Samvardhana Motherson Innovative Autosystems Holding Company BV (held by SMR)	Netherlands	100%	100%	0%	0%	March 31, 2023
94	SM Real Estate GmbH (held by SMGHL & SMP Automotive Exterior GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
95	Samvardhana Motherson Innovative Autosystems de Mexico, S.A. de C.V. (held jointly by SMR & SMP)	Mexico	100%	100%	0%	0%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
96	SMP Automotive Systems Alabama Inc. (held by SMR Automotive Mirror International USA Inc.)	USA	100%	100%	0%	0%	March 31, 2023
97	Celulosa Fabril (Cefa) S.A. (held by SMP automotive technology Iberica S.L.)	Spain	50%	50%	50%	50%	March 31, 2023
98	Modulos Ribera Alta S.L.Unipersonal (held by Celulosa Fabril (Cefa) S.A.)	Spain	100%	100%	0%	0%	March 31, 2023
99	Motherson Innovations Lights GmbH & Co KG (held by Samvardhana Motherson Peguform GmbH)	Germany	100%	100%	0%	0%	March 31, 2023
100	Motherson Innovations Lights Verwaltungs GmbH (held by Motherson Innovations Lights GmbH & Co KG)	Germany	100%	100%	0%	0%	March 31, 2023
101	Zhaoqing SMP Automotive Co., Ltd. (held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	China	100%		0%		March 31, 2023
102	SMP D Real Estates B.V. & Co. KG (Jointly held by SMP Deutschland GmbH and MSSL GmbH)	Germany	100%		0%		March 31, 2023
103	SMP Automotive Ex Real Estate B.V. & Co. KG (Jointly held by SMP Deutschland GmbH and MSSL GmbH)	Germany	100%		0%		March 31, 2023
104	SMP Automotive Interior Modules d.o.o. Ćuprija (held by SMRC Automotive Holdings Netherlands B.V.)	Serbia	100%	100%	0%	0%	March 31, 2023
105	MSSL Estonia WH OÜ (held by MSSL (GB) Limited)	Estonia	100%	100%	0%	0%	March 31, 2023
106	PKC Group Oy (held by MSSL Estonia WH OÜ)	Finland	100%	100%	0%	0%	March 31, 2023
107	PKC Wiring Systems Oy (held by PKC Group Oy)	Finland	100%	100%	0%	0%	March 31, 2023
108	PKC Group Poland Sp. z o.o. (held by PKC Eesti AS)	Poland	100%	100%	0%	0%	March 31, 2023
109	PKC Wiring Systems Llc (held by PKC Wiring Systems Oy)	Serbia	100%	100%	0%	0%	March 31, 2023
110	PKC Group APAC Limited (held by PKC Wiring Systems Oy)	Hong Kong	100%	100%	0%	0%	March 31, 2023
111	PKC Group Canada Inc. (held by PKC Wiring Systems Oy)	Canada	100%	100%	0%	0%	March 31, 2023
112	PKC Group USA Inc. (held by PKC Wiring Systems Oy)	USA	100%	100%	0%	0%	March 31, 2023
113	PKC Group Mexico S.A. de C.V. (held by PKC Wiring Systems Oy)	Mexico	100%	100%	0%	0%	March 31, 2023
114	Project del Holding S.a.r.l. (held by PKC Wiring Systems Oy)	Luxembourg	100%	100%	0%	0%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
115	PK Cables do Brasil Ltda (jointly held by PKC Wiring Systems Oy & Project Del Holding S.à.r.l.)	Brazil	100%	100%	0%	0%	March 31, 2023
116	PKC Eesti AS (held by PKC Wiring Systems Oy)	Estonia	100%	100%	0%	0%	March 31, 2023
117	TKV-sarjat Oy (held by PKC Wiring Systems Oy)	Finland	100%	100%	0%	0%	March 31, 2023
118	Motherson Rolling Stocks S. de R.L. de C.V. (Jointly held by TKV-sarjat Oy and MSSL (GB) Limited)	Mexico	100%	100%	0%	0%	March 31, 2023
119	PKC SEGU Systemelektrik GmbH (held by PKC Wiring Systems Oy)	Germany	100%	100%	0%	0%	March 31, 2023
120	Groclin Luxembourg S.à r.l. (held by PKC Group Poland Holding Sp. z o.o.)	Luxembourg	100%	100%	0%	0%	March 31, 2023
121	PKC Vehicle Technology (Suzhou) Co., Ltd. (held by PKC Group APAC Limited)	China	100%	100%	0%	0%	March 31, 2023
122	AEES Inc. (held by PKC Group USA Inc.)	USA	100%	100%	0%	0%	March 31, 2023
123	PKC Group Lithuania UAB (held by PKC Eesti AS)	Lithuania	100%	100%	0%	0%	March 31, 2023
124	PKC Group Poland Holding Sp. z o.o. (held by PKC Wiring Systems Oy)	Poland	100%	100%	0%	0%	March 31, 2023
125	OOO AEK (jointly held by PKC Eesti AS & TKV sarjat O)	Russia	100%	100%	0%	0%	March 31, 2023
126	Kabel-Technik-Polska Sp. z o.o. (held by Groclin Luxembourg S.à r.l.)	Poland	100%	100%	0%	0%	March 31, 2023
127	T.I.C.S. Corporation (held by AEES Inc.)	USA	100%	100%	0%	0%	March 31, 2023
128	AEES Power Systems Limited partnership (jointly held by T.I.C.S. Corporation & AEES Inc.)	USA	100%	100%	0%	0%	March 31, 2023
129	Fortitude Industries Inc. (held by AEES Inc.)	USA	100%	100%	0%	0%	March 31, 2023
130	AEES Manufactuera, S. De R.L de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
131	Cableodos del Norte II, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
132	Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
133	Arneses y Accesorios de México, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
134	Asesoria Mexicana Empresarial, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
135	Arneses de Ciudad Juarez, S. de R.L de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
136	PKC Group de Piedras Negras, S. de R.L. de C.V. (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
137	PKC Group AEES Commercial S. de R.L de C.V (held by Project del Holding S.a.r.l.)	Mexico	100%	100%	0%	0%	March 31, 2023
138	Jiangsu Huakai-PKC Wire Harness Co., Ltd. (held by PKC Group APAC Limited)	China	50%	50%	50%	50%	March 31, 2023
139	PKC Vechicle Technology (Hefei) Co, Ltd. (held by PKC Group APAC Limited)	China	50%	50%	50%	50%	March 31, 2023
140	PKC Vehicle Technology (Fuyang) Co., Ltd. (held by PKC Vechicle Technology (Hefei) Co, Ltd.)	China	100%	100%	0%	0%	March 31, 2023
141	Shangdong Huakai-PKC Wire Harness Co., Ltd. (held by Jiangsu Huakai-PKC Wire Harness Co., Ltd.)	China	100%	100%	0%	0%	March 31, 2023
142	Jilin Huakai - PKC Wire Harness Co. Ltd. (held by Jiangsu Huakai-PKC Wire Harness Co., Ltd.)	China	50%	50%	50%	50%	March 31, 2023
143	Motherson PKC Harness Systems FZ-LLC (held by PKC Eesti AS) (incorporated on July 7, 2019)	UAE	100%	100%	0%	0%	March 31, 2023
144	Wisetime Oy (held by PKC Wiring Systems Oy)	Finland	100%	100%	0%	0%	March 31, 2023
145	Global Environment Management (FZC) (held by MSSL Mauritius Holdings Limited)	UAE	100%	100%	0%	0%	March 31, 2023
146	SMRC Automotive Holdings Netherlands B.V. (held by SMRPBV, held by SMRC Automotive Holdings B.V. till date of merger of SMRC Automotive Holdings B.V. with SMRC Automotive Holdings Netherlands B.V. w.e.f. April 01, 2022)	Netherlands	100%	100%	0%	0%	March 31, 2023
147	SMRC Automotives Techno Minority Holdings B.V. (held by SMRC Automotive Holdings Netherlands B.V.)	Netherlands	100%	100%	0%	0%	March 31, 2023

(All amounts in ₹ Million, unless otherwise stated)

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
148	SMRC Automotive Modules France SAS (held by SMRC Automotive Holdings Netherlands B.V.)	France	100%	100%	0%	0%	March 31, 2023
149	Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U. (held by SMRC Automotive Holdings Netherlands B.V.)	Spain	100%	100%	0%	0%	March 31, 2023
150	SMRC Automotive Interiors Spain S.L.U. (held by Reydel Automotive Holding Spain , S.L.U)	Spain	100%	100%	0%	0%	March 31, 2023
151	SMRC Automotive Interior Modules Croatia d.o.o (held by SMRC Automotive Holdings Netherlands B.V.)	Croatia	100%	100%	0%	0%	March 31, 2023
152	Samvardhana Motherson Reydel Autotecc Morocco SAS (held by SMRC Automotive Holdings Netherlands B.V.)	Morocco	100%	100%	0%	0%	March 31, 2023
153	SMRC Automotive Technology RU LLC (held by SMRC Automotive Holdings Netherlands B.V.)	Russia	100%	100%	0%	0%	March 31, 2023
154	SMRC Smart Interior Systems Germany GmbH (held by SMRC Automotive Holdings Netherlands B.V.)	Germany	100%	100%	0%	0%	March 31, 2023
155	SMRC Automotive Solutions Slovakia s.r.o. (held by SMRC Automotive Holdings Netherlands B.V.)	Slovakia	100%	100%	0%	0%	March 31, 2023
156	SMRC Automotive Holding South America B.V. (held by SMRC Automotive Holdings Netherlands B.V.)	Netherlands	100%	100%	0%	0%	March 31, 2023
157	SMRC Automotive Modules South America Minority Holdings B.V. (held by SMRC Automotive Holdings Netherlands B.V.)	Netherlands	100%	100%	0%	0%	March 31, 2023
158	SMRC Automotive Tech Argentina S.A. (jointly held by SMRC Automotive Holding South America B.V. & SMRC Automotive Modules South America Minority Holdings B.V.)	Argentina	100%	100%	0%	0%	March 31, 2023
159	SMRC Fabricacao e Comercio de Produtos Automotivos do Brasil Ltda (held by SMRC Automotive Holding South America B.V.)	Brazil	100%	100%	0%	0%	March 31, 2023
160	SMRC Automotive Products India Limited (held by SMRC Automotive Holdings Netherlands B.V.)	India	100%	100%	0%	0%	March 31, 2023
161	SMRC Automotive Smart Interior Tech (Thailand) Ltd.	Thailand	100%	100%	0%	0%	March 31, 2023

(All amounts in ₹ Million, unless otherwise stated)

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
162	SMRC Automotive Interiors Japan Ltd. (held by SMRC Automotive Holdings Netherlands B.V.)	Japan	100%	100%	0%	0%	March 31, 2023
163	Shanghai SMRC Automotive Interiors Tech Consulting Co. Ltd. (held by SMRC Automotive Holdings Netherlands B.V.)	China	100%	100%	0%	0%	March 31, 2023
164	PT SMRC Automotive Technology Indonesia (jointly held by SMRC Automotive Holdings Netherlands B.V. & SMRC Automotives Techno Minority Holdings B.V.)	Indonesia	100%	100%	0%	0%	March 31, 2023
165	Yujin SMRC Automotive Techno Corp. (held by SMRC Automotive Holdings Netherlands B.V.)	South Korea	50.9%	51%	49.1%	49.1%	March 31, 2023
166	SMRC Automotives Technology Phil Inc. (held by SMRC Automotive Holdings Netherlands B.V.)	Philippines	100%	100%	0%	0%	March 31, 2023
167	Motherson Consultancies Service Limited	India	100%	100%	0%	0%	March 31, 2023
168	Samvardhana Motherson Finance Service Cyprus Limited	Cyprus	100%	100%	0%	0%	March 31, 2023
169	Samvardhana Motherson Holding (M) Private Limited	Mauritius	100%	100%	0%	0%	March 31, 2023
170	Samvardhana Motherson Auto Component Private Limited	India	100%	100%	0%	0%	March 31, 2023
171	MS Global India Automotive Private Limited	India	100%	100%	0%	0%	March 31, 2023
172	Samvardhana Motherson Maadhyam International Limited	India	100%	100%	0%	0%	March 31, 2023
173	Samvardhana Motherson Global Carriers Limited	India	100%	100%	0%	0%	March 31, 2023
174	Samvardhana Motherson Innovative Solutions Limited	India	100%	100%	0%	0%	March 31, 2023
175	Samvardhana Motherson Refrigeration Product Limited (held by Samvardhana Motherson Innovative Solutions Limited)	India	100%	100%	0%	0%	March 31, 2023
176	Motherson Machinery and Automations Limited (held by Samvardhana Motherson Innovative Solutions Limited)	India	100%	100%	0%	0%	March 31, 2023
177	Samvardhana Motherson Auto System Private Limited (held by Samvardhana Motherson Innovative Solutions Limited)	India	100%	100%	0%	0%	March 31, 2023
178	Motherson Sintermetal Technology B.V. (held by Samvardhana Motherson Innovative Solutions Limited)	Netherlands	100%	100%	0%	0%	March 31, 2023
179	Motherson Invenzen XLab Private Limited	India	100%	100%	0%	0%	March 31, 2023
180	Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)	India	90.4%	62.9%	9.6%	37.1%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
181	Motherson Technology Services USA Limited (formerly known as MSID U.S. Inc.) (held by Motherson Technology Services Limited)	USA	100%	100%	0%	0%	March 31, 2023
182	Motherson Technology Services Gmbh (Formerly known as MothersonSumi INfotekk And Designs GmbH) (held by Motherson Technology Services Limited)	Germany	100%	100%	0%	0%	March 31, 2023
183	Motherson Technology Services SG PTE. Limited (formerly known as MothersonSumi INfotech and Designs SG Pte. Ltd.) (held by Motherson Technology Services Limited)	Singapore	100%	100%	0%	0%	March 31, 2023
184	Motherson Technology Services Kabushiki Gaisha(formerly known as MothersonSumi INfotech & Designs K.K.) (held by Motherson Technology Services SG PTE. Limited)	Japan	85.7%	86%	14.3%	14.3%	March 31, 2023
185	Motherson Technology Service Mid East FZ-LLC (Formerly known as Motherson Infotek Designs Mid East FZ-LLC) (held by Motherson Technology Services Limited)	UAE	100%	100%	0%	0%	March 31, 2023
186	Motherson Technology Services United Kingdom Limited (Formerly known as MothersonSumi Infotech & Solutions UK Limited) (held by Motherson Technology Services Limited)	UK	100%	100%	0%	0%	March 31, 2023
187	Motherson Auto Engineering Service Limited (held by Motherson Technology Services Limited)	India	100%	100%	0%	0%	March 31, 2023
188	Samvardhana Motherson Health Solutions Limited (held by Motherson Technology Services Limited)	India	100%	100%	0%	0%	March 31, 2023
189	SMI Consulting Technologies Inc. (held by Motherson Technology Services Limited)	USA	100%	100%	0%	0%	March 31, 2023
190	Motherson Technology Services Spain S.L.U. (Formerly known as Motherson Information Technologies Spain S.L.U.) (held by Motherson Technology Services Limited)	Spain	100%	100%	0%	0%	
191	Samvardhana Motherson Virtual Analysis Limited (held by Motherson Technology Services Limited)	India	100%	100%	0%	0%	March 31, 2023
192	SAKS Ancillaries Limited (held by Samvardhana Motherson Innovative Solutions Limited)	India	98.3%	98%	1.7%	1.7%	March 31, 2023

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
193	Samvardhana Motherson Hamakyorex Engineered Logistics Limited	India	50%	50%	50%	50%	March 31, 2023
194	Motherson Techno Tools Limited (held by Samvardhana Motherson Innovative Solutions Limited)	India	60%	60%	40%	40%	March 31, 2023
195	Motherson Techno Tools Mideast FZE (held by Motherson Techno Tools Limited)	UAE	100%	100%	0%	0%	March 31, 2023
196	Motherson Molds and Diecasting Limited (jointly held by the Company and CTM India Limited)	India	71%	71%	29%	29%	March 31, 2023
197	Motherson Air Travel Agencies Limited	India	74%	74%	26%	26%	March 31, 2023
198	CTM India Limited	India	41%	41%	59%	59%	March 31, 2023
199	Motherson Sumi Wiring India Limited (refer note 51)	India				-	March 31, 2023
200	Fritzmeier Motherson Cabin Engineering Private Limited	India	100%		0%		March 31, 2023
201	CIM Tools Private Limited	India	55%	0%	45%		March 31, 2023
202	Aero Treatment Private Limited (held by CIM Tools Private Limited)	India	83%	0%	17%		March 31, 2023
203	Motherson Automotive Giken Industries Corp Ltd. (held by MSSL Japan Limited)	Japan	50%		50%		March 31, 2023
204	Motherson Electronic Components Pvt. Ltd (held by Samvardhana Motherson Innovative Solutions Limited)	India	100%		0%		March 31, 2023
205	Motherson Innovations LLC (held by Motherson Innovations Company Limited) (liquidated w.e.f June 09, 2022)	USA		100%	0%	0%	
206	Motherson Ossia Innovations llc. (held by Motherson Innovations LLC) (liquidated w.e.f June 09, 2022)	USA		51%	0%	49%	
207	Shenyang SMP Automotive Plastic Component Co. Ltd. (held by Changchun Peguform Automotive Plastics Technology Co., Ltd.) (liquidated w.e.f March 20, 2023)	China		100%	0%	0%	
208	SMP Automotive Technology Management Services (Changchun) Co. Ltd. (held by SMP Deutschland GmbH) (liquidated w.e.f May 8, 2021)	China		100%		0%	

S. No	Name of the Company	Country of Incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest		Reporting Dates used for Consolidation
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
209	Motherson Rolling Stock Systems GB Limited (held by Kabel Technik Polska Sp. z o.o.) (liquidated w.e.f. 26.01.2023)	UK		100%		0%	
210	Samvardhana Motherson Invest Deutschland GmbH (held by MSSL GmbH) (Merged with MSSL GmbH w.e.f. September 06, 2022.)	Germany		100%		0%	
211	Motherson Air Travel Agency GmbH (held by Motherson Techno Precision GmbH) (merged with Motherson Techno Precision GmbH w.e.f. September 09, 2022)	Germany		100%		0%	
212	MSSL Manufacturing Hungary Kft (held by MSSL GMBH during till May 24, 2022, held by SMR Automotive Mirror Technology Hungary BT till October 01, 2022) (Merged with SMR Automotive Mirror Technology Hungary BT w.e.f. October 01, 2022)	Hungary		100%		0%	
213	SMRC Automotive Interiors Products Poland SA (liquidated w.e.f. April 06, 2021)	Poland		100%	0%	0%	
214	SMRC Smart Automotive Interior Technologies USA, LLC (liquidated w.e.f. May 07, 2021)	USA		100%	0%	0%	
215	SMRC Automotive Holdings B.V. (held by SMRPBV, merged with SMRC Automotive Holdings Netherlands B.V. w.e.f. April 01, 2022)	Netherlands		100%	0%	0%	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(All amounts in ₹ Million, unless otherwise stated)

B. Non-controlling interests (NCI)

As on March 31, 2023, there are no holdings of non-controlling interest in the material subsidiaries of the Group.

C. Interest in associates companies consolidated using equity method of accounting

Name of the Company	Country of Incorporation	% of ownership interest March 31, 2023	Quoted fair value		carrying amount	
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Hubei Zhengao PKC Automotive Wiring Company Ltd. (held by PKC Group APAC Limited)	China	40%	-*	-*	836	954
AES (India) Engineering Limited (held by Samvardhana Motherson Innovative Solutions Limited)	India	26%		-	42	46

* Unlisted entity - no quoted price available

D. Interest in Joint ventures companies consolidated using equity method of accounting

Name of the Company	Country of Incorporation	% of ownership interest March 31, 2023	Quoted fair value		carrying amount	
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Kyungshin Industrial Motherson Private Limited	India	50%	-*	-*	-	1,045
Calsonic Kansei Motherson Auto Products Private Limited	India	49%	-*	-*	1,029	778
Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd. (through SMR Automotive Mirror Systems Holding Deutschland GmbH) (Includes Chongqing SMR Huaxiang Automotive Products Ltd, Tianjin SMR Huaxiang Automotive Part Co. Ltd & Nanchang JMCG SMR Huaxiang Mirror Co. Ltd)[1]	China	50%	-*	-*	4,099	3,796
Eissmann SMP Automotive Interieur Slovensko s.r.o (through SMP Deutschland GmbH)	Slovakia	49%	-*	-*	-	-
Motherson Sumi Wiring India Limited	India	33%	71,479	68,043	36,803	36,651

Name of the Company	Country of Incorporation	% of ownership interest March 31, 2023	Quoted fair value		carrying amount	
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Anest Iwata Motherson Coating Equipment Private Limited (through Samvardhana Motherson Innovative Solutions Limited)	India	49%	-*	-*	403	399
Anest Iwata Motherson Private Limited (through Samvardhana Motherson Innovative Solutions Limited)	India	49%	-*	-*	1,545	1,526
Marelli Motherson Automotive Lighting India Private Ltd.	India	50%	-*	-*	10,715	10,417
Marelli Motherson Auto Suspension Parts Pvt Ltd	India	50%	-*	-*	851	1,279
Valeo Motherson Thermal Commercial Vehicles India Ltd	India	49%	-*	-*	962	1,037
Matsui Technologies India Limited	India	50%-1share	-*	-*	1,224	1,204
Frigel Intelligent Cooling Systems India Private Limited (held by Matsui Technologies India Limited)[2]	India	25%	-*	-*	28	25
Fritzmeier Motherson Cabin Engineering Private Limited[3]	India		-*	-*		1,201
Nissin Advanced Coating Indo Co. Private Limited (through Samvardhana Motherson Innovative Solutions Limited)	India	49%	-*	-*	74	70
Motherson Bergstrom HVAC Solutions Private Limited	India	50%	-*	-*	105	71
Motherson Auto Solutions Limited (through Samvardhana Motherson Innovative Solutions Limited)	India	66%	-*	-*	2,229	2,046

Name of the Company	Country of Incorporation	% of ownership interest March 31, 2023	Quoted fair value		carrying amount	
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Youngshin Motherson Auto Tech Limited	India	50%	-*	-*	101	103
Lauak CIM Aerospace Private Limited (through CIM tools Private Limited)	India	49.99%	-*	-	13	-

* Unlisted entity - no quoted price available

[1] Chongqing SMR Huaxiang Automotive Products Limited is 100% subsidiary of Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd., Tianjin SMR Huaxiang Automotive Part Co. Limited is 100% subsidiary of Chongqing SMR Huaxiang Automotive Products Limited. & Nanchang JMCG SMR Huaxiang Mirror Co. Ltd is 60% subsidiary of Ningbo Huaxiang Automotive Mirrors Co. Ltd.

[2] Matsui Technologies India Limited holds 50% shares in Frigel Intelligent Cooling Systems India Private Limited. Effective holding to the group is 25%

[3] During the financial year ended March 31, 2023, the group purchased remaining 50% shares of Fritzmeier Motherson Cabin Engineering Private Limited (FMCEL) from joint venture partner and hence FMCEL became 100% subsidiary of the Group. During the year ended March 31, 2022, the group held 50% shares in FMCEL.

Investment accounted as per equity methods includes effect of group share of fair valuation of Goodwill amouting to ₹ 38,302 million (March 31, 2022: ₹ 38,661 Million).

E. Summarised financial information of joint ventures

The table below provide summarised financial information for those joint venture that are material to the group.

Summarised balance sheet	Motherson Sumi Wiring India Limited		Kyungshin Industrial Motherson Private Limited	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Current assets				
Cash and cash equivalents	361	2,933	213	0
Other assets	21,002	16,794	6,426	5,121
Total current assets	**21,363**	**19,727**	**6,640**	**5,121**
Total non-current assets	7,613	5,890	1,941	2,125
Current liabilities				
Financial liabilities (excluding trade payables)	2,498	2,296	845	331
Other liabilities	10,382	9,655	11,137	4,509
Total current liabilities	**12,880**	**11,951**	**11,982**	**4,840**
Total non-current liabilities	2,792	2,520	357	316
Consolidation adjustments and currency translation adjustment	96,783	98,488	-	-
Net assets	**110,087**	**109,634**	**(3,759)**	**2,090**

Summarised balance sheet	Motherson Sumi Wiring India Limited		Kyungshin Industrial Motherson Private Limited	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Reconciliation to carrying amounts:				
Opening net assets	109,634	-	2,090	4,121
Fair value of assets as on date of acquisition	-	109,644		
Profit for the year	3,167	26	(5,849)	(2,023)
Impairment / Consolidation adjustments	-	-	3,768	-
Other comprehensive income	(27)	(36)	(9)	(8)
Exchange gain / (loss)	-	-	-	-
Dividend paid	(2,684)	-	-	-
Closing net assets	**110,090**	**109,634**	**-**	**2,090**
Group's share in %	33.43%	33.43%	50%	50%
Group's share in INR	36,803	36,651	-	1,045
Carrying amount	**36,803**	**36,651**	**-**	**1,045**
Summarised statement of profit and loss				
Revenue	70,574	16,615	16,595	14,566
Interest income	57	17	27	29
Depreciation and amortisation	3,512	1,259	292	303
Interest expense	278	192	33	35
Income tax expense	1,079	151	(39)	1
Profit from continuing operation	3,167	26	(5,849)	(2,023)
Other comprehensive income	(27)	(36)	(9)	(8)
Total comprehensive income	**3,140**	**(10)**	**(5,859)**	**(2,031)**

F. Individually immaterial Joint Ventures

The group has interests in a number of individually immaterial Joint Venture that are accounted for using equity method.The group share of investment and profit is disclosed below.

	March 31, 2023	March 31, 2022
Aggregate carrying amount of individually immaterial Joint venture	23,377	23,950
Aggregate amounts of the group's share of:		
Profit / (loss) from continuing operations	1,035	2,014

G. Individually immaterial associates

The group has interests in a number of individually immaterial associates that are accounted for using equity method.The group share of investment and profit is disclosed below.

	March 31, 2023	March 31, 2022
Aggregate carrying amount of individually immaterial associates	878	1,000
Aggregate amounts of the group's share of:		
Profit / (loss) from continuing operations	(83)	52

H. Commitments and contingent liabilities in respect of associates and joint ventures

	March 31, 2023	March 31, 2022
Share of joint venture's contingent liabilities in respect of:		
Excise matters	25	45
Other tax matters	29	24
Income tax matters	43	43
Others	8	2
Commitments - joint ventures		
Share of joint venture's estimated value of contracts in capital account remaining to be executed, (Net of Advances)	370	280

I. During the year ended March 31, 2023 the Group has recognised an impairment loss amounting to ₹ 359 million for Goodwill included in the carrying value of investments in Marelli Motherson Auto Suspension Parts Pvt Ltd and Valeo Motherson Thermal Commercial Vehicles India Ltd accounted using the equity method. Impairment impact is disclosed under share of profit / (loss) of Associates and joint ventures in the Consolidated statement of profit and loss.

49. Statutory group information required by Schedule III

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
1	Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited)	129	314,523	47	7,852	5	297	35	8,150	138	309,310	99	11,639	12	262	85	11,901
	Subsidiaries:																
	Indian:																
2	Samvardhana Motherson Polymers Limited	0*	528	0*	(0)	-	-	0*	(0)	0*	529	0*	(0)	-	-	0*	(0)
3	Motherson Innovations Tech Limited (formerly MSSL Automobile Component Limited)	0*	19	0*	11	-	-	0*	11	0*	8	0*	5	-	-	0*	5
4	SMR Automotive Systems India ltd.	0*	38	0*	4	0*	0	0*	4	1	3,060	2	277	(2)	(48)	2	228
5	SMRC Automotive Products India Limited	1	1,860	1	198	0*	(7)	1	191	1	1,663	1	172	0*	(6)	1	166
6	Motherson Sumi Wiring India Limited	-	-	-	-	-	-	-	-	-	-	0*	-	-	-	-	-
7	Samvardhana Motherson Innovative Solutions Limited	2	4,297	1	109	0*	(2)	0*	107	3	7,729	0*	(58)	0*	1	0*	(57)
8	Samvardhana Motherson Auto System Private Limited	0*	(88)	0*	6	0*	(1)	0*	5	0*	(93)	0*	7	0*	0	0*	7
9	SAKS Ancillaries Limited	0*	120	0*	2	-	-	0*	2	0*	118	0*	1	-	-	0*	1
10	Motherson Machinery and Automations Limited	0*	17	0*	4	0*	(0)	0*	4	0*	13	0*	1	0*	0	0*	1
11	Samvardhana Motherson Refrigeration Product Limited	0*	(295)	0*	(5)	-	-	0*	(5)	0*	(289)	0*	(5)	-	-	0*	(5)
12	Motherson Consultancies Service Limited	0*	124	0*	47	0*	(2)	0*	45	0*	79	0*	8	0*	1	0*	9
13	Motherson Molds and Diecasting Limited	0*	161	0*	11	0*	(0)	0*	11	0*	150	0*	(14)	0*	(0)	0*	(15)
14	Samvardhana Motherson Auto Component Private Limited	0*	45	(1)	(110)	0*	1	0*	(108)	0*	(547)	0*	(57)	0*	0	0*	(57)
15	MS Global India Automotive Private Ltd	0*	745	(1)	(118)	0*	(3)	(1)	(120)	0*	(585)	0*	(42)	0*	4	0*	(38)
16	Samvardhana Motherson Global Carriers Limited	0*	308	0*	(27)	0*	0	0*	(27)	0*	334	0*	(18)	0*	(0)	0*	(19)
17	Samvardhana Motherson Hamakyorex Engineered Logistics Limited	0*	691	0*	(11)	0*	0	0*	(11)	0*	702	0*	(9)	0*	0	0*	(9)
18	Samvardhana Motherson Maadhyam International Limited	0*	(19)	0*	(2)	-	-	0*	(2)	0*	(17)	0*	(0)	-	-	0*	(0)
19	Motherson Invenzen XLab Private Limited	0*	(348)	0*	(30)	0*	(0)	0*	(30)	0*	(318)	0*	(5)	0*	0	0*	(5)
20	CTM India Limited	0*	1,169	1	166	0*	(0)	1	166	0*	1,075	0*	(2)	0*	1	0*	(0)
21	Motherson Air Travel Agencies Limited	0*	404	0*	45	0*	0	0*	45	0*	360	0*	14	0*	0	0*	14
22	Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)	1	1,465	(2)	(258)	0*	2	(1)	(256)	0*	429	3	382	(1)	(16)	3	366
23	Motherson Auto Engineering Service Ltd	-	-	0*	(2)	-	-	0*	(2)	0*	2	0*	0	-	-	0*	0
24	Samvardhana Motherson Virtual Analysis Limited	0*	0	0*	(10)	-	-	0*	(10)	0*	10	0*	(0)	-	-	0*	(0)

Sl. No.	Name of entity	March 31, 2023: Net Assets[1] As a % of Consolidated Net Asset	March 31, 2023: Net Assets[1] Amount	March 31, 2023: Share in profit or (loss)[1] As a % of Consolidated Profit / (loss)	March 31, 2023: Share in profit or (loss)[1] Amount	March 31, 2023: Share in other comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2023: Share in other comprehensive income[1] Amount	March 31, 2023: Share in total comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2023: Share in total comprehensive income[1] Amount	March 31, 2022: Net Assets[1] As a % of Consolidated Net Asset	March 31, 2022: Net Assets[1] Amount	March 31, 2022: Share in profit or (loss)[1] As a % of Consolidated Profit / (loss)	March 31, 2022: Share in profit or (loss)[1] Amount	March 31, 2022: Share in other comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2022: Share in other comprehensive income[1] Amount	March 31, 2022: Share in total comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2022: Share in total comprehensive income[1] Amount
25	Samvardhana Motherson Health Solutions Limited	0*	(238)	0*	(53)	0*	0	0*	(52)	0*	(186)	1	67	0*	0	0*	67
26	Motherson Techno Tools Limited	1	1,559	2	364	0*	(2)	2	362	1	1,365	2	257	0*	1	2	257
27	CIM Tools Private Limited	1	1,775	1	208	0*	(0)	1	208	-	-	-	-	-	-	-	-
28	Aero Treatment Private Limited	0*	249	1	89	0*	(0)	0*	89	-	-	-	-	-	-	-	-
29	Fritzmeier Motherson Cabin Engineering Private Limited	0*	770	1	136	0*	(2)	1	134	-	-	-	-	-	-	-	-
30	Motherson Electronic Components Pvt. Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Foreign:																
31	Samvardhana Motherson Reflectec Group Holdings Limited	8	20,487	5	760	(1)	(93)	3	668	8	18,621	(35)	(4,158)	-	-	(30)	(4,158)
32	SMR Automotive Technology Holding, Cyprus ltd.	2	3,767	1	188	-	-	1	188	2	3,359	1	141	-	-	1	141
33	SMR Automotive Brasil LTDA.	0*	878	0*	(15)	-	-	0*	(15)	0*	881	0*	32	-	-	0*	32
34	SMR Automotive Mirror Technology Holding Hungary KFT	1	1,881	0*	1	-	-	0*	1	1	2,131	0*	0	(43)	(954)	(7)	(954)
35	SMR Holding Australia Pty Limited	1	1,790	0*	(24)	-	-	0*	(24)	1	1,872	0*	0	-	-	0*	0
36	SMR Automotive Australia Pty Limited	1	1,794	1	241	0*	22	1	264	1	1,580	1	131	1	14	1	145
37	SMR Automotive Mirror Technology, Hungary BT	1	1,395	7	1,125	2	153	6	1,278	2	4,462	16	1,914	7	143	15	2,058
38	SMR Automotive Systems, France S.A.	0*	2	0*	(10)	1	34	0*	24	0*	(23)	(3)	(318)	(1)	(32)	(2)	(350)

Sl. No.	Name of entity	March 31, 2023: Net Assets[1] As a % of Consolidated Net Asset	March 31, 2023: Net Assets[1] Amount	March 31, 2023: Share in profit or (loss)[1] As a % of Consolidated Profit / (loss)	March 31, 2023: Share in profit or (loss)[1] Amount	March 31, 2023: Share in other comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2023: Share in other comprehensive income[1] Amount	March 31, 2023: Share in total comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2023: Share in total comprehensive income[1] Amount	March 31, 2022: Net Assets[1] As a % of Consolidated Net Asset	March 31, 2022: Net Assets[1] Amount	March 31, 2022: Share in profit or (loss)[1] As a % of Consolidated Profit / (loss)	March 31, 2022: Share in profit or (loss)[1] Amount	March 31, 2022: Share in other comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2022: Share in other comprehensive income[1] Amount	March 31, 2022: Share in total comprehensive income[1] As a % of Consolidated Profit / (loss)	March 31, 2022: Share in total comprehensive income[1] Amount
39	SMR Automotive System (Thailand) Limited	0*	974	1	118	0*	20	1	138	0*	785	1	110	2	33	1	143
40	SMR Automotive Mirror Parts and Holdings, UK ltd.	5	12,586	8	1,338	-	-	6	1,338	5	11,184	11	1,258	(1)	(24)	9	1,234
41	SMR Patents S.à.r.l.	0*	7	0*	6	-	-	0*	6	0*	0	0*	16	-	-	0*	16
42	SMR Automotive Technology Valencia S.A.U.	0*	210	0*	(7)	-	-	0*	(7)	0*	205	0*	2	-	-	0*	2
43	SMR Automotive Mirrors UK Limited	0*	1,143	4	606	-	-	3	606	0*	1,057	0*	(38)	-	-	0*	(38)
44	SMR Automotive Mirror Systems Holding Deutschland GmbH	3	7,025	21	3,523	-	-	15	3,523	1	3,084	5	537	-	-	4	537
45	SMR Hyosang Automotive Ltd.	1	2,363	1	107	0*	(6)	0*	101	1	2,242	1	126	(1)	(16)	1	109
46	SMR Automotive Modules Korea Ltd.	1	2,985	0*	(51)	1	56	0*	4	1	2,957	(5)	(533)	(17)	(369)	(6)	(902)
47	SMR Automotive Beteiligungen Deutschland GmbH	0*	96	0*	(31)	-	-	0*	(31)	0*	121	1	61	-	-	0*	61
48	SMR Automotive Systems Spain S.A.U.	1	2,704	5	917	-	-	4	917	1	1,810	6	664	-	-	5	664
49	SMR Automotive Vision Systems Mexico S.A. de C.V.	1	2,513	4	672	0*	8	3	680	1	2,175	4	472	1	19	4	491
50	SMR Automotive Mirrors Stuttgart GmbH	0*	700	(3)	(449)	1	50	(2)	(398)	0*	1,058	9	1,118	(5)	(119)	7	999
51	SMR Grundbesitz GmbH & Co. KG	0*	455	1	162	-	-	1	162	0*	266	0*	47	-	-	0*	47
52	SMR Mirror UK Limited	2	3,836	18	3,071	-	-	13	3,071	1	2,339	(10)	(1,172)	-	-	(8)	(1,172)
53	SMR Automotive Systems USA Inc.	2	5,188	16	2,732	-	-	12	2,732	3	5,985	14	1,670	-	-	12	1,670
54	SMR Automotive Mirror International USA Inc.	7	17,181	0*	27	-	-	0*	27	7	15,807	0*	13	6	139	1	152

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
55	SMR Automotive Vision System Operations USA INC	7	16,889	7	1,242	-	-	5	1,242	6	14,407	7	792	-	-	6	792
56	SMR Automotive Beijing Company Limited	0*	483	0*	15	-	-	0*	15	0*	468	0*	11	4	98	1	110
57	SMR Automotive Yancheng Co. Limited	0*	1,134	0*	(3)	-	-	0*	(3)	1	1,137	0*	23	3	76	1	100
58	SMR Automotive Holding Hong Kong Limited	0*	507	0*	(2)	-	-	0*	(2)	0*	479	0*	(2)	-	-	0*	(2)
59	SMR Automotive Operations Japan k.k.	0*	(36)	0*	4	-	-	0*	4	0*	(40)	0*	17	-	-	0*	17
60	SMR Automotive (Langfang) Co. Limited	0*	71	(2)	(349)	-	-	(2)	(349)	0*	427	0*	12	-	-	0*	12
61	SMR Automotives Systems Macedonia Dooel Skopje	0*	(15)	-	-	-	-	-	-	0*	(14)	0*	-	-	-	-	-
62	SMR Automotive Industries RUS Limited Liability Company	0*	12	0*	(14)	-	-	0*	(14)	0*	21	0*	1	-	-	0*	1
63	Samvardhana Motherson Corp Management Shanghai Co.,Ltd	0*	191	0*	12	-	-	0*	12	0*	178	0*	21	-	-	0*	21
64	Re-time Pty Limited	0*	72	0*	(3)	-	-	0*	(3)	0*	9	0*	(5)	-	-	0*	(5)
65	Samvardhana Motherson Global (FZE)	0*	73	0*	13	-	-	0*	13	0*	54	0*	15	-	-	0*	15
66	Motherson Innovations Company Limited	0*	1,177	(3)	(465)	0*	(0)	(2)	(465)	0*	1,113	(4)	(510)	-	-	(4)	(510)
67	Motherson Innovations Deutschland GmbH	0*	61	0*	2	-	-	0*	2	0*	56	0*	5	-	-	0*	5
68	Motherson Innovations LLC (liquidated w.e.f June 09, 2022)	-	-	-	-	-	-	-	-	-	-	0*	-	-	-	-	-
69	Motherson Business Service Hungary Kft.	0*	0	0*	(0)	-	-	0*	(0)	0*	1	0*	(0)	-	-	0*	(0)

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
70	SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Sirketi	0*	362	0*	54	0*	(23)	0*	31	0*	111	(1)	(131)	-	-	(1)	(131)
71	SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi	0*	451	0*	17	0*	(22)	0*	(6)	0*	319	0*	(47)	-	-	0*	(47)
72	Samvardhana Motherson Peguform GmbH	0*	830	5	865	-	-	4	865	1	1,377	5	580	-	-	4	580
73	SMP Automotive Exterior GmbH	2	4,328	10	1,724	-	-	8	1,724	1	2,882	5	547	-	-	4	547
74	SMP Deutschland GmbH	3	8,182	(23)	(3,923)	(1)	(64)	(17)	(3,987)	4	9,644	(22)	(2,578)	(3)	(61)	(19)	(2,639)
75	SMP Logistik Service GmbH	0*	52	0*	0	-	-	0*	0	0*	49	0*	0	-	-	0*	0
76	SMP Automotive Solutions Slovakia s.r.o.	0*	(1,167)	(1)	(108)	-	-	0*	(108)	(1)	(2,248)	(4)	(448)	-	-	(3)	(448)
77	Changchun Peguform Automotive Plastics Technology Co.,Ltd.	5	11,892	12	1,965	-	-	9	1,965	4	9,881	17	1,979	-	-	14	1,979
78	Foshan Peguform Automotive Plastics Technology Co. Ltd.	1	1,668	1	234	-	-	1	234	1	1,428	2	281	-	-	2	281
79	Shenyang SMP Automotive Plastic Component Co. Ltd.	-	-	0*	(59)	-	-	0*	(59)	0*	252	0*	(14)	-	-	0*	(14)
80	SMP Automotive Technology Management Services (Changchun) Co. Ltd.	-	-	-	-	-	-	-	-	-	-	1	64	-	-	0*	64
81	SMP Automotive Interiors (Beijing) Co. Ltd.	1	2,111	6	934	-	-	4	934	1	2,114	9	1,080	-	-	8	1,080
82	SMP Automotive Technology Iberica S.L.	5	12,099	12	1,939	-	-	8	1,939	5	11,327	16	1,942	-	-	14	1,942

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
83	SMP Automotive Technologies Teruel Sociedad Limitada	0*	300	0*	5	-	-	0*	5	0*	293	0*	17	-	-	0*	17
84	Samvardhana Motherson Peguform Barcelona S.L.U	0*	842	2	296	-	-	1	296	0*	605	1	113	-	-	1	113
85	SMP Automotive Produtos Automotivos do Brasil Ltda	(1)	(2,683)	(1)	(157)	-	-	(1)	(157)	(1)	(2,483)	1	130	-	-	1	130
86	SMP Automotive Systems México, S. A. de C. V.	3	6,536	2	251	5	284	2	535	3	5,704	2	264	8	177	3	440
87	Samvardhana Motherson Peguform Automotive Technology Portugal, S.A.	1	1,562	9	1,430	-	-	6	1,430	0*	667	6	672	-	-	5	672
88	Celulosa Fabril (Cefa) S.A.	1	2,614	2	379	-	-	2	379	1	2,584	3	320	-	-	2	320
89	Modulos Ribera Alta S.L. Unipersonal	2	5,156	6	1,020	-	-	4	1,020	2	3,833	3	412	-	-	3	412
90	Samvardhana Motherson Innovative Autosystems B.V. & Co. KG	(1)	(2,386)	(18)	(3,067)	-	-	(13)	(3,067)	0*	828	(20)	(2,373)	-	-	(17)	(2,373)
91	Samvardhana Motherson Innovative Autosystems Holding Company B.V.	0*	10	0*	1	-	-	0*	1	0*	8	0*	2	-	-	0*	2
92	Samvardhana Motherson Innovative Autosystems de Mexico, S.A. de C.V.	-	-	-	-	-	-	-	-	-	-	0*	-	-	-	-	-
93	SM Real Estate GmbH	0*	340	0*	58	-	-	0*	58	0*	262	1	61	-	-	0*	61
94	Motherson Innovations Lights GmbH & Co. KG	0*	(5)	0*	(6)	-	-	0*	(6)	0*	2	0*	(10)	-	-	0*	(10)
95	Motherson Innovations Lights Verwaltungs GmbH	0*	3	0*	0	-	-	0*	0	0*	3	0*	0	-	-	0*	0

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96	SMP Automotive Systems Alabama Inc.	6	14,058	5	878	-	-	4	878	5	12,139	(3)	(362)	-	-	(3)	(362)
97	Tianjin SMP Automotive Components Co. Ltd.	0*	469	0*	(12)	-	-	0*	(12)	0*	480	1	141	-	-	1	141
98	Shenyang SMP Automotive Trim Co., Ltd	0*	653	(2)	(336)	-	-	(1)	(336)	0*	397	(2)	(178)	-	-	(1)	(178)
99	Zhaoqing SMP Automotive Co., Ltd. (held by Changchun Peguform Automotive Plastics Technology Co., Ltd.)	0*	357	0*	(2)	-	-	0*	(2)	-	-	-	-	-	-	-	-
100	SMP D Real Estates B.V. & Co. KG (Jointly held by SMP Deutschland GmbH and MSSL GmbH)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
101	SMP Automotive Ex Real Estate B.V. & Co. KG (Jointly held by SMP Deutschland GmbH and MSSL GmbH)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
102	SMP Automotive Technology Management Services (Changchun) Co. Ltd. (liquidated w.e.f May 8, 2021)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
103	SMP Automotive Interior Modules d.o.o. Ćuprija	0*	(757)	(6)	(984)	-	-	(4)	(984)	0*	273	(7)	(881)	-	-	(6)	(881)
104	SMRC Automotive Holdings B.V. (mergerd w.e.f. SMRC Automotive Holdings Netherlands B.V.)	-	-	0*	7	-	-	0*	7	0*	830	0*	(34)	-	-	0*	(34)
105	SMRC Automotive Holdings Netherlands B.V.	3	6,283	(2)	(332)	-	-	(1)	(332)	2	5,547	(3)	(322)	-	-	(2)	(322)

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106	SMRC Automotives Techno Minority Holdings B.V.	-	-	-	-	-	-	-	-	0*	85	0*	16	-	-	0*	16
107	SMRC Smart Automotive Interior Technologies USA, LLC (liquidated w.e.f. May 07, 2021)					-	-	-	-	-	-	-	-	-	-	-	-
108	SMRC Automotive Modules France SAS	3	6,228	4	691	3	210	4	901	2	5,018	0*	(11)	3	59	0*	48
109	Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U.	0*	956	0*	46	-	-	0*	46	0*	854	1	61	-	-	0*	61
110	SMRC Automotive Interiors Spain S.L.U.	2	4,626	3	431	-	-	2	431	2	3,924	3	394	-	-	3	394
111	SMRC Automotive Interior Modules Croatia d.o.o	-	-	0*	0	-	-	0*	0	0*	12	0*	1	-	-	0*	1
112	Samvardhana Motherson Reydel Autotecc Morocco SAS	0*	(92)	(1)	(220)	-	-	(1)	(220)	0*	132	(2)	(259)	-	-	(2)	(259)
113	SMRC Automotive Technology RU LLC	0*	508	(4)	(661)	-	-	(3)	(661)	0*	964	2	243	-	-	2	243
114	SMRC Smart Interior Systems Germany GmbH	0*	(51)	(1)	(249)	1	36	(1)	(213)	0*	181	0*	42	1	16	0*	59
115	SMRC Automotive Interiors Products Poland SA (Liquidated w.e.f. April 06, 2021)	-	-	-	-	-	-	-	-	0*	(0)	0*	-	-	-	-	-
116	SMRC Automotive Solutions Slovakia s.r.o.	0*	90	(6)	(1,031)	0*	5	(4)	(1,026)	0*	695	(2)	(277)	0*	1	(2)	(276)
117	SMRC Automotive Holding South America B.V.	1	2,014	0*	(1)	-	-	0*	(1)	1	1,359	0*	0	-	-	0*	0

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118	SMRC Automotive Modules South America Minority Holdings B.V.	0*	31	0*	0	-	-	0*	0	0*	29	0*	0	-	-	0*	0
119	SMRC Automotive Tech Argentina S.A.	0*	1,123	(3)	(457)	-	-	(2)	(457)	0*	772	(3)	(383)	-	-	(3)	(383)
120	SMRC Fabricacao e Comercio de Produtos Automotivos do Brasil Ltda	1	1,624	3	557	-	-	2	557	0*	1,029	3	376	-	-	3	376
121	SMRC Automotive Smart Interior Tech (Thailand) Ltd.	0*	1,165	1	105	1	41	1	146	0*	992	1	154	2	35	1	189
122	SMRC Automotive Interiors Japan Ltd.	0*	68	0*	51	0*	(5)	0*	46	0*	16	0*	33	0*	(5)	0*	28
123	Shanghai Reydel Automotive Technology Consulting Co. Ltd.	0*	29	0*	5	-	-	0*	5	0*	24	0*	4	-	-	0*	4
124	PT SMRC Automotive Technology Indonesia	0*	(95)	0*	(25)	-	-	0*	(25)	0*	(67)	0*	(9)	-	-	0*	(9)
125	Yujin SMRC Automotive Techno Corp.	1	2,242	3	440	2	100	2	540	1	1,775	3	299	5	102	3	401
126	SMRC Automotives Technology Phil Inc.	0*	(99)	0*	(17)	-	-	0*	(17)	0*	(79)	0*	(11)	-	-	0*	(11)
127	PKC Group Oy	5	11,676	7	1,190	(1)	(60)	5	1,129	4	9,862	12	1,413	(2)	(50)	10	1,363
128	PKC Wiring Systems Oy	2	5,525	3	519	(1)	(80)	2	439	3	5,747	6	758	(3)	(57)	5	701
129	Wisetime Oy	0*	106	1	99	-	-	0*	99	0*	101	1	103	-	-	1	103
130	Motherson PKC Harness Systems FZ-LLC	0*	(348)	0*	(66)	-	-	0*	(66)	0*	(262)	(1)	(107)	-	-	(1)	(107)
131	PKC Group Poland Sp. z o.o.	0*	1,101	2	385	-	-	2	385	0*	654	(3)	(350)	-	-	(2)	(350)
132	PKC SEGU Systemelektrik GmbH	0*	(79)	0*	(42)	-	-	0*	(42)	0*	(32)	0*	(43)	-	-	0*	(43)
133	PKC Wiring Systems Llc	(1)	(2,488)	(4)	(651)	-	-	(3)	(651)	(1)	(1,695)	(15)	(1,792)	-	-	(13)	(1,792)
134	PKC Eesti AS	6	14,653	(1)	(129)	-	-	(1)	(129)	6	13,930	2	210	-	-	1	210
135	TKV-Sarjat Oy	0*	5	0*	(4)	-	-	0*	(4)	0*	9	0*	1	-	-	0*	1

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136	OOO AEK	0*	(321)	(5)	(820)	-	-	(4)	(820)	0*	332	0*	(10)	-	-	0*	(10)
137	PKC Group Lithuania UAB	0*	936	0*	32	-	-	0*	32	0*	850	1	98	-	-	1	98
138	PK Cables do Brasil Ltda	0*	1,185	1	181	1	47	1	228	0*	989	5	646	2	39	5	685
139	PKC Group Canada Inc.	0*	334	0*	(2)	-	-	0*	(2)	0*	335	0*	1	-	-	0*	1
140	PKC Group Mexico S.A. de C.V.	0*	183	-	-	-	-	-	-	0*	153	0*	-	-	-	-	-
141	Project Del Holding S.à.r.l.	1	1,334	0*	(2)	-	-	0*	(2)	1	1,232	0*	(1)	-	-	0*	(1)
142	AEES Manufacturera, S. De R.L. de C.V	1	1,375	1	178	-	-	1	178	0*	985	1	139	-	-	1	139
143	Arneses de Ciudad Juarez, S. de R.L. de C.V.	0*	156	0*	48	-	-	0*	48	0*	83	0*	31	-	-	0*	31
144	Arneses y Accesorios de México, S. de R.L. de C.V.	0*	766	1	233	-	-	1	233	0*	394	2	184	-	-	1	184
145	Cableados del Norte II, S. de R.L. de C.V.	0*	727	1	162	-	-	1	162	0*	452	1	131	-	-	1	131
146	Asesoria Mexicana Empresarial, S. de R.L. de C.V.	0*	246	0*	22	-	-	0*	22	0*	184	0*	46	-	-	0*	46
147	Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V.	0*	4	-	-	-	-	-	-	0*	3	0*	(0)	-	-	0*	(0)
148	PKC Group de Piedras Negras, S. de R.L. de C.V.	0*	199	0*	29	-	-	0*	29	0*	132	0*	36	-	-	0*	36
149	PKC Group AEES Commercial, S. de R.L. de C.V.	0*	78	0*	0	-	-	0*	0	0*	65	0*	16	-	-	0*	16
150	PKC Group USA Inc.	(2)	(4,762)	(3)	(497)	-	-	(2)	(497)	(2)	(3,924)	(4)	(455)	-	-	(3)	(455)
151	AEES Inc.	3	6,382	13	2,249	-	-	10	2,249	2	3,690	9	1,030	(39)	(863)	1	167
152	AEES Power Systems Limited Partnership	1	2,255	1	225	-	-	1	225	1	1,868	(3)	(322)	-	-	(2)	(322)

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153	Fortitude Industries Inc.	0*	811	0*	9	-	-	0*	9	0*	739	(1)	(130)	-	-	(1)	(130)
154	PKC Vehicle Technology (Hefei) Co., Ltd.	0*	1,196	(1)	(90)	-	-	0*	(90)	1	1,325	0*	24	-	-	0*	24
155	PKC Vehicle technology (Suzhou) Co. Ltd	0*	19	(1)	(116)	2	101	0*	(15)	0*	34	(1)	(90)	4	81	0*	(9)
156	Jiangsu Huakai-PKC Wire Harness Co., Ltd.	2	4,539	(1)	(103)	-	-	0*	(103)	2	4,869	(2)	(192)	4	93	(1)	(99)
157	Shangdong Huakai-PKC Wire Harness Co. Ltd	1	1,794	0*	35	-	-	0*	35	1	1,757	1	140	-	-	1	140
158	Jilin Huakai - PKC Wire Harness Co. Ltd.	0*	153	0*	(44)	-	-	0*	(44)								
159	PKC Group APAC Ltd.	(1)	(3,626)	(2)	(268)	-	-	(1)	(268)	(1)	(3,169)	(3)	(360)	(9)	(202)	(4)	(563)
160	Kabel Technik Polska Sp. z o.o.	1	2,096	1	208	-	-	1	208	1	1,787	0*	53	-	-	0*	53
161	PKC Group Poland Holding Sp. z o.o.	0*	525	0*	7	(2)	(97)	0*	(90)	0*	689	0*	(42)	-	-	0*	(42)
162	Groclin Luxembourg S.à r.l.	1	1,985	0*	(2)	-	-	0*	(2)	1	1,871	0*	(2)	-	-	0*	(2)
163	Motherson Rolling Stock Systems GB Limited (liquidated w.e.f. 26.01.2023)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
164	Motherson Rolling Stocks S. de R.L. de C.V.	0*	49	0*	42	-	-	0*	42	0*	1	0*	2	-	-	0*	2
165	PKC Vehicle Technology (Fuyang) Co., Ltd.	0*	(8)	0*	(44)	-	-	0*	(44)	0*	37	0*	(9)	-	-	0*	(9)
166	MSSL Mideast (FZE)	9	21,473	3	556	-	-	2	556	9	21,087	3	341	-	-	2	341
167	MSSL (GB) Limited	17	40,972	6	965	-	-	4	965	18	39,251	7	849	-	-	6	849
168	MSSL Mauritius Holdings Limited	7	16,575	2	302	-	-	1	302	7	15,304	6	663	-	-	5	663
169	Samvardhana Motherson Global Holdings Limited Cyprus	33	79,330	0*	4	-	-	0*	4	33	74,694	0*	38	-	-	0*	38
170	MSSL (S) Pte Limited	1	1,534	1	150	-	-	1	150	1	1,246	0*	9	-	-	0*	9

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171	Motherson Electrical Wires Lanka Private Limited	1	1,276	3	494	0*	0	2	494	0*	711	2	219	0*	0	2	219
172	MSSL Consolidated Inc. USA	1	1,733	2	333	-	-	1	333	1	1,663	4	490	-	-	3	490
173	MSSL Wiring System Inc	4	8,743	11	1,755	0*	(17)	8	1,738	3	6,804	14	1,600	2	49	12	1,649
174	Alphabet De Mexico S.A. de C.V	0*	186	1	138	-	-	1	138	0*	146	1	116	-	-	1	116
175	Alphabet De Saltillo S.A. de C.V.	0*	48	1	116	-	-	1	116	0*	(33)	0*	24	-	-	0*	24
176	Alphabet De Mexico de Monclova S.A. de C.V	0*	83	1	84	-	-	0*	84	0*	67	1	82	-	-	1	82
177	MSSL Wirings Juarez S.A. de C.V.	0*	3	0*	1	-	-	0*	1	0*	5	0*	1	-	-	0*	1
178	MSSL Japan Limited	0*	285	2	284	-	-	1	284	0*	(10)	0*	(28)	-	-	0*	(28)
179	MSSL Mexico S.A. De C.V.	0*	859	0*	52	0*	(0)	0*	51	0*	892	1	112	0*	1	1	113
180	MSSL WH System (Thailand) Co. Ltd.	1	1,485	3	496	-	-	2	496	0*	910	4	421	-	-	3	421
181	MSSL Korea WH Limited	0*	(34)	0*	(18)	-	-	0*	(18)	0*	(16)	0*	(7)	-	-	0*	(7)
182	MSSL Ireland Private Limited	0*	32	0*	(3)	-	-	0*	(3)	0*	34	0*	2	-	-	0*	2
183	MSSL s.r.l. Unipersonale	0*	23	0*	2	-	-	0*	2	0*	20	0*	1	-	-	0*	1
184	MSSL Estonia WH OÜ	14	34,805	(1)	(234)	-	-	(1)	(234)	15	33,007	14	1,646	-	-	12	1,646
185	MSSL Australia Pty Limited	0*	320	0*	7	-	-	0*	7	0*	323	1	116	-	-	1	116
186	Motherson Elastomers Pty Limited	0*	651	1	146	-	-	1	146	0*	521	1	127	-	-	1	127
187	Motherson Investments Pty Limited	0*	58	0*	28	-	-	0*	28	0*	31	0*	7	-	-	0*	7
188	MSSL Global RSA Module Engineering Limited	2	3,966	6	934	-	-	4	934	2	3,431	8	958	-	-	7	958

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189	Vacuform 2000 (Proprietary) Limited	0*	(31)	0*	(44)	-	-	0*	(44)	0*	13	0*	(0)	-	-	0*	(0)
190	MSSL GMBH	0*	1,051	0*	(76)	-	-	0*	(76)	0*	1,065	(1)	(170)	-	-	(1)	(170)
191	Samvardhana Motherson Invest Deutschland GmbH (Merged with MSSL GmbH w.e.f. September 06, 2022.)	-	-	-	-	-	-	-	-	0*	69	0*	(2)	-	-	0*	(2)
192	MSSL Advanced Polymers s.r.o.	0*	(77)	(2)	(416)	-	-	(2)	(416)	0*	346	(2)	(208)	-	-	(1)	(208)
193	Motherson Air Travel Agency GmbH (formerly known as Motherson Techno Precision GmbH)	0*	(30)	0*	(42)	-	-	0*	(42)	0*	4	0*	(17)	-	-	0*	(17)
194	Motherson Air Travel Agency GmbH (merged with Motherson Techno Precision GmbH September 09, 2022)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
195	Motherson Techno Precision México, S.A. de C.V	0*	312	2	292	-	-	1	292	0*	(23)	0*	44	-	-	0*	44
196	MSSL Germany Real Estate B.V. & Co. KG	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
197	MSSL Manufacturing Hungary Kft (Merged with SMR Automotive Mirror Technology Hungary BT w.e.f. October 01, 2022)	0*	0	(1)	(143)	-	-	(1)	(143)	0*	(157)	(1)	(95)	-	-	(1)	(95)
198	Motherson Air Travel Pvt Ltd	(1)	(1,278)	(3)	(551)	-	-	(2)	(551)	0*	(651)	(1)	(109)	-	-	(1)	(109)
199	MSSL Tooling (FZE)	1	3,309	2	317	-	-	1	317	1	2,798	5	629	-	-	4	629
200	Motherson Wiring System (FZE)	0*	(98)	0*	8	-	-	0*	8	0*	(100)	0*	8	-	-	0*	8

(All amounts in ₹ Million, unless otherwise stated)

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
201	Global Environment Management (FZC)	0*	12	0*	21	-	-	0*	21	0*	(9)	0*	26	-	-	0*	26
202	Samvardhana Motherson Automotive Systems Group B.V.	44	108,252	18	3,030	-	-	13	3,030	44	98,870	20	2,307	-	-	16	2,307
203	Motherson Ossia Innovations llc. (liquidated w.e.f June 09, 2022)	-	-	-	-	-	-	-	-	-	-	0*	-	-	-	-	-
204	Samvardhana Motherson Finance Service Cyprus Limited	0*	489	(2)	(258)	(3)	(174)	(2)	(432)	0*	714	0*	(56)	(2)	(34)	(1)	(91)
205	Samvardhana Motherson Holding (M) Private Limited	(2)	(5,112)	(1)	(157)	-	-	(1)	(157)	(2)	(4,656)	0*	(34)	-	-	0*	(34)
206	Motherson Sintermetal Technology B.V.	(2)	(4,745)	(1)	(164)	-	-	(1)	(164)	(2)	(4,306)	0*	(41)	-	-	0*	(41)
207	Motherson Technology Services USA Limited (formerly known as MSID U.S. Inc.)	0*	(118)	(1)	(108)	-	-	0*	(108)	0*	(8)	0*	37	-	-	0*	37
208	Motherson Technology Services Gmbh (Formerly known as MothersonSumi Infotech And Designs GmbH)	0*	92	0*	(70)	-	-	0*	(70)	0*	156	0*	6	-	-	0*	6
209	Motherson Technology Services SG PTE. LTD. (formerly known as MothersonSumi INfotech and Designs SG Pte. Ltd.)	0*	(236)	(1)	(132)	-	-	(1)	(132)	0*	(87)	1	65	-	-	0*	65
210	Motherson Technology Services Kabushiki Gaisha(formerly known as MothersonSumi INfotech & Designs K.K.)	0*	(377)	0*	(58)	-	-	0*	(58)	0*	(318)	1	97	-	-	1	97

(All amounts in ₹ Million, unless otherwise stated)

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
211	Motherson Technology Services United Kingdom Limited (Formerly known as MothersonSumi Infotech & Solutions UK Limited)	0*	(156)	0*	(65)	-	-	0*	(65)	0*	(87)	1	81	-	-	1	81
212	SMI Consulting Technologies Inc.	0*	(129)	0*	(1)	-	-	0*	(1)	0*	(117)	0*	10	-	-	0*	10
213	Motherson Technology Services Spain S.L.U. (Formerly known as Motherson Information Technologies Spain S.L.U.)	0*	19	0*	3	-	-	0*	3	0*	15	0*	(7)	-	-	0*	(7)
214	Motherson Technology Service Mid East FZ-LLC (Formerly known as Motherson Infotek Designs Mid East FZ-LLC)	0*	(121)	0*	(54)	-	-	0*	(54)	0*	(61)	1	59	-	-	0*	59
215	Motherson Techno Tools Mideast FZE	0*	268	0*	24	-	-	0*	24	0*	224	0*	17	-	-	0*	17
216	Motherson Automotive Giken Industries Corp Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Associates (Investment as per Equity method)																
	Indian:																
217	SAKS Ancillaries Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
218	AES (India) Engineering Limited	0*	16	0*	(6)	0*	0	0*	(6)	0*	16	0*	2	0*	0	0*	2
	Foreign:																
219	Hubei Zhengao PKC Automotive Wiring Company Ltd.	0*	813	0*	(79)	-	-	0*	(79)	0*	980	0*	48	-	-	0*	48

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
	Joint Ventures (Investment as per Equity method)																
	Indian:																
220	Motherson Sumi Wiring India Limited	2	4,448	10	1,628	0*	(9)	7	1,619	2	3,726	1	155	(1)	(12)	1	143
221	Kyungshin Industrial Motherson Private Limited	(1)	(1,879)	(18)	(2,925)	0*	(5)	(13)	(2,929)	0*	1,050	(9)	(1,008)	0*	(4)	(7)	(1,012)
222	Calsonic Kansei Motherson Auto Products Private Limited	0*	984	1	222	-	-	1	222	0*	762	1	74	0*	0	1	75
223	Motherson Auto Solutions Limited	1	2,696	0*	(15)	0*	(0)	0*	(15)	1	2,513	0*	(2)	0*	0	0*	(2)
224	Nissin Advanced Coating Indo Co. Private Limited	0*	60	0*	3	0*	0	0*	3	0*	56	0*	1	0*	(0)	0*	1
225	Anest Iwata Motherson Private Limited	0*	402	1	114	0*	0	0*	114	0*	356	0*	21	0*	1	0*	22
226	Anest Iwata Motherson Coating Equipment Private Limited	0*	80	0*	31	0*	(0)	0*	30	0*	67	0*	9	0*	0	0*	9
227	Valeo Motherson Thermal Commercial Vehicles India Limited	0*	110	0*	33	0*	0	0*	33	0*	77	0*	11	0*	0	0*	11
228	Fritzmeier Motherson Cabin Engineering Private Limited (became subsidiary w.e.f. March 20, 2023)									0*	323	0*	4	0*	(0)	0*	4
229	Marelli Motherson Automotive Lighting India Private Ltd.	1	2,803	5	909	0*	(0)	4	908	1	2,345	2	231	0*	1	2	233
230	Marelli Motherson Auto Suspension Parts Pvt Ltd	0*	290	(1)	(143)	0*	(3)	(1)	(146)	0*	435	0*	13	0*	1	0*	14
231	Matsui Technologies India Limited	0*	182	0*	53	0*	(0)	0*	53	0*	141	0*	4	0*	0	0*	4

Sl. No.	Name of entity	March 31, 2023:								March 31, 2022:							
		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]		Net Assets[1]		Share in profit or (loss)[1]		Share in other comprehensive income[1]		Share in total comprehensive income[1]	
		As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
232	Frigel Intelligent Cooling Systems India Private Limited	0*	7	0*	3	0*	0	0*	3	0*	4	0*	(0)	0*	0	0*	(0)
233	Motherson Bergstrom HVAC Solutions Private Limited	0*	109	0*	34	0*	0	0*	34	0*	75	0*	6	0*	0	0*	6
234	Youngshin Motherson Auto Tech Limited	0*	3	0*	(3)	0*	0	0*	(3)	0*	6	0*	(15)	0*	0	0*	(15)
235	Lauak CIM Aerospace Private Limited	0*	12	0*	(4)	0*	0	0*	(4)								
	Foreign:																
236	Eissmann SMP Automotive Interieur Slovensko s.r.o	0*	27	0*	(14)	-	-	0*	(14)	0*	39	(1)	(68)	-	-	0*	(68)
237	Ningbo SMR Huaxiang Automotive Mirrors Co. Ltd.	0*	0	0*	0	0*	(0)	0*	0	1	3,233	6	766	-	-	5	766
238	Chongqing SMR Huaxiang Automotive Products	0*	0	0*	0	-	-	0*	0	0*	626	0*	59	-	-	0*	59
239	Tianjin SMR Huaxiang Automotive Part Co. Limited	0*	0	0*	0	-	-	0*	0	0*	184	0*	18	-	-	0*	18
240	Nanchang JMCG SMR Huaxiang Mirror Co. Ltd	0*	0	0*	0	-	-	0*	0	0*	253	0*	17	-	-	0*	17
	Minority Interest in All Subsidiaries	(8)	(19,254)	(10)	(1,740)	(11)	(705)	(11)	(2,445)	(8)	(17,763)	(26)	(3,077)	(84)	(1,847)	(35)	(4,924)

[1] The aforementioned amounts are before consolidation adjustments and intercompany eliminations.

* is below the rounding off norm adopted by the Company

50. Business combination

A) Acquisition made during the financial year ended March 31, 2023

i) Acquisition of CIM Tools Private Limited

In the month of April 2022, the Group acquired 55% stake in CIM Tools Private Limited (CIM). CIM which in turn holds 83% stake in Aero Treatment Private Limited (ATPL) and 49.99% in Lauak CIM Aerospace (JV with Lauak International, LCA), together known as CIM Group for a total purchase consideration of ₹ 1,609 million.

CIM Tools is engaged in specialised machining and sub-assembly of components for the aerospace industry. ATPL is a vertically integrated unit engaged in surface treatment of machined parts.

Assets and Liabilities recognized as result of acquisition are as follows:

Particulars	Amount in ₹ Million
ASSETS / (LIABILITIES)	
Non-current assets	
Property, plant and equipment	1,413
Right-to-use assets	171
Intangible assets	430
Capital work in progress	38
Investments accounted for using the equity method	18
Financial assets	
Loans	7
Other financial assets	7
Non-current tax assets (net)	6
Current assets	
Inventories	731
Trade receivables	432
Cash and cash equivalents	123
Financial assets	
Loans	1
Other receivables	38
Non current liabilities	
Financial Liabilities	
Borrowings	(341)
Employee benefit obligations	(27)
Deferred tax liabilities (net)	(175)
Current liabilities	
Financial Liabilities	
Borrowings	(773)
Trade payables	(154)
Other financial liabilities	(21)
Employee benefit obligations	(2)
Current tax liabilities (net)	(1)
Other current liabilities	(5)
Net identifiable assets acquired	**1,916**
Attributable to non controlling interest	1,400
Total identifiable assets attributable to the group	**516**

Calculation of goodwill / (gain on bargain purchase)	Amount in ₹ Million
Purchase consideration	1,609
Net identifiable assets acquired	516
Goodwill	**1,093**

The share sale and purchase agreement provides for a put as well as call option for remaining shares of the CIM Tools entities which can be exercised by either parties after a period of 5 years from the date of closing of the transaction for a price to be determined based on fair value at that time. Due to the existence of options, remaining share holding of non-controlling interest has been disclosed under non current financial liability based on expected fair value at the end of 5 years amounting to ₹ 1,409 million as on March 31, 2023.

ii) Acquisition of Fritzmeier Motherson Cabin Engineering Pvt. Ltd.

On March 20, 2023, The Group has purchase remaining 50% share of Fritzmeier Motherson Cabin Engineering Pvt. Ltd. (FMCEL) from F Holdings GmbH, Austria for total purchase consideration of 1,107 million

Previously the Group held 50% shares in FMCEL and was consolidated as per equity method till the date of acquisition of remaining share holding.

Assets and Liabilities recognized as result of acquisition are as follows:

Particulars	Amount in ₹ Million
ASSETS / (LIABILITIES)	
Non-current assets	
Property, plant and equipment	762
Right-to-use assets	5
Intangible assets	158
Other non current financial assets	10
Other non current assets	8
Non-current tax assets (net)	2
Current assets	
Inventories	334
Trade receivables	238

Particulars	Amount in ₹ Million
Cash and cash equivalents	1
Financial assets	
Loans	10
Non current liabilities	
Financial Liabilities	
Borrowings	(46)
Lease liabilities	(4)
Employee benefit obligations	(4)
Deferred tax liabilities (net)	(106)
Current liabilities	
Financial Liabilities	
Borrowings	(151)
Lease liabilities	(1)
Trade payables	(131)
Other financial liabilities	(5)
Provisions	-
Employee benefit obligations	(1)
Other current liabilities	(58)
Net identifiable assets acquired	**1,021**

Calculation of goodwill / (gain on bargain purchase)	Amount in ₹ Million
Purchase consideration	1,107
Carrying value of investment accounted as per equity method as on date of acquisition	1,241
Net identifiable assets acquired	1,021
Goodwill	**1,328**

B) Acquisition made during the financial year ended March 31, 2022

i) Acquisition of Plast Met group

On January 18, 2021 the Group through its subsidiary SMR Automotive Mirrors Stuttgart GmbH signed share purchase agreement for acquisition of 75% stake in Plast Met Plastik Metal San. İmalatveTic.A.Ş.(PM-Bursa) and Plast Met Kalıp San.veTic.A.Ş.(PM-Istanbul) together known as Plast Met group (Turkey) and the transaction was completed on April 29, 2021.

Plast Met is an automotive supplier in Turkey for injection moulded parts and sub-assemblies, and also owns a commercial tool room engaged in manufacture and supply of high-end injection moulding tools to customers worldwide.

The group is based out of Turkey and is an important supplier of plastic moulded parts, related subassemblies, and injection moulding tools. Plast Met has two facilities located at Istanbul and Bursa in Turkey.

Assets and Liabilities recognized as result of acquisition are as follows:

Particulars	Amount in ₹ Million
ASSETS / (LIABILITIES)	
Property, plant and equipment	183
Right-to-use assets	469
Intangible assets	681
Inventories	500
Trade receivables	321
Cash and cash equivalents	520
Other receivables	38
Lease liabilities	(465)
Trade payables	(206)
Other liabilities	(307)
Deferred tax liabilities	(159)
Net identifiable assets acquired	**1,575**
Attributable to non controlling interest	394
Total identifiable assets attributable to the group	**1,181**

Calculation of goodwill / (gain on bargain purchase)	Amount in ₹ Million
Purchase consideration	1,724
Net identifiable assets acquired	1,181
Goodwill	**543**

The share sale and purchase agreement provides for a put as well as call option for remaining 25% shares of the Plast Met entities which can be exercised by either parties after a period of 5 years from the date of closing of the transaction for a price to be determined based on fair value at that time. Due to the existence of options, the 25% interest is excluded from non-controlling interest and a financial redemption liability has been recognised based on expected fair value at the end of 5 years. The carrying value of such liability amounts to ₹ 708 million (March 31, 2022 - ₹ 584 million) and has been disclosed under Non current financial liability.

ii) Acquisition by Fortitude Industries Inc.

Fortitude Industries Inc., a subsidiary of the group, has successfully completed the acquisition of assets and activities of Electrical Wiring Interconnection Systems (EWIS) performed at Bombardier Transportation's manufacturing site in Huehuetoca, Mexico (BT Ensambles México) on April 30, 2021. Fortitude is part of the Rolling Stock Division which designs and manufactures electrical cabinets, power packs and electrical distribution systems for leading rolling stock manufacturers.

Assets and Liabilities recognized as result of acquisition are as follows:

Particulars	Amount in ₹ Million
ASSETS / (LIABILITIES)	
Property, plant and equipment	159
Inventories	369
Trade payables	(17)
Net identifiable assets acquired	**511**

Calculation of goodwill / (gain on bargain purchase)	Amount in ₹ Million
Purchase consideration	556
Net identifiable assets acquired	511
Goodwill	**45**

C) Acquisition announced during the financial year ended March 31, 2023

(i) Acquisition of SAS Autosystemtechnik GmbH

On February 19, 2023, Samvardhana Motherson Automotive Systems Group B.V., a step down subsidiary of the Company entered into an agreement to purchase 100% share holdings in SAS Autosystemtechnik GmbH, Germany. SAS is a leading global provider of cockpit module assembly for the automotive industry. The closing of the transaction is subject to completion of customary conditions precedent.

(ii) Acquisition of Saddles International Automotive and Aviation Interiors Private Limited

On January 27, 2023, The Company entered into an agreement to purchase 51% share holdings in Saddles International Automotive and Aviation Interiors Private Limited (SIAAIPL). SIAAIPL is engaged in manufacturing of premium upholstery for passenger vehicles applications.

(iii) Acquisition of Ichikoh Industries, Ltd.

On September 26, 2022, TSMR Automotive Mirrors UK Limited, United Kingdom ("SMR UK"), a 100% step down subsidiary of the group, entered into a Share Purchase Agreement ("Agreement") with Ichikoh Industries, Ltd., Japan ("Ichikoh") for the acquisition of 100% equity share capital held by Ichikoh in Misato Industries Co. Ltd., Japan and Ichikoh (Wuxi) Automotive Parts Co., Ltd., China. The closing of the transaction is subject to completion of customary conditions precedent and it is expected to be completed within second quarter of the current financial year 2023-24

D) Acquisition announced after March 31, 2023

(i) Acquisition of assets of Bolta US Limited, USA

Subsequent to the Balance sheet date, United States Bankruptcy Court, Northern District of Alabama, Western Division vide an order dated April 07, 2023 authorized the sale of substantially all the assets of Bolta US Ltd., USA ("Seller"), free and clear of lien, to SMP Automotive Systems Alabama Inc., USA ("SMP Alabama"), a 100% step down subsidiary of the Group.

Above transaction was completed on April 17, 2023. Bolta US Limited is engaged in the manufacturing and sale of chrome plated exterior and interior polymer components for automotive applications.

(ii) Acquisition of Youngshin Motherson Auto Tech Limited

Subsequent to the Balance sheet date, The Board of Directors of the Company at their meeting held on April 17, 2023 approved to acquire additional 30% stake of Youngshin Motherson Auto Tech Limited ("YMAT") from Youngshin Components Co. Ltd., Korea subject to satisfactory completion of conditions precedent. Post completion of the transaction, the Company will hold 80% of equity share capital of YMAT and accordingly YMAT will become subsidiary of the Company. As on March 31, 2023, The Group held 50% stake in YMAT and is accounted for as per equity method in these consolidated financial statements.

51. The Composite Scheme of Amalgamation and Arrangement

The Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") vide its order dated December 22, 2021 approved the Composite Scheme of Amalgamation and Arrangement ("the Scheme") between the Company, Motherson Sumi Wiring India Limited ("MSWIL"), erstwhile Samvardhana Motherson International Limited (erstwhile SAMIL) and their respective shareholders. The Scheme among other things, included demerger of Domestic Wiring Harness ("DWH") business from the Company into a new company, viz., MSWIL and subsequent merger of erstwhile SAMIL into the Company.

Considering that all necessary and substantive approvals were received, the Company had given effect to the merger and demerger accounting from December 31, 2021 in accordance with the accounting treatment prescribed in the Scheme and relevant accounting principles.

A Demerger of Domestic Wiring Harness (DWH) Business

As per the Scheme, 3,157,934,237 equity shares having face value of ₹ 1/- each, were allotted by MSWIL, in the ratio of 1 equity share of MSWIL of face value ₹ 1/- each for every 1 equity share of the Company of face value ₹ 1/- each, to the shareholders of the Company as on January 19, 2022, being the record date fixed by the Company. The carrying amount of net assets amounting to ₹ 10,721 million, as on December 31, 2021, pertaining to DWH Business transferred to MSWIL was adjusted against retained earnings of the Company. Till the date of transfer, results of DWH Business were reflected as Discontinued Operation and accordingly presented in the consolidated financial statement.

(i) The results of DWH business are presented below:

	From April 01, 2021 to December 31, 2021
Revenue from contract with customers	39,309
Other operating revenue	426
Revenue from operations	**39,735**
Other income	207
Total expenses	35,096
Profit/(loss) before tax for the period	**4,846**
Tax expense/ (credit)	1,204
Profit / (loss) for the period	**3,642**

The income and expenses of continuing operation includes transactions with discontinued operation, which does not have impact on "Profit / (loss) for the year from continuing and discontinued operations" as disclosed in consolidated statement of profit and loss. Revenue from contract with customers on account of transaction between continuing operations and discontinued operations is as follows:

	From April 01, 2021 to December 31, 2021
Amount included in continuing operation	13,315
Amount included in discontinued operation	258

(ii) The major classes of assets and liabilities of DWH business classified as held for distribution as on March 31, 2021, and book value of assets and liabilities transferred as on effective date of scheme are presented below:

	December 31, 2021
ASSETS	
Non-current assets	
Property, plant and equipment	1,697
Right-of-use assets	324
Capital work in progress	4
Financial assets	
i. Loans	31
ii. Other financial assets	89
Deferred tax assets (net)	271
Other non-current assets	87
Non-current tax assets (net)	31
Total non-current assets	**2,536**
Current assets	
Inventories	9,788
Financial assets	
i. Trade receivables*	7,688
ii. Cash and cash equivalents	7
iii. Loans	21
iv. Other financial assets	77
Other current assets	626
Total current assets	**18,206**
Total assets	**20,742**
LIABILITIES	
Non current liabilities	
Financial Liabilities	
i. Borrowings	103
ii. Lease liabilities	292
iii. Other financial liabilities	76
Employee benefit obligations	146
Government grants	199
Total non-current liabilities	**816**
Current liabilities	
Financial Liabilities	
i. Borrowings	47
ii. Lease liabilities	78
iii. Trade payables	7,309
iv. Other financial liabilities	754
Provisions	12
Employee benefit obligations	481
Government grants	30
Other current liabilities	493
Total current liabilities	**9,204**
Total liabilities	**10,020**
Net Assets directly associated with DWH business	**10,722**
*March 31, 2021 balance includes below balances with related parties	
Trade receivables from related parties	56
Trade payable to related parties	1,614

Assets and liabilities are disclosed after netting off of below mentioned amount of receivable and payable between continuing operation and discontinued operation in consolidated balance sheet.

	March 31, 2021
Amount receivable from discontinued operation	2,441
Amount payable to discontinued operation	104

(iii) Net cash flows attributable to the DWH business are as follows:

	From April 01, 2021 to December 31, 2021
Net cash generated from / (used in) operating activities	916
Net cash used in investing activities	(452)
Net cash generated from financing activities	(840)
Net increase in cash and cash equivalents	**(376)**

B Amalgamation of erstwihile Samvardhana Motherson International Limited

In accordance with the Scheme, 1,359,680,007 net equity shares having face value of ₹ 1/- each were allotted by the Company in the ratio of 51 equity shares of the Company of face value ₹ 1/- each for every 10 equity shares of erstwhile SAMIL of face value ₹ 10/- each to the shareholders of erstwhile SAMIL as on January 28, 2022, being the record date fixed in terms of the Scheme. This translated into a net consideration for the transaction at ₹ 241,827 million, Goodwill of ₹ 8,572 million in case of subsidiaries, being excess of net consideration over fair value of identifiable assets and liabilities of subsidiary entities assumed through merger with erstwhile SAMIL and adjustment through debit to capital reserve of ₹ 159,300 million represented by the difference in fair value of the 49% stake acquired in SMRP BV (existing subsidiary of the Company) & Non-controlling interests amount already recorded in consolidated financial statement as on December 31, 2021. The fair values used for the accounting have been determined based on a purchase price allocation in accordance with IND AS 103 – "Business Combination".

(i) Assets and Liabilities recognized as result of above scheme are as follows:

Particulars	Amount in ₹ Million
ASSETS	
Non-current assets	
Property, plant and equipment	6,471
Right-of-use assets	2,644
Capital work in progress	545
Investment properties	208
Other Intangible assets	566
Intangible assets under development	53
Investment accounted as per equity methodsa	55,930
Financial assets	
i. Investments	725
ii. Other financial assets	264
Deferred tax assets (net)	23
Other non-current assets	267
Non-current tax assets (net)	366
Total non-current assets	**68,062**
Current assets	
Inventories	1,845
Financial assets	
i. Investments	129
ii. Trade receivables	2,330
iii. Cash and cash equivalents	695
iv. Bank balances other than (iii) above	922
v. Loans	407
vi. Other financial assets	887
Other current assets	542
Total current assets	**7,757**
Total assets	**75,819**
LIABILITIES	
Non current liabilities	
Financial Liabilities	
i. Borrowings	3,932
ii. Lease liabilities	676
iii. Other financial liabilities	4
Employee benefit obligations	582
Deferred tax liabilities (net)	360
Government grants	10
Other non-current liabilities	70
Total non-current liabilities	**5,634**
Current liabilities	
Financial Liabilities	
i. Borrowings	12,513
ii. Lease liabilities	263
iii. Trade payables	1,955
iv. Other financial liabilities	788
Provisions	29
Employee benefit obligations	138
Current tax liabilities (net)	63
Other current liabilities	1,254
Total current liabilities	**17,003**
Total liabilities	**22,637**
Net identifiable assets acquired	**53,182**
Attributable to non controlling interest	(4,851)
Total identifiable assets attributable to the group	**48,331**

(ii) Calculation of goodwill / (gain on bargain purchase)

	Amount in ₹ Million
Purchase consideration	
Issue of equity share capital to share holders of erstwhile SAMIL	1,360
Security premium recognised	240,467
Total purchase consideration	**241,827**
Less:Fair value attributable to SMRP BV 49% stake (refer iii below)	188,734
Add: Investment already recorded in the book of the Company (refer iv below)	198
Purchase consideration to acquire stake in subsidairy and JV entities	**53,291**
Net identifiable assets acquired	48,331
Net impact (Refer note b below)	**4,960**

a Investment accounted as per equity methods includes effect of group share of fair valuation of Property, plant and equipments amounting ₹ 947 Million, customer relationship amounting to ₹ 9,493 million and Goodwill amouting to ₹ 38,661 million.

b Net impact comprises of Goodwill amounting to ₹ 8,572 million recognised pursuant to purchase price allocation recognised in the consolidated financial statement while consolidating subsidiaries of erstwile SAMIL and Gain on bargain purchase amounting to ₹ 3,612 million recognised through standalone financial statements.

iii. Acquiring of stake of non controlling interest:

The Group had recognised non controlling interest in consolidated financial statement as on effective date of the scheme for shares held by erstwhile SAMIL in subsidiary companies of the Group. Calculation of reserve recognised on acquisition of stake of non controlling interest is given below:

Particulars	Amount in ₹ Million
Carrying value of non controlling interest as on effective date of the scheme	29,435
Fair value attributable to non controlling interest (mainly 49% stake in SMRP BV business)	188,735
Reserve on acquisition of non controlling interest	(159,300)

iv. Step up acquisition:

The Group had stakes in two subsidiaries of erstwhile SAMIL as on effective date of scheme, namely SAKS Ancillaries Limited and Motherson Sumi Infotech & Designs Limited. Before the merger, investment in SAKS Ancillaries Limited was accounted as per equity methods and investment in Motherson Sumi Infotech & Designs Limited (renamed as Motherson Technology Services Limited) was recognised at fair value through other comprehensive income. In accordance with applicable accounting principle, previously held equity interest were fair valued as on the effective date of the scheme and the entities have been consolidated thereafter.

v. During the previous year, the Group has incurred expenses amounting to ₹ 481 million (March 31, 2022: ₹ 481 million) (net of amount to be recovered / allocated) in connection with the implementation of the scheme of arrangement, which have been disclosed as exceptional expenses in statement of profit and loss.

Considering the impact of Composite Scheme accounting, the financial statement for the current year are not fully comparable with previous year.

52. Other informations

A Other Statutory Information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group does not have any transactions with companies struck off.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The Group is not declared as wilful defaulter by any bank or financial institutions.

B In case of one of the subsidiary company, back-up of the books of account and other books and papers are not maintained in electronic mode on servers physically located in India. The Company maintains daily backup in a server physically located in India with effect from April 01, 2023

53. Offsetting Financial Assets and Financial Liabilities:

The following table present the Group's financial assets and liabilities that are subject to offsetting, enforceable master netting arrangements and similar agreements:

Trade Receivable	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the Balance sheet	Net amounts of financial assets presented in the balance sheet
As on March 31, 2023	103,382	5,003	98,379
As on March 31, 2022	85,100	4,853	80,247

Unbilled Revenue	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the Balance sheet	Net amounts of financial assets presented in the balance sheet
As on March 31, 2023	40,739	5,919	34,820
As on March 31, 2022	29,833	1,913	27,920

54. Exceptional (income) / expenses

With protracted geopolitical conflict in Russia and related sanctions, OEMs have limited, halted or fully exited business activities. While the Group continues to explore alternate business opportunities going forward, impairment provision amounting ₹ 431 million and other costs related to production suspension amounting to ₹ 564 million has been recorded during the financial 2022-23 and disclosed as exceptional expenses in this consolidated financial statement. Further, Deferred Tax Assets (DTA) amounting to ₹ 121 million booked in earlier years, has been derecognised during the financial year (refer note 32)

55. Amounts appearing as zero "0" in financial are below the rounding off norm adopted by the Group.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date : May 26, 2023

For and on behalf of the Board

V.C. SEHGAL
Chairman

Place: Noida
Date : May 26, 2023

PANKAJ MITAL
Whole-time Director/
Chief Operating Officer

Place: Noida
Date : May 26, 2023

KUNAL MALANI
Chief Financial Officer

Place: Noida
Date : May 26, 2023

ALOK GOEL
Company Secretary

Place: Noida
Date : May 26, 2023

Form AOC-I

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013 read with rule 5 of Companies (Accounts) Rule, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

Part A: Subsidiaries

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
1	MSSL Mideast (FZE)	March 31, 2023		EUR	89.06	8,391	13,082	30,276	8,803	5,091	4,932	592	-	592	1,514	100%	UAE
2	Motherson Electrical Wires Lanka Private Limited	March 31, 2023		USD	82.17	12	1,199	1,268	57	-	1,993	524	83	441	-	100%	Sri Lanka
3	MSSL (GB) Limited	March 31, 2023		GBP	101.33	23,012	16,611	53,116	13,494	32,596	5,483	1,084	85	999	-	100%	UK
4	MSSL Japan Limited	March 31, 2023		JPY	0.62	11	305	1,424	1,108	6	3,753	424	112	312	-	100%	Japan
5	MSSL WH System (Thailand) Co., Ltd	March 31, 2023		THB	2.41	361	1,132	2,009	516	-	3,231	561	58	502	-	100%	Thailand
6	MSSL Korea WH Limited	March 31, 2023		KRW	0.06	13	-42	49	79	-	78	-13	-	-13	-	100%	Korea
7	MSSL Mexico S.A. De C.V.	December 31, 2022		MXP	4.56	521	387	1,314	407	-	2,505	114	26	87	184	100%	Mexico
8	MSSL Wiring System Inc	March 31, 2023		USD	82.17	2,802	5,941	13,502	4,759	-	27,756	2,233	438	1,795	411	100%	USA
9	Alphabet de Mexico, S.A. de C.V.	December 31, 2022	August 1, 2014	MXP	4.56	8	116	765	641	-	3,507	205	88	116	143	100%	Mexico
10	Alphabet de Mexico de Monclova, S.A. de C.V.	December 31, 2022	August 1, 2014	MXP	4.56	0	74	404	330	-	2,097	127	53	74	90	100%	Mexico
11	Alphabet de Saltillo, S.A. de C.V.	December 31, 2022	August 1, 2014	MXP	4.56	0	100	868	767	-	3,168	185	85	100	42	100%	Mexico
12	MSSL Wirings Juarez, S.A. de C.V.	December 31, 2022		MXP	4.56	0	5	16	11	-	121	6	4	2	5	100%	Mexico
13	MSSL Tooling (FZE)	March 31, 2023		EUR	89.06	3	3,306	4,419	1,109	-	2,037	337	-	337	-	100%	UAE
14	MSSL Global RSA Module Engineering Limited	March 31, 2023	November 1, 2009	ZAR	4.62	277	3,689	9,648	5,682	-	8,992	1,068	158	911	-	100%	South Africa
15	Vacuform 2000 (Proprietary) Limited	March 31, 2023	July 1, 2011	ZAR	4.62	5	-36	684	715	-	765	-37	6	-43	-	51%	South Africa
16	MSSL Australia Pty Limited	March 31, 2023		AUD	54.93	192	128	364	44	0	-	11	4	7	-	80%	Australia
17	Motherson Elastomers Pty Limited	March 31, 2023		AUD	54.93	0	651	1,296	645	-	3,182	212	66	146	-	100%	Australia
18	Motherson Investments Pty Limited	March 31, 2023		AUD	54.93	0	58	210	152	-	-	37	9	28	-	100%	Australia

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
19	MSSL Ireland Private Limited	March 31, 2023	March 25, 2002	EUR	89.06	4	28	41	9	-	-	-3	0	-4	-	100%	Ireland
20	MSSL Mauritius Holdings Limited	March 31, 2023		EUR	89.06	12,274	4,301	39,482	22,908	2,245	-	339	18	321	-	100%	Mauritius
21	MSSL (S) Pte Limited	March 31, 2023		SGD	61.75	1,269	264	1,534	1	1,074	-	158	-	158	-	100%	Singapore
22	Motherson Wiring System (FZE)	March 31, 2023		EUR	89.06	3	-101	141	239	-	-	8	-	8	-	100%	UAE
23	Samvardhana Motherson Global Holdings Ltd.	March 31, 2023		EUR	89.06	179	79,151	1,03,116	23,786	80,059	-	10	5	5	-	100%	Cyprus
24	Samvardhana Motherson Polymers Limited	March 31, 2023		INR	1.00	38	491	529	0	528	-	-0	-	-0	-	100%	India
25	Motherson Innovations Tech Limited	March 31, 2023		INR	1.00	1	19	77	58	-	150	15	4	11	-	100%	India
26	MSSL Consolidated Inc.	March 31, 2023		USD	82.17	2,884	-1,151	2,951	1,219	2,925	411	341	-	341	411	100%	USA
27	MSSL Estonia WH OÜ	March 31, 2023		EUR	89.06	0	34,804	50,875	16,070	50,852	-	-249	-	-249	-	100%	Estonia
28	Global Environment Management (FZC)	March 31, 2023		USD	82.17	353	-341	90	79	-	103	22	-	22	-	100%	UAE
29	MSSL GmbH	December 31, 2022		EUR	89.06	22	1,056	3,825	2,747	435	3,312	2	4	-2	-	100%	Germany
30	MSSL Advanced Polymers s.r.o.	December 31, 2022	December 01, 2006	CZK	3.80	8	331	2,053	1,714	-	1,781	-213	1	-214	-	100%	Czech Republic
31	Motherson Air Travel Agency GmbH (formerly known as Motherson Techno Precision GmbH)	December 31, 2022		EUR	89.06	89	-110	58	79	-	47	-10	-1	-9	-	100%	Germany
32	MSSL s.r.l. Unipersonale	December 31, 2022		EUR	89.06	1	22	14	-9	-	32	2	1	2	-	100%	Italy
33	Motherson Air Travel Pvt Ltd	March 31, 2023		EUR	89.06	-	-1,278	1,170	2,448	-	93	-586	-	-586	-	100%	Ireland
34	Motherson Techno Precision México, S.A. de C.V	December 31, 2022		MXP	4.56	0	301	1,052	751	-	1,408	315	95	220	-	100%	Mexico
35	Samvardhana Motherson Automotive Systems Group B.V.	March 31, 2023		EUR	89.06	6	1,08,245	1,91,434	83,183	1,18,510	72	3,546	322	3,224	-	100%	Netherlands
36	Samvardhana Motherson Peguform GmbH	March 31, 2023		EUR	89.06	2	-2	28,295	28,295	14,729	-	-2,358	-181	-2,177	-	100%	Germany
37	Samvardhana Motherson Innovative Autosystems Holding Company BV	March 31, 2023		EUR	89.06	9	1	11	1	-	-	1	0	1	-	100%	Netherlands
38	SMP Automotive Interiors (Beijing) Co. Ltd.	December 31, 2022		CNY	11.96	509	1,044	3,774	2,221	-	9,052	835	224	611	598	100%	China

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
39	SMP Automotive Exterior GmbH	March 31, 2023		EUR	89.06	2	1,487	8,918	7,429	2	20,231	1,824	-	1,824	1,824	100%	Germany
40	Samvardhana Motherson Innovative Autosystems B.V. & Co. KG	March 31, 2023		EUR	89.06	492	-	8,791	8,299	-	13,069	-3,212	-5	-3,207	-	100%	Germany
41	SM Real Estate GmbH	March 31, 2023		EUR	89.06	2	344	781	435	-	162	71	11	60	-	100%	Germany
42	Samvardhana Motherson Innovative Autosystems de México, S.A. de C.V.	December 31, 2022	January 30, 2015	MXP	4.56	1,138	-221	2,182	1,265	-	1,691	-32	-13	-19	-	100%	Mexico
43	SMP Deutschland GmbH	March 31, 2023	November 23, 2011	EUR	89.06	2	6,603	70,314	63,708	975	1,08,955	-3,631	28	-3,659	-3,659	100%	Germany
44	SMP Automotive Solutions Slovakia s.r.o.	March 31, 2023	November 23, 2011	EUR	89.06	0	-1,166	202	1,368	-	72	-115	-	-115	-	100%	Slovakia
45	SMP Logistik Service GmbH	March 31, 2023	November 23, 2011	EUR	89.06	2	50	205	153	-	725	1	0	0	-	100%	Germany
46	Changchun Peguform Automotive Plastics Technology Co., Ltd.	December 31, 2022	November 23, 2011	CNY	11.96	993	9,695	19,920	9,232	2,154	19,646	2,392	290	2,102	1,795	50% +1share	China
47	Foshan Peguform Automotive Plastics Technology Co. Ltd.	December 31, 2022		CNY	11.96	718	973	5,262	3,572	-	5,638	270	-34	303	-	100%	China
48	SMP Automotive Technology Iberica S.L.	March 31, 2023	November 23, 2011	EUR	89.06	1,800	10,323	28,432	16,309	6,335	21,039	2,383	319	2,064	2,048	100%	Spain
49	SMP Automotive Technologies Teruel Sociedad Limitada	March 31, 2023	November 23, 2011	EUR	89.06	45	256	515	214	-	1,107	7	2	5	9	100%	Spain
50	Samvardhana Motherson Peguform Barcelona S.L.U	March 31, 2023	November 23, 2011	EUR	89.06	23	821	8,660	7,817	-	2,205	421	106	315	312	100%	Spain
51	SMP Automotive Produtos Automotivos do Brasil Ltda.	March 31, 2023	November 23, 2011	BRL	16.23	8,234	-10,918	2,475	5,158	-	7,429	-126	37	-163	-	100%-1share	Brazil
52	SMP Automotive Systems Mexico S.A. de C.V.	December 31, 2022	November 23, 2011	USD	82.17	5,219	1,158	17,358	10,981	-	19,535	231	192	39	-	100%-1share	Mexico
53	Samvardhana Motherson Peguform Automotive Technology Portugal S.A.	March 31, 2023	November 23, 2011	EUR	89.06	9	1,553	4,839	3,277	-	9,501	2,069	548	1,521	1,514	100%	Portugal
54	SMP Automotive Systems Alabama Inc.	March 31, 2023		USD	82.17	-	13,641	28,463	14,823	-	44,627	688	207	481	-	100%	USA
55	Celulosa Fabril (Cefa) S.A.	December 31, 2022	November 23, 2011	EUR	89.06	6	2,665	5,304	2,633	178	4,368	378	54	323	534	50%	Spain
56	Modulos Ribera Alta S.L.Unipersonal	December 31, 2022		EUR	89.06	178	4,663	5,964	1,122	-	7,319	926	254	673	-	100%	Spain

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (All amounts in ₹ Million, unless otherwise stated)

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
57	Motherson Innovations Lights GmbH & Co KG	March 31, 2023	January 02, 2017	EUR	89.06	2	-33	54	85	2	152	12	0	12	-	100%	Germany
58	Motherson Innovations Lights Verwaltungs GmbH	March 31, 2023	January 02, 2017	EUR	89.06	2	0	3	0	-	-	0	-0	0	-	100%	Germany
59	Tianjin SMP Automotive Component Company Limited	December 31, 2022		CNY	11.96	359	-44	2,665	2,350	-	2,929	117	5	112	-	100%	China
60	SMP Automotive Interior Modules d.o.o. Ćuprija	March 31, 2023		RSD	0.76	1,341	-1,341	3,929	3,929	-	778	-1,051	-	-1,051	-	100%	Serbia
61	Shenyang SMP Automotive Trim Co., Ltd	December 31, 2022		CNY	11.96	598	-536	2,828	2,766	-	692	-271	-	-271	-	100%	China
62	Samvardhana Motherson Reflectec Group Holdings Limited	March 31, 2023		EUR	89.06	2,712	16,825	20,264	727	8,370	-	384	-	384	-	100%	Jersey
63	SMR Automotive Technology Holding Cyprus Limited	March 31, 2023	March 06, 2009	EUR	89.06	178	3,487	5,569	1,904	5,566	-	200	-	200	-	100%	Cyprus
64	SMR Automotive Brasil Ltda.	December 31, 2022		BRL	16.23	1,339	-539	1,734	933	-	2,324	24	15	9	-	100%	Brasil
65	SMR Automotive Mirror Technology Holding Hungary KFT	March 31, 2023	March 06, 2009	EUR	89.06	3	1,871	1,875	2	1,569	1	-85	-	-85	303	100%	Hungary
66	SMR Holding Australia Pty Limited	March 31, 2023	March 06, 2009	AUD	54.93	1,864	-86	1,817	38	1,778	-	-36	-	-36	-	100%	Australia
67	SMR Automotive Australia Pty Limited	March 31, 2023	March 06, 2009	AUD	54.93	620	1,174	3,872	2,078	69	5,371	367	126	241	-	100%	Australia
68	SMR Automotive Mirror Technology Hungary BT	March 31, 2023	March 06, 2009	EUR	89.06	91	4,850	28,933	23,992	1	55,587	1,254	3	1,251	-	100%	Hungary
69	SMR Automotive Systems France S.A.	March 31, 2023	March 06, 2009	EUR	89.06	70	-32	1,531	1,492	-	4,170	-54	-36	-18	-	100%	France
70	SMR Automotive Systems India Limited	March 31, 2023	March 06, 2009	INR	1.00	137	3,278	5,593	2,178	-	7,838	486	126	360	-	100%	India
71	SMR Automotive System (Thailand) Limited	March 31, 2023		THB	2.41	1,136	-248	1,444	555	-	1,797	171	-	171	-	100%	Thailand
72	SMR Automotive Mirror Parts and Holdings UK Ltd	March 31, 2023	March 06, 2009	EUR	89.06	0	12,586	17,349	4,763	5,292	-	1,405	-	1,405	696	100%	UK
73	SMR Patents S.à.r.l.	March 31, 2023	March 06, 2009	EUR	89.06	1	5	73	67	-	288	14	8	6	-	100%	Luxembourg
74	SMR Automotive Technology Valencia S.A.U.	March 31, 2023	March 06, 2009	EUR	89.06	222	-12	214	4	5	-	-8	-	-8	-	100%	Spain

(All amounts in ₹ Million, unless otherwise stated)

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
75	SMR Automotive Mirrors UK Limited	March 31, 2023	March 06, 2009	EUR	89.06	-	1,180	5,029	3,849	-	11,882	563	68	495	623	100%	UK
76	SMR Automotive Mirror Systems Holding Deutschland GmbH	March 31, 2023	March 06, 2009	EUR	89.06	2	7,023	7,599	574	999	2,383	2,789	190	2,598	-	100%	Germany
77	SMR Hyosang Automotive Ltd.	March 31, 2023	March 06, 2009	KRW	0.06	28	2,329	3,584	1,227	-	4,088	97	7	90	-	100%	Korea
78	SMR Automotive Modules Korea Ltd.	March 31, 2023	March 06, 2009	KRW	0.06	253	4,651	8,714	3,810	2,383	20,765	-16	19	-35	-	100%	Korea
79	SMR Automotive Beteiligungen Deutschland GmbH	March 31, 2023	March 06, 2009	EUR	89.06	2	64	137	70	-	6	62	33	29	29	100%	Germany
80	SMR Automotive Systems Spain S.A.U.	March 31, 2023	March 06, 2009	EUR	89.06	104	2,761	6,623	3,759	196	9,438	1,240	264	976	194	100%	Spain
81	SMR Automotive Vision Systems Mexico S.A. de C.V.	December 31, 2022	March 06, 2009	MXP	4.56	461	1,790	5,615	3,364	-	10,751	1,103	147	957	1,024	100%	Mexico
82	SMR Automotive Mirrors Stuttgart GmbH	March 31, 2023	March 06, 2009	EUR	89.06	2	-	12,422	12,420	1,977	5,016	618	56	561	561	100%	Germany
83	SMR Grundbesitz GmbH & Co. KG	March 31, 2023	March 06, 2009	EUR	89.06	5	473	478	0	-	218	159	3	156	-	93.07%	Germany
84	SMR Mirror UK Limited	March 31, 2023		EUR	89.06	3,656	186	15,369	11,528	12,711	-	3,198	2	3,197	1,839	100%	UK
85	SMR Automotive Systems USA Inc.	March 31, 2023	March 06, 2009	USD	82.17	6	5,119	9,850	4,724	-	37,850	3,518	889	2,630	4,094	100%	USA
86	SMR Automotive Mirror International USA Inc.	March 31, 2023	March 06, 2009	USD	82.17	6,227	10,605	17,541	709	17,363	-	44	8	36	-	100%	USA
87	SMR Automotive Vision System Operations USA INC	March 31, 2023		USD	82.17	4,645	12,244	51,222	34,333	35,934	-	1,013	-256	1,270	-	100%	USA
88	SMR Automotive Beijing Company Limited	December 31, 2022	March 06, 2009	CNY	11.96	40	438	479	0	-	16	14	0	13	-	100%	China
89	SMR Automotive Yancheng Co. Limited	December 31, 2022	March 06, 2009	CNY	11.96	528	622	2,989	1,839	-	4,298	-27	-2	-25	-	100%	China
90	SMR Automotive Holding Hong Kong Limited	March 31, 2023	March 06, 2009	EUR	89.06	205	302	509	2	508	-	-2	-	-2	-	100%	Hong Kong
91	SMR Automotive Operations Japan K.K.	March 31, 2023		JPY	0.62	15	-52	155	191	-	148	7	0	6	-	100%	Japan
92	SMR Automotive (Langfang) Co. Ltd	December 31, 2022		CNY	11.96	1,314	-1,199	3,689	3,573	-	6,739	-297	-	-297	-	100%	China

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ Million, unless otherwise stated)

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
93	SMR Automotives Systems Macedonia Dooel Skopje	December 31, 2022		MKD	1.45	0	-16	1	17	-	-	0	-	0	-	100%	Macedonia
94	Samvardhana Motherson Global (FZE)	March 31, 2023		USD	82.17	3	69	166	94	-	408	13	-	13	-	100%	UAE
95	Motherson Innovations Company Limited	March 31, 2023		EUR	89.06	6,735	-5,525	1,312	103	1,185	-	-495	-	-495	-	100%	UK
96	Motherson Innovations Deutschland GMBH	March 31, 2023		EUR	89.06	2	59	102	41	-	195	8	7	2	-	100%	Germany
97	SMR Automotive Industries RUS Limited Liability Company	December 31, 2022		RUB	1.05	29	-16	14	1	-	3	-12	-2	-10	-	100%	Russia
98	Samvardhana Motherson Corp Management Shanghai Co Ltd.	December 31, 2022		CNY	11.96	187	12	232	33	-	292	72	2	71	-	100%	China
99	Re-Time PTY Ltd	March 31, 2023		AUD	54.93	128	-56	77	5	-	16	-3	-	-3	-	71.4%	Australia
100	Motherson Business Service Hungary Kft.	March 31, 2023		EUR	89.06	1	-1	0	0	-	-	-0	-	-0	-	100%	Hungary
101	PKC Group Oy	March 31, 2023	March 27, 2017	EUR	89.06	554	10,967	32,282	20,761	5,240	-	1,205	13	1,191	-	100%	Finland
102	PKC Wiring Systems Oy	March 31, 2023	March 27, 2017	EUR	89.06	19	5,490	30,799	25,291	5,663	-	890	182	709	709	100%	Finland
103	Wisetime Oy	March 31, 2023	March 06, 2020	EUR	89.06	1	105	158	52	-	-	133	27	106	105	100%	Finland
104	Motherson PKC Harness Systems FZ-LLC	March 31, 2023		EUR	89.06	3	-352	895	1,244	-	557	-108	-	-108	-	100%	UAE
105	PKC Group Poland Sp. z o.o.	March 31, 2023	March 27, 2017	PLN	19.06	391	-725	9,028	9,363	-	23,340	-250	102	-352	-	100%	Poland
106	PKC SEGU Systemelektrik GmbH	December 31, 2022	March 27, 2017	EUR	89.06	2	-260	1,253	1,511	-	2,154	-64	161	-225	-	100%	Germany
107	PKC Wiring Systems Llc	December 31, 2022	March 27, 2017	RSD	0.76	1,912	-4,141	5,103	7,332	-	6,565	-608	-1	-607	-	100%	Serbia
108	PKC Eesti AS	March 31, 2023	March 27, 2017	EUR	89.06	91	15,610	19,896	4,196	6,139	16,298	226	-4	231	-	100%	Estonia
109	TKV-sarjat Oy	March 31, 2023	March 27, 2017	EUR	89.06	1	5	23	18	0	-	1	-	1	-	100%	Finland
110	OOO AEK	December 31, 2022	March 27, 2017	RUB	1.05	74	3	500	423	-	821	-412	-71	-341	-	100%	Russia

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111	PKC Group Lithuania UAB	March 31, 2023	March 27, 2017	EUR	89.06	13	926	1,586	647	-	3,814	121	19	102	-	100%	Lithuania
112	PK Cables do Brasil Ltda	March 31, 2023	March 27, 2017	BRL	16.23	5,281	-3,956	6,311	4,986	-	12,428	1,507	435	1,071	-	100%	Brazil
113	PKC Group Canada Inc.	March 31, 2023	March 27, 2017	CAD	60.80	859	-525	334	-0	-	3	2	0	1	-	100%	Canada
114	PKC Group Mexico S.A. de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	0	182	183	-0	-	-	-	-	-	-	100%	Mexico
115	Project del Holding S.a.r.l.	December 31, 2022	March 27, 2017	EUR	89.06	679	768	1,450	3	620	-	-1	0	-1	-	100%	Luxembourg
116	AEES Manufactuera, S. De R.L de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	76	1,243	2,585	1,265	-	3,933	231	48	183	-	100%	Mexico
117	Arneses de Ciudad Juarez, S. de R.L de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	0	141	261	120	-	557	67	19	48	-	100%	Mexico
118	Arneses y Accesorios de México, S. de R.L de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	0	640	3,437	2,797	-	8,766	191	59	132	-	100%	Mexico
119	Cableodos del Norte II, S. de R.L de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	0	677	1,259	582	-	3,518	227	62	165	-	100%	Mexico
120	Asesoria Mexicana Empresarial, S. de R.L de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	9	230	425	186	-	787	20	9	11	-	100%	Mexico
121	Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	2	2	10	6	-	-	-	-	-	-	100%	Mexico
122	PKC Group de Piedras Negras, S. de R.L. de C.V.	December 31, 2022	March 27, 2017	MXP	4.56	0	177	394	218	-	899	35	11	24	-	100%	Mexico
123	PKC Group AEES Commercial S. de R.L de C.V	December 31, 2022	March 27, 2017	MXP	4.56	0	70	110	40	-	238	8	1	6	-	100%	Mexico
124	PKC Group USA Inc.	December 31, 2022	March 27, 2017	USD	82.17	1,111	-5,731	3,777	8,398	4,897	-	-639	-156	-483	-	100%	USA
125	AEES Inc.	December 31, 2022	March 27, 2017	USD	82.17	0	6,097	18,583	12,486	783	51,943	2,913	607	2,306	-	100%	USA
126	AEES Power Systems Limited partnership	December 31, 2022	March 27, 2017	USD	82.17	-	2,178	2,425	247	-	1,123	258	62	196	-	100%	USA
127	Fortitude Industries Inc.	December 31, 2022	April 01, 2017	USD	82.17	1	768	3,624	2,855	-	2,747	-111	-21	-90	-	100%	USA
128	PKC Vechicle Technology (Hefei) Co, Ltd.	December 31, 2022	March 27, 2017	CNY	11.96	1,196	23	2,334	1,114	72	5,291	-84	-15	-69	-	50%	China

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129	PKC Vehicle Technology (Suzhou) Co., Ltd.	December 31, 2022	March 27, 2017	CNY	11.96	1,037	-894	383	241	-	476	13	7	6	-	100%	China
130	Jiangsu Huakai-PKC Wire Harness Co., Ltd.	December 31, 2022	March 27, 2017	CNY	11.96	2,213	2,087	7,537	3,237	1,256	6,027	-417	-9	-408	227	50%	China
131	Shangdong Huakai-PKC Wire Harness Co., Ltd.	December 31, 2022		CNY	11.96	1,196	585	2,819	1,038	-	2,431	94	6	88	-	100%	China
132	PKC Vehicle Technology (Fuyang) Co., Ltd.	December 31, 2022		CNY	11.96	72	-69	565	563	-	695	-34	-	-34	-	100%	China
133	PKC Group APAC Limited	December 31, 2022	March 27, 2017	HKD	10.47	5	-3,783	3,104	6,882	2,331	-	-322	22	-345	-	100%	Hong Kong
134	Kabel-Technik-Polska Sp. z o.o.	March 31, 2023	March 27, 2017	PLN	19.06	300	1,820	4,882	2,763	-	6,789	75	18	57	-	100%	Poland
135	PKC Group Poland Holding Sp. z o.o.	December 31, 2022	March 27, 2017	PLN	19.06	400	145	3,991	3,446	1,815	-	-40	-21	-18	-	100%	Poland
136	Groclin Luxembourg S.à r.l.	December 31, 2022	March 27, 2017	EUR	89.06	237	1,748	2,002	16	2,002	-	-2	-	-2	-	100%	Luxembourg
137	T.I.C.S. Corporation	December 31, 2022	March 27, 2017	USD	82.17	-	-	-	-	-	-	-	-	-	-	100%	USA
138	Motherson Rolling Stocks, S. de R.L. de C.V.	December 31, 2022	April 30, 2021	MXP	4.56	0	38	295	257	-	142	49	11	38	-	100%	Mexico
139	SMRC Automotives Technology Phil Inc.	March 31, 2023	August 2, 2018	PHP	1.51	76	-171	252	347	-	128	-18	-3	-14	-	100%	Philippines
140	SMRC Automotive Smart Interior Tech (Thailand) Ltd.	March 31, 2023	August 2, 2018	THB	2.41	1,352	-348	1,673	669	-	1,479	102	-	102	-	100%	Thailand
141	SMRC Automotive Interiors Spain S.L.U.	March 31, 2023	August 2, 2018	EUR	89.06	1,361	3,455	9,211	4,395	-	11,353	415	88	326	-	100%	Spain
142	SMRC Automotive Modules France SAS	March 31, 2023	August 2, 2018	EUR	89.06	593	5,006	21,744	16,144	-	36,262	1,027	8	1,020	-	100%	France
143	SMRC Smart Interior Systems Germany GmbH	March 31, 2023	August 2, 2018	EUR	89.06	180	-231	25	76	-	124	-264	0	-265	-	100%	Germany
144	SMRC Fabricacao e Comercio de Produtos Automotivos do Brasil Ltda.	March 31, 2023	August 2, 2018	BRL	16.23	1,390	502	3,491	1,600	-	7,566	1,150	330	820	-	100%	Brazil
145	Shanghai SMRC Automotive Interiors Tech Consulting Co. Ltd.	December 31, 2022	August 2, 2018	CNY	11.96	12	17	34	5	-	57	5	0	5	-	100%	China
146	SMRC Automotive Products India Private Limited	March 31, 2023	August 2, 2018	INR	1.00	1	1	5	3	-	6	0	0	0	-	100%	India

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147	Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U.	March 31, 2023	August 2, 2018	EUR	89.06	1,407	1,768	3,179	5	2,544	-	6	-21	27	-	100%	Spain
148	SMRC Automotive Interiors Japan Ltd.	March 31, 2023	August 2, 2018	JPY	0.62	62	-2	273	213	-	604	67	13	53	-	100%	Japan
149	Yujin SMRC Automotive Techno Corp.	March 31, 2023	August 2, 2018	KRW	0.06	535	1,703	4,821	2,583	-	7,563	529	81	448	-	50.9%	Korea
150	SMRC Automotive Interior Modules Croatia d.o.o.	March 31, 2023	August 2, 2018	EUR	89.06	0	14	15	1	-	21	1	0	1	-	100%	Croatia
151	SMRC Automotive Solutions Slovakia s.r.o.	March 31, 2023	August 2, 2018	EUR	89.06	368	-188	4,507	4,327	-	3,511	-1,241	-75	-1,166	-	100%	Slovakia
152	SMRC Automotive Technology RU LLC	December 31, 2022	August 2, 2018	RUB	1.05	1,198	-658	1,033	494	-	362	-391	-26	-365	-	100%	Russian Federation
153	SMRC Automotive Holdings Netherlands B.V.	March 31, 2023	August 2, 2018	EUR	89.06	0	6,283	16,961	10,677	12,302	-	-386	63	-449	-	100%	Netherland
154	SMRC Automotives Techno Minority Holdings B.V.	March 31, 2023	August 2, 2018	EUR	89.06	-	-	-	-	-	-	-	-	-	-	100%	Netherland
155	SMRC Automotive Tech Argentina S.A.	March 31, 2023	August 2, 2018	ARS	0.39	1,125	-479	2,385	1,739	-	3,118	-284	-	-284	-	100%	Argentina
156	Samvardhana Motherson Reydel Autotecc Morocco SAS	March 31, 2023	August 2, 2018	MAD	8.03	995	-1,197	2,712	2,914	-	2,578	-247	16	-263	-	100%	Morocco
157	PT SMRC Automotive Technology Indonesia	March 31, 2023	August 2, 2018	IDR	0.01	14	-96	7	89	-	-	-20	-	-20	-	100%	Indonesia
158	SMRC Automotive Holding South America B.V.	March 31, 2023	August 2, 2018	USD	82.17	0	2,014	2,020	6	2,015	-	-1	-	-1	-	100%	Netherland
159	SMRC Automotive Modules South America Minority Holdings B.V.	March 31, 2023	August 2, 2018	USD	82.17	0	31	33	2	-	-	0	-	0	-	100%	Netherland
160	SMR Plast Met Molds and Tools Turkey Kalip Imalat Anonim Sirketi	March 31, 2023	April 29, 2021	TRY	4.29	36	244	1,301	1,021	-	1,461	108	21	87	-	75%	Turkey
161	SMR Plast Met Automotive Tec Turkey Plastik Imalat Anonim Sirketi	March 31, 2023	April 29, 2021	TRY	4.29	64	175	1,062	823	-	1,390	-21	-2	-19	-	75%	Turkey
162	Motherson Consultancies Service Limited	March 31, 2023	January 24, 2022	INR	1.00	26	98	142	18	-	87	65	18	47	-	100%	India
163	Samvardhana Motherson Finance Service Cyprus Limited	March 31, 2023	January 24, 2022	USD	82.17	4	486	515	26	510	-	-107	-	-107	-	100%	Cyprus
164	Samvardhana Motherson Holding (M) Private Limited	March 31, 2023	January 24, 2022	EUR	89.06	440	-5,552	1,445	6,557	1,405	-	-164	3	-167	-	100%	Mauritius

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165	Samvardhana Motherson Auto Component Private Limited	March 31, 2023	January 24, 2022	INR	1.00	990	-945	1,216	1,170	-	1,160	-110	-	-110	-	100%	India
166	MS Global India Automotive Private Limited	March 31, 2023	January 24, 2022	INR	1.00	2,150	-1,405	2,472	1,727	0	5,473	-118	-	-118	-	100%	India
167	Samvardhana Motherson Maadhyam International Limited	March 31, 2023	January 24, 2022	INR	1.00	1	-19	3	22	-	-	-2	0	-2	-	100%	India
168	Samvardhana Motherson Global Carriers Limited	March 31, 2023	January 24, 2022	INR	1.00	460	-152	864	557	460	850	-33	-6	-27	-	100%	India
169	Samvardhana Motherson Innovative Solutions Limited	March 31, 2023	January 24, 2022	INR	1.00	3,217	1,080	6,361	2,064	3,887	1,128	109	-	109	-	100%	India
170	Samvardhana Motherson Refrigeration Product Limited	March 31, 2023	January 24, 2022	INR	1.00	203	-498	7	302	-	-	-5	0	-5	-	100%	India
171	Motherson Machinery and Automations Limited	March 31, 2023	January 24, 2022	INR	1.00	5	12	23	7	-	61	6	2	4	-	100%	India
172	Samvardhana Motherson Auto System Private Limited	March 31, 2023	January 24, 2022	INR	1.00	25	-113	144	232	-	380	6	-	6	-	100%	India
173	Motherson Sintermetal Technology B.V.	December 31, 2022	January 24, 2022	EUR	89.06	6	-4,708	1	4,704	-	-	-174	-	-174	-	100%	Netherlands
174	Motherson Invenzen XLab Private Limited	March 31, 2023	January 24, 2022	INR	1.00	50	-398	85	433	-	163	-30	-	-30	-	100%	India
175	Motherson Technology Services Limited (formerly known as MothersonSumi Infotech & Designs Limited)	March 31, 2023	January 24, 2022	INR	1.00	685	780	4,331	2,866	33	6,286	-282	-23	-258	-	90.40%	India
176	Motherson Technology Services USA Limited (formerly known as MSID U.S. Inc.)	March 31, 2023	January 24, 2022	USD	82.17	0	-118	99	217	-	465	-110	0	-110	-	100%	USA
177	Motherson Technology Services Gmbh (Formerly known as MothersonSumi INfotekk And Designs GmbH)	March 31, 2023	January 24, 2022	EUR	89.06	2	93	430	335	-	787	-68	2	-71	-	100%	Germany
178	Motherson Technology Services SG PTE. Limited (formerly known as MothersonSumi INfotech and Designs SG Pte. Ltd.)	March 31, 2023	January 24, 2022	SGD	61.75	111	-346	27	262	-	52	-140	-0	-140	-	100%	Singapore
179	Motherson Technology Services Kabushiki Gaisha(formerly known as MothersonSumi INfotech & Designs K.K.)	March 31, 2023	January 24, 2022	JPY	0.62	17	-394	72	449	-	159	-60	0	-60	-	85.7%	Japan

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180	Motherson Technology Service Mid East FZ-LLC (Formerly known as Motherson Infotek Designs Mid East FZ-LLC)	March 31, 2023	January 24, 2022	AED	22.37	9	-130	47	168	-	93	-55	-	-55	-	100%	UAE
181	Motherson Technology Services United Kingdom Limited (Formerly known as MothersonSumi Infotech & Solutions UK Limited)	March 31, 2023	January 24, 2022	GBP	101.33	10	-166	304	460	-	184	-68	-	-68	-	100%	UK
182	Motherson Auto Engineering Service Limited	March 31, 2023	January 24, 2022	INR	1.00	35	-35	-	-	-	-	-2	-	-2	-	100%	India
183	Samvardhana Motherson Health Solutions Limited	March 31, 2023	January 24, 2022	INR	1.00	0	-238	32	269	-	116	-53	-	-53	-	100%	India
184	SMI Consulting Technologies Inc.	March 31, 2023	January 24, 2022	USD	82.17	33	-162	0	129	-	-	-1	-	-1	-	100%	USA
185	Motherson Technology Services Spain S.L.U. (Formerly known as Motherson Information Technologies Spain S.L.U.)	March 31, 2023	January 24, 2022	EUR	89.06	9	10	95	76	-	254	4	1	3	-	100%	Spain
186	Samvardhana Motherson Virtual Analysis Limited	March 31, 2023	January 24, 2022	INR	1.00	21	-21	0	-0	-	-	-10	-	-10	-	100%	India
187	SAKS Ancillaries Limited	March 31, 2023	January 24, 2022	INR	1.00	25	95	120	0	-	-	4	1	2	-	98.3%	India
188	Samvardhana Motherson Hamakyorex Engineered Logistics Limited	March 31, 2023	January 24, 2022	INR	1.00	920	-229	770	79	-	416	-11	-	-11	-	50%	India
189	Motherson Techno Tools Limited	March 31, 2023	January 24, 2022	INR	1.00	33	1,526	2,556	997	12	2,273	449	85	364	167	60%	India
190	Motherson Techno Tools Mideast FZE	March 31, 2023	January 24, 2022	USD	82.17	3	264	313	46	-	161	24	-	24	-	100%	UAE
191	Motherson Molds and Diecasting Limited	March 31, 2023	January 24, 2022	INR	1.00	68	93	399	238	-	214	15	3	11	-	71%	India
192	Motherson Air Travel Agencies Limited	March 31, 2023	January 24, 2022	INR	1.00	8	397	813	409	0	559	64	19	45	-	74%	India
193	CTM India Limited	March 31, 2023	January 24, 2022	INR	1.00	29	1,140	2,463	1,294	33	1,343	208	41	166	72	41%	India
194	Fritzmeier Motherson Cabin Engineering Private Limited (became subsidiary w.e.f. March 20, 2023)1	March 31, 2023	March 20, 2023	INR	1.00	500	270	1,209	439	-	1,874	190	54	136	11	100%	India

(All amounts in ₹ Million, unless otherwise stated)

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisition	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Exchange Rate	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend / Earnings transfer to owners	% of shareholding	Country
195	CIM Tools Private Limited	March 31, 2023	06 April, 2022	INR	1.00	27	1,750	3,746	1,969	437	2,268	268	60	208	-	55%	India
196	Aero Treatment Private Limited	March 31, 2023	06 April, 2022	INR	1.00	3	247	286	36	-	282	118	29	89	-	83%	India
197	Motherson Automotive Giken Industries Corp Ltd.	March 31, 2023		JPY	0.62	-	-	-	-	-	-	-	-	-	-	50%	Japan
198	Motherson Electronic Components Pvt. Ltd	March 31, 2023		INR	1.00	-	-	-	-	-	-	-	-	-	-	100%	India
199	Jilin Huakai - PKC Wire Harness Co. Ltd.	December 31, 2022		CNY	11.96	197	-39	680	522	-	318	-39	-	-39	-	50%	China
200	MSSL Germany Real Estate B.V. & Co. KG	March 31, 2023		EUR	89.06	-	-	-	-	-	-	-	-	-	-	100%	Germany
201	SMP Automotive Ex Real Estate B.V. & Co. KG	March 31, 2023		EUR	89.06	9	-	9	-	-	-	-	-	-	-	100%	Germany
202	SMP D Real Estates B.V. & Co. KG	March 31, 2023		EUR	89.06	9	-	9	-	-	-	-	-	-	-	100%	Germany
203	Zhaoqing SMP Automotive Co., Ltd.	December 31, 2022		CNY	11.96	239	-0	239	-	-	-	-0	-	-0	-	100%	China

Notes:

1. Subsidiary companies "SMP Automotive Technology Management Services" was liquidated on May 08, 2021, "Shenyang SMP Automotive Plastic Component Co. Ltd." was liquidated on March 20, 2023, "Motherson Rolling Stock Systems GB Ltd" was liquidated on January 26, 2023, "Motherson Innovations LLC" and "Motherson Ossia Innovations LLC" was liquidated on June 09, 2022.
2. Subsidiary company "Samvardhana Motherson Invest Deutschland GmbH" has been merged with "MSSL Gmbh" w.e.f September 06,2022.
3. Subsidiary company "MSSL Manufacturing Hungary Kft" has been merged with "SMR Automotive Mirror Technology Hungary BT" w.e.f. October 01, 2022.
4. Subsidiary company "SMRC Automotive Holdings B.V." has been merged with "SMRC Automotive Holdings Netherlands B.V." w.e.f. April 01, 2022.
5. Subsidiary company "Motherson Air Travel Agency GmbH" merged with "Motherson Techno Precision GmbH" w.e.f. September 09, 2022.
6. During the financial year ended March 31, 2023, the group purchased remaining 50% shares of Fritzmeier Motherson Cabin Engineering Private Limited (FMCEL) from joint venture partner and hence FMCEL became 100% subsidiary of the Group.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company as on March 31, 2023			Description of how there is significant influence	Reason why the associate/joint venture is not Consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss for the year	
		No.	Amount of Investment in Associates/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
Kyungshin Industrial Motherson Limited	March 31, 2023	86,00,000	86	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	-	-5,849	-
Calsonic Kansei Motherson Auto Products Private Limited	March 31, 2023	3,09,30,836	400	49%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	935	354	-
Ningbo SMR Huaxiang Automotive Mirrors Co. Limited	December 31, 2022	-	598	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	3,327	1,425	-
Chongqing SMR Huaxiang Automotive Products Limited	December 31, 2022	-	239	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	688	184	-
Tianjin SMR Huaxiang Automotive Part Co. Limited	December 31, 2022	-	179	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	198	47	-
Nanchang Jiangling Group SMR Huaxiang Automotive Products Limited	December 31, 2022	-	201	30%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	314	171	-
Eissmann SMP Automotive interieur Slovakia s.r.o.	December 31, 2022	-	241	49%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	51	-47	-
Hubei Zhengao PKC Automotive Wiring Company Ltd.	December 31, 2022	-	836	40%	The Group controls 40% share holding of Hubei Zhengao PKC Automotive Wiring Company Ltd.	The Company carries out the equity method of accounting	812	-157	-
AES (India) Engineering Limited	March 31, 2023	12,48,000	44	26%	The Group controls 26% share holding of AES (India) Engineering Limited	The Company carries out the equity method of accounting	12	-15	-
Motherson Sumi Wiring India Limited	March 31, 2023	1,47,80,50,914	36,729	33.43%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	4,448	4,870	-
Anest Iwata Motherson Coating Equipment Private Limited	March 31, 2023	98,000	392	49%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	80	63	-
Anest Iwata Motherson Private Limited	March 31, 2023	1,89,06,650	1,511	49%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	402	232	-

Name of Associates/Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company as on March 31, 2023			Description of how there is significant influence	Reason why the associate/joint venture is not Consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss for the year	
		No.	Amount of Investment in Associates/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
Marelli Motherson Automotive Lighting India Private Ltd.	March 31, 2023	7,50,00,000	10,223	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	2,803	1,818	-
Marelli Motherson Auto Suspension Parts Pvt Ltd	March 31, 2023	11,34,50,000	1,268	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	290	-286	-
Valeo Motherson Thermal Commercial Vehicles India Limited	March 31, 2023	39,20,000	1,031	49%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	110	68	-
Matsui Technologies India Limited	March 31, 2023	19,99,999	1,230	50% - 1 share	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	182	106	-
Frigel Intelligent Cooling Systems India Private Limited	March 31, 2023	25,00,000	25	25%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	7	13	-
Nissin Advanced Coating Indo Co. Private Limited	March 31, 2023	68,60,000	69	49%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	60	7	-
Motherson Bergstrom HVAC Solutions Private Limited	March 31, 2023	65,00,000	65	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	109	68	-
Motherson Auto Solutions Limited	March 31, 2023	29,09,60,000	2,246	66%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	2,696	-23	-
Youngshin Motherson Auto Tech Limited	March 31, 2023	1,17,76,100	118	50%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	3	-5	-
Lauak CIM Aerospace Private Limited	March 31, 2023	13,48,490	46	49.99%	Joint Control along with its joint venture partner	The Company carries out the equity method of accounting	12	-8	-

Notes:

1. During the financial year ended March 31, 2023, the group purchased remaining 50% shares of Fritzmeier Motherson Cabin Engineering Private Limited (FMCEL) from joint venture partner and hence FMCEL became 100% subsidiary of the Group.

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