



## Samvardhana Mother'son International Limited

CIN- L35106MH1986PLC284510

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

Phone: +91 22 61354800; Fax: +91 22 61354801.

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

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

E-mail: investorrelations@mother'son.com; Website: www.mother'son.com.

**NOTICE** is hereby given that the 39<sup>th</sup> (Thirty Ninth) Annual General Meeting (“**AGM**”) of the members of Samvardhana Mother'son International Limited (the “**Company**”) is scheduled to be held on Thursday, July 30, 2026, at 1515 Hours (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt:
  - (a) the Audited Financial Statements of the Company for financial year ended March 31, 2026, together with Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for financial year ended March 31, 2026, together with the Report of Auditors thereon.
2. To declare final dividend of Re. 0.25 per equity share of face value of INR 1 (Rupee one only) for financial year 2025-26.
3. To appoint a director in place of Mr. Laksh Vaaman Sehgal (DIN: 00048584), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

4. **To approve re-appointment of Mr. Pankaj Mital (DIN: 00194931) as Whole-time Director and approval of terms of re-appointment thereto**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Pankaj Mital (DIN: 00194931) as Whole-time Director designated as President-SAMIL, for a further period of five (5) years with effect from October 1, 2026 to September 30, 2031, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, subject to the remuneration not exceeding the limits specified under Section 197 of the Act read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** Mr. Pankaj Mital, Whole-time Director shall be entitled to employee stock options, as may be approved by Nomination and Remuneration Committee of the Company from time to time, in accordance with ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’, as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution), be and are hereby authorized to vary and/or revise the remuneration of the Whole-time Director within permissible limits under the relevant provisions of the Act and/or any statutory modification(s) thereof, from time to time and to perform all acts, deeds, matters and/or things as it may in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to afore-mentioned resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

5. **Re-appointment of Ms. Rekha Sethi (DIN: 06809515) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**SEBI Listing Regulations**”) (including any statutory modification(s) or amendments thereto or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Rekha Sethi (DIN: 06809515), who was appointed as an Independent Director of the Company and whose term expires on August 09, 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, on the Board of the Company for the second term of five (5) consecutive years commencing from August 10, 2026 up to August 09, 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution), be and are hereby authorised to perform all acts, deeds, matters and/or things as it may in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to afore-mentioned resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

6. **To approve material related party transaction with Motherson Sumi Wiring India Limited**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions of SEBI Listing Regulations, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / agreements(s) / arrangement(s) / transaction(s), between the Company and Motherson Sumi Wiring India Limited (“**MSWIL**”) for the transactions as below:

- (a) Sale / supply of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and capital spares / tools / jigs etc;
- (b) purchase of wiring harness and other parts and / or components and/or services and/or raw material and capital items thereof;
- (c) to lease, sub-lease, license or sub-license properties / land for manufacturing units and other office premises and security deposits for properties on rent;
- (d) to provide various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, travel management, infrastructure support etc.; and
- (e) to provide various management services, including management support and advice, local relationships and ground level assistance.

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and are hereby authorised, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by the Company and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable by the Board, in order to give effect to this Resolution.”

**7. To approve limits under section 186 of the Companies Act, 2013 for Motherson Electronic Components Private Limited, a subsidiary company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any modification or re-enactment thereof for the time being in force) and rules made thereunder and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to such other approval(s), consent(s), sanction(s) and permission(s), as may be necessary, consent of the members of the Company be and is hereby accorded for providing loan and guarantee/security for term loan facility(ies) and/or working capital facility(ies) to be availed by Motherson Electronic Components Private Limited, a Subsidiary of the Company through Samvardhana Motherson Innovative Solutions Limited, as follows:

- (a) to provide additional any loan(s) and/or inter-corporate deposit(s), directly or indirectly, for an amount aggregating and outstanding up to INR 3,000,000,000 (Indian Rupees Three Billion only), for the tenure as may be agreed / determined from time to time; and
- (b) to provide additional corporate guarantee(s) in connection with loan availed/to be availed for an amount up to INR 38,100,000,000 (Indian Rupees Thirty-Eight Billion One Hundred Million only), to be disbursed in single or multiple tranches, for capital expenditure(s), working capital and/or general corporate purpose,

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or

things and take such decisions/steps as may be necessary, expedient or desirable to give effect to afore-mentioned resolution including but not limited to finalise, settle and execute such documents/deeds/writings/agreements from time to time.”

**8. To approve limits under section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any modification or re-enactment thereof for the time being in force) and rules made thereunder and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to:

- (a) give any loan to any person or other body corporate; and
- (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person

as they may in their absolute discretion deem fit and in the interest of the Company, up to an additional amount of INR 2,000,000,000 (Rupees Two Billion only), over and above existing loan(s), security(ies), guarantee(s) to any person or other body corporate or existing investment(s) made by the Company to any person or other body corporate as on March 31, 2026, provided that pursuant to first proviso of sub-section (3) of section 186 of the Act, the afore-mentioned additional limit(s) of INR 2,000,000,000 (Rupees Two Billion only), will continue to exclude, loan(s) given or to be given, or guarantee(s) or security(ies) provided or to be provided in future by the Company to its wholly owned subsidiary company(ies) or joint venture company(ies).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to afore-mentioned resolution including but not limited to finalise, settle and execute such documents/ deeds/ writings/ agreements from time to time.”

**9. To approve ratification of remuneration of Cost Auditors for financial year 2026-27**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants (Firm Registration No. 101394 with the Institute of Cost Accountants of India) appointed by the Board of Directors of the Company on recommendation of the Audit Committee as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2026-27, amounting to INR 450,000 (Rupees Four Hundred Fifty Thousand only), plus applicable taxes thereon and reimbursement of out of pocket expenses on actuals incurred in connection with afore-mentioned audit, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred

on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions/steps as may be necessary, expedient or desirable to give effect to the resolution.”

By order of the Board  
for Samvardhana Motherson International Limited

Place: Noida, Uttar Pradesh  
Date: June 23, 2026

Alok Goel  
Company Secretary  
Membership No. – FCS 4383

**Registered Office:**

Unit 705, C Wing, ONE BKC,  
G Block, Bandra Kurla Complex,  
Bandra East, Mumbai –400051,  
Maharashtra, India.

**Corporate Office:**

11<sup>th</sup> Floor, Plot No. 1, Sector-127,  
Noida-Greater Noida Expressway,  
Noida-201301, Uttar Pradesh, India.

## **NOTES:**

1. **A statement under Section 102 of the Companies Act, 2013 (“the Act”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) concerning the business under Item Nos. 4-9 of the Notice is annexed hereto.**
2. Ministry of Corporate Affairs (“MCA”) vide its Circular No. 03/2025 dated September 22, 2025 (in continuation with the Circulars issued earlier in this regard) (“MCA Circulars”) has allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members. In compliance with the applicable provisions of the Act and MCA Circulars, the AGM of the Members will be held through VC/OAVM, and physical attendance of the Members is not required. Hence, Members can attend and participate in AGM through VC/OAVM only and thus attendance slip is not attached to this Notice.
3. Details required under provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 36 of SEBI Listing Regulations including brief profile of Director seeking appointment / re- appointment, is annexed hereto.
4. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this AGM and hence Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Since AGM will be held through VC/OAVM route map of venue of AGM is not annexed herewith and venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript of the AGM shall also be made available on website of the Company.
6. Members attending the AGM through VC/ OAVM shall be counted for purpose of reckoning quorum under Section 103 of the Act.
7. Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS- 2411; CP-1509) has been appointed as the Scrutinizer for the remove e-voting / e-voting process in a fair and transparent manner.
8. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [corporate@sgsassociatesllp.com](mailto:corporate@sgsassociatesllp.com) with a copy marked to [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
9. In compliance with the MCA Circulars, Notice of the AGM along with Annual Report for Financial Year (F.Y.) 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report for F.Y. 2025-26 will also be available on the Company’s website [www.motherson.com](http://www.motherson.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of National Securities Depository Limited (NSDL) (agency for providing remote e-voting and e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Hard copy of the Annual Report will be sent to shareholders upon request.
10. As per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 and a static Quick Response Code (QR Code), will be sent to those shareholder(s) who have not registered their email address with the Company/ RTA of the

11. The weblink for accessing the external reports is [www.motherson.com](http://www.motherson.com) and QR code is provided below:



12. In case of joint holders attending meeting, the Members whose name appears as first holder in order of names as per the Register of Members of the Company will be entitled to vote.
13. Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID/Folio No.
14. The Members can join the AGM through VC/OAVM mode 30 (thirty) minutes before and after scheduled time of commencement of the AGM, by following procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. The limit of 1000 members will not include large Shareholders (Shareholders holding 2% or more of shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first-come first-served basis.
15. The Company had fixed **July 14, 2026 (Tuesday)**, as the “**Record Date**” for the purpose of payment of final dividend, for the Financial Year ended March 31, 2026, if declared at the AGM.
16. In terms of the provisions of the Income Tax Act, 2025 (which came into force with effect from April 1, 2026, replacing the Income Tax Act, 1961), dividend paid or distributed by a company is taxable in the hands of the shareholders. The Company is therefore required to deduct tax at source ("TDS") at the time of payment of dividend, in accordance with Section 393 of the Income Tax Act, 2025 (which consolidates the erstwhile TDS provisions under the Income Tax Act, 1961). The Company vide an e-mail dated June 12, 2026, communicated to shareholders regarding deduction of TDS on dividend and the procedure for submission of documents for tax rate determination/deduction. In case of any query, the shareholders may reach out to M/s. KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, change of e-mail address, contact numbers etc., to their depository participant (DP). Changes intimated to DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Share Transfer Agent (“RTA”), M/s. KFin Technologies Limited to provide efficient services. Members holding shares in physical form are requested to intimate such changes to M/s. KFin Technologies Limited, (Unit – Samvardhana Motherson International Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel. No.: +91- 40 – 67162222, +91- 40 -67161606; Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) quoting correct Folio Number.
18. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent of the Company as mentioned above, or to the Company Secretary at the Company’s corporate office. Members are requested to note that dividends that are not claimed within seven (7) years from the date of transfer to the Company’s unpaid

dividend account, as per Section 124 of the Act, will be transferred to the Investor Education and Protection Fund (“IEPF”). Also, shares on which dividend remains unclaimed for 7 (seven) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

19. In compliance with requirements of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, the Company has during year 2025-26, transferred to the IEPF Authority, dividend for the year 2017-18 (which was unpaid or unclaimed for seven consecutive years) and the underlying shares therein. Details of unclaimed or unpaid dividend and shares transferred to IEPF Authority are available on website of the Company and can be accessed at the [link](#).
20. The dates of declaration of dividend and transfer of unclaimed / unpaid dividends to IEPF by the Company is as below:

| Sl. No. | Financial Year             | Date of declaration of dividend | Due date for transfer of unpaid dividend to IEPF |
|---------|----------------------------|---------------------------------|--|
| 1.      | 2018-19                    | 14.08.2019                      | 13.09.2026                                       |
| 2.      | 2019-20                    | 28.02.2020                      | 30.03.2027                                       |
| 3.      | 2020-21                    | 17.09.2021                      | 16.10.2028                                       |
| 4.      | 2021-22                    | 29.08.2022                      | 28.09.2029                                       |
| 5.      | 2022-23                    | 28.08.2023                      | 27.09.2030                                       |
| 6.      | 2023-24                    | 29.08.2024                      | 28.09.2031                                       |
| 7.      | 2024-25 (Interim Dividend) | 21.03.2025                      | 20.04.2032                                       |
| 8.      | 2024-25                    | 28.08.2025                      | 27.09.2032                                       |
| 9.      | 2025-26 (Interim Dividend) | 19.03.2026                      | 18.04.2033                                       |

21. Erstwhile Samvardhana Motherson International Limited (CIN: U74900MH2004PLC287011) (“erstwhile SAMIL”) was merged with the Company (CIN: L35106MH1986PLC284510) vide order dated December 22, 2021, passed by Hon’ble NCLT, Mumbai Bench. The dates of declaration of dividend by erstwhile SAMIL and transfer of unclaimed / unpaid dividends to IEPF by the Company is as below:

| Sl. No. | Financial Year | Date of declaration of dividend | Due date for transfer of unpaid dividend to IEPF |
|---------|----------------|---------------------------------|--|
| 1.      | 2019-20        | 16.09.2019                      | 16.10.2026                                       |
| 2.      | 2020-21        | 07.04.2021                      | 07.05.2028                                       |
| 3.      | 2020-21        | 30.09.2021                      | 30.10.2028                                       |

22. Shareholders may note that unpaid or unclaimed dividend and shares transferred to IEPF Authority can be claimed by following process available on IEPF website and same can be accessed through link: <http://www.iepf.gov.in/IEPF/refund.html>.
23. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- (a) For shares held in electronic mode: to their Depository Participants (DP); and
- (b) For shares held in physical mode: to the Company / RTA in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, format(s) of which are available on website of the Company at [Link](#).
24. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate

securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [link](#) and on the website of RTA at [link](#).

25. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice and the Annual Report for “Inspection of members” will be available for inspection during the AGM and accessible to persons attending the AGM through VC/OAVM electronically, to the members during the AGM

26. Voting by Electronic Means:

A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), the Company has provided to members with a facility to exercise their voting right at the AGM by electronic means and business may be transacted through such voting. The facility of casting votes by members using an electronic voting system from a place other than venue of AGM (“remote e-voting”) will be provided by NSDL. The facility of voting through e-voting / insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to again cast their vote again.

B. The remote e-voting period will commence on **Monday, July 27, 2026, at 0900 Hours (IST)** and ends on **Wednesday, July 29, 2026, at 1700 Hours (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date**, i.e., **Thursday, July 23, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, July 23, 2026.

C. The instructions of e-voting are as under:

How do I vote electronically using NSDL e-voting system?

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





Step 1: Access to NSDL e-voting system

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

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

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

| Type of shareholders   | Login Method   |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>Internet-based Demat Account Statement (“IDeAS”)</b>: <ol style="list-style-type: none"> <li>i. Users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>ii. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password.</li> <li>iii. After successful authentication, you will be able to see e-voting services under Value added services. Click on <b>“Access to e-voting”</b> under e-voting services and you will be able to see e-voting page.</li> <li>iv. Click on company name i.e. <b>‘Samvardhana Motherson International Limited’</b> or E-voting Service Provider i.e. <b>NSDL</b>.</li> <li>v. Users will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> </li> <li>3. If the Users are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is open, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during</li> </ol> |

|   |  |
|---|--|
|   | <p>the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>  |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Electronic Access to Securities Information (“Easi/ Easiest”) facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my Easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting Service Providers.</li> </ol> |

|  |  |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |
|--|--|

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is open, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|---|--|
| a) For Members who hold shares in demat account with NSDL.      | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL.      | 16 Digit Beneficiary ID  |

|   |   |
|---|---|
|   | For example, if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

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

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

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by afore-mentioned two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com), mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining

- virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-voting as the voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
  5. Upon confirmation, the message “vote cast successfully” will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
2. In case shares are held in demat mode, please provide DP ID- Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorrelations@motherson.com](mailto:investorrelations@motherson.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholders may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the AGM through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). Such shareholders must register their request three (3) days in advance of the AGM, i.e., on or before, **July 25, 2026**, with the Company.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. Shareholders’ who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. at the designated email id – [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 022 - 4886 7000.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 4 TO 9 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING**

**Item No. 4:**

**Overview of Motherson Group, its Business Verticals and the Company**

Motherson Group has a presence in 47 countries across Europe, the Americas, Asia, Australia and Africa and employs approximately 200,000 people. With a diverse global customer base that includes nearly all leading automobile manufacturers worldwide, the Motherson Group supports its customers from over 425 facilities.

At present, Motherson Group operates in twelve (12) business verticals namely Wiring Harness, Vision Systems, Modules & Polymer Products, Integrated Assemblies, Elastomers, Lighting & Electronics, Precision Metals & Modules, Technologies & Industry Solutions, Aerospace, Logistics Solutions, Health & Medical and Services.

Samvardhana Motherson International Limited (“SAMIL” or “Company”) is a global Design, Engineering, Manufacturing, Assembly and Logistics (D.E.M.A.L.) specialist. The Company is focused, dynamic, and progressive, providing customers with innovative and value-added products, services, and solutions. SAMIL is currently the largest auto ancillary in India and is ranked among the top fifteen (15) automotive suppliers worldwide.

**Background of Appointment**

Mr. Pankaj Mital was appointed as Manager under section 269 of the Companies Act, 1956 designated as Chief Operating Officer (“COO”) of the Company from April 1, 2011, to March 31, 2014. The members of the Company at their meeting held on August 25, 2014, had appointed Mr. Pankaj Mital as Whole-time Director designated as COO for a period of three years effective from April 1, 2014, up to March 31, 2017, and he was re-appointed in the 30<sup>th</sup> Annual General meeting of the Company for a further period from April 1, 2017, to September 30, 2021.

Thereafter, the members of the Company in their 34<sup>th</sup> Annual General meeting held on September 17, 2021, had approved the re-appointment and terms of remuneration of Mr. Pankaj Mital as a Whole-time Director designated as COO, liable to retire by rotation, for a further period of five (5) years with effect from October 1, 2021, to September 30, 2026. Further, members of the Company approved the revision in remuneration of Mr. Pankaj Mital, Whole-time Director designated as President- SAMIL, through Postal Ballot effective from December 21, 2025.

Now, the Board of Directors in its meeting held on June 23, 2026, upon the recommendation of the Nomination and Remuneration Committee, have approved re-appointment of Mr. Mital for a further period of five (5) years with effect from October 1, 2026, to September 30, 2031, and revision in remuneration effective from April 01, 2026.

**Profile of Mr. Pankaj Mital**

Mr. Pankaj Mital is the Whole-time Director of the Company designated as President- SAMIL. He is also the President of the Wiring Harness Business vertical of Motherson Group. Mr. Mital has been associated with the Company for more than 35 years. He brings a unique blend of global perspective and cultural insight to his role.

Mr. Mital is actively involved in overseeing existing operations and supporting customer requirements by expanding the Company into new product areas and geographies. Mr. Mital has played a pivotal role

in Motherson Group's growth journey, bringing deep expertise in operational excellence and strong customer relationships while driving the Company's strategic pillars *inter-alia* including the organic growth, acquisitions and strategic partnerships. Under his strategic guidance, the Company has achieved substantial milestones in expanding its capabilities as a design, engineering, manufacturing, assembly and logistics (D.E.M.A.L) powerhouse supporting industries across diverse industries, underscoring its strategic ambition to be a globally preferred solutions provider. He is also a key member of the core strategic team responsible for managing the Group's growth while navigating evolving trends, market outlooks, and macroeconomic challenges.

Mr. Mital joined Motherson in 1990 and was initially responsible for the launch of new wiring harness products and looking after key wiring harness customers. In 1997, he was appointed as the Head of Marketing for the wiring harnesses business. At that time, Motherson was primarily a wiring-harness-only Company, and exports from India were negligible. Mr Mital then set up the Europe operations in 1999 and, within a short time, secured the first international orders from European customers. Mr. Mital became the Chief Operating Officer in 2001. This was the beginning of the transformation of the Company, from being an Indian company to a truly multinational player. Since 2001, the Company has expanded globally with a diversified product range.

Beyond his functional responsibilities, Mr. Mital provides strong leadership oversight and executional direction, maintaining a close eye on operations. His ability to work closely with customers and anticipate industry trends while adapting strategies has ensured resilience and competitiveness for wiring harness businesses in a rapidly evolving automotive landscape. He has played a key role in shaping Motherson's overall business synergy, optimizing supply chain efficiencies and implementing best practices.

Mr. Mital holds a bachelor of science degree, a law degree and a postgraduate diploma in business management.

### **Terms and conditions of re-appointment including remuneration**

The key terms and conditions for reappointment *inter-alia* including remuneration of Mr. Pankaj Mital, Whole-time Director of the Company, are provided herein below:

1. **Designation**

Whole-time Director (“WTD”), designated as President - SAMIL.

2. **Tenure**

The tenure of re-appointment shall be for a further period of five (5) years with effect from October 1, 2026, to September 30, 2031.

3. **Remuneration**

The details of remuneration effective from April 01, 2026, are as follows:

- (i) Basic Salary: Rs. 3,768,914 (Rupees Three Million Seven Hundred Sixty-Eight Thousand Nine Hundred Fourteen only) per month.
- (ii) Benefits, Allowances and Perquisites: The details of Benefits, Allowances and Perquisites are as below:
  - (a) Bonus as per policy of the Company and other allowances like House Rent Allowance in lieu thereof, medical allowance, leave travel allowance for self and his family including dependents, fees of club, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

- (b) Entitled to Company's contribution to Provident Fund, Superannuation Fund, National Pension Scheme and Annuity Fund, if any.
  - (c) Entitled to car facility, telecommunication facility, housing loan facility as per the rules of the Company.
  - (d) Payment of gratuity as per the policy of the Company.
  - (e) Encashment of leave as per the policy of the Company.
- (iii) Other Terms:
- (a) Upon recommendations of the Nomination and Remuneration Committee, the terms and conditions of the re-appointment and remuneration of the WTD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ("Act") or any amendments made thereunder in this regard in such manner as may be agreed to between the Board and the WTD, subject to such approvals (if any) as may be required.
  - (b) The terms and conditions of appointment of the WTD also include clauses pertaining to adherence with the Company's Code of Conduct and maintenance of confidentiality.
  - (c) Reimbursement of expenses actually and properly incurred by him for business of the Company.
  - (d) No sitting fee to be paid for attending the meetings of Board of Directors or Committees thereof.
  - (e) The afore-mentioned re-appointment may be terminated by either party giving three (3) months' notice in advance.
  - (f) In case the Company has no profits or inadequate profits, he may be entitled to remuneration by way of basic salary, benefits, perquisites, allowances, reimbursements and facilities as specified above.
  - (g) In case the employee opts out of National Pension Scheme, the corresponding adjustment shall be made in salary.
  - (h) All personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to him, unless specifically provided otherwise.

The afore-mentioned perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act or any rules thereunder or any statutory modification(s) or re-enactment thereof and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The annual remuneration including basic salary, benefits, allowances and perquisites for the financial year 2026-27, shall be up to an amount of Rs. 63,900,000 (Rupees Sixty-Three Million Nine Hundred Thousand only).

#### 4. Annual Increments

The annual increment payable to Mr. Mital shall be in conformity with the annual increments payable to the managerial personnel of the Company and shall be of such amount as may be decided by the Board of Directors of the Company based on the recommendations of Nomination and Remuneration Committee, subject to a ceiling limit up to 15% (fifteen percent) annual increment.

Further, the quantitative and qualitative parameters for performance evaluation during the tenure of re-appointment, shall *inter-alia*, include the following:

- (a) the current year performance viz-a-viz budgets;
- (b) targets taken for current year business viz-a-viz. last year business; and
- (c) performance on five (5) years plan i.e. Vision 2030.

This evaluation parameter shall *inter-alia* include Revenues, Operating Return on Capital Employed with cash, working capital days, free cash flow excluding working capital.

#### 5. Employee Stock Options

The members may also note that the shareholders by way of Postal Ballot effective from August 22, 2025, had approved the “Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025” (“**ESOP 2025**”). Accordingly, Mr. Pankaj Mital will also be entitled to Employee Stock Options (“**ESOPs**”), as may be determined and approved by the Nomination and Remuneration Committee (“**NRC**”) from time to time. As on date, 202,835 nos. of ESOPs have been granted to Mr. Mital. Further, as per ESOP 2025 a prior approval of shareholders of the Company through special resolution shall be obtained in case the grant of ESOPs to any identified employee, during any one year, is equal to or exceeding 1% (one percent) of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of ESOPs.

The perquisite value of ESOPs shall be in addition to the remuneration mentioned hereinabove.

The aggregate remuneration inclusive of fixed pay, perquisites, allowances, ESOPs and other benefits payable to Mr. Pankaj Mital shall not exceed overall ceilings laid down in Section 197 of the Act and other applicable provisions of the Act or any other law for the time being in force, if any. In the event of loss/inadequacy of profit, the afore-mentioned remuneration will be treated as minimum remuneration in terms of the provisions of Schedule V to the Act, as applicable from time to time.

#### **Remuneration including justification for quantum of remuneration**

The members may note that in the 34<sup>th</sup> Annual General meeting held on September 17, 2021, the shareholders have *inter-alia* approved basic salary of Rs. 1,903,667 (Rupees One Million Nine Hundred Three Thousand Six Hundred Sixty-Seven) per month up to a maximum of Rs. 3,000,000 (Rupees Three Million) per month along with other benefits, allowances and perquisites. Further, the members may note that the shareholders by way of Postal Ballot have *inter-alia* approved basic salary of Rs. 3,274,246 (Rupees Three Million Two Hundred Seventy-Four Thousand Two Hundred Forty-Six) per month with effect from April 1, 2025, along with other benefits, allowances and perquisites.

Taking into consideration the size of the Company, the profile and experience of Mr. Pankaj Mital, the responsibilities shouldered by him and industry benchmarks, the remuneration proposed to be paid to Mr. Mital is commensurate with remuneration packages paid to similar senior level counterpart(s) within Motherson Group and/or in similar industries. Further, as on March 31, 2026, the ratio of remuneration of Mr. Mital is 80.11 to the median remuneration of the employees.

#### **Proposal for consideration**

Keeping in view the performance of the Company, contribution made by Mr. Pankaj Mital towards the growth of the Company, the time and attention devoted by him in managing the affairs of the Company as well as its subsidiaries and affiliated companies, his role and responsibilities, prevailing market practices and industry remuneration benchmarks, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on June 23, 2026 have approved re-appointment of Mr. Pankaj Mital as Whole-time Director designated as President- SAMIL for a further period of five (5) years effective from October 1, 2026 to September 30, 2031 including the terms of re-appointment and the remuneration, subject to the approval of the shareholders of the Company.

Mr. Pankaj Mital shall perform such duties as shall from time to time be entrusted to him, subject to the superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors.

The above may be treated as a written memorandum setting out the terms of Mr. Pankaj Mital under section 190 of the Act.

Further, a brief profile of Mr. Pankaj Mital and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations (as amended from time to time) read with Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India are annexed to this notice as **Annexure B**. Further, declaration(s) has been received from Mr. Pankaj Mital that he is not disqualified from being re-appointed as a WTD in terms of Section 164 of the Act and satisfies all the conditions set out in Section 196(3) read with Part I of Schedule V of the Act for being eligible for his re-appointment along with his consent to act as WTD of the Company.

Except Mr. Pankaj Mital, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

Accordingly, the approval of the shareholders is being sought as mentioned in the enabling resolution and explanatory statement attached hereto. The Board recommends the resolution as an Ordinary Resolution set out at item number 4 for approval of the members.

## **Item No. 5**

### **Background**

The Board of Directors of your Company in its meeting held on August 10, 2021, upon the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Rekha Sethi (DIN: 06809515) as an Additional Director in the capacity of Non- Executive and Independent Director on the Board of the Company, for a term of 5 (Five) consecutive years with effect from August 10, 2021. Further, the members of the Company in their 34<sup>th</sup> Annual General meeting held on September 17, 2021, had approved the appointment of Ms. Rekha Sethi as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years commencing from August 10, 2021, to August 09, 2026.

The Board of Directors in its meeting held on June 23, 2026, upon the recommendation of the Nomination and Remuneration Committee, have re-appointed Ms. Rekha Sethi (DIN: 06809515), in the capacity of Non- Executive and Independent Director on the Board of the Company, for the second term of five (5) consecutive years commencing from August 10, 2026, to August 09, 2031.

### **Profile of Ms. Rekha Sethi**

Ms. Rekha Sethi has been associated with the Company since August 10, 2021, as a Non-Executive and Independent Director on the Board of Directors. During her tenure, she has provided valuable guidance to the Board through her distinguished experience *inter-alia* in the areas of Corporate Governance, Policy Advisory, Business Framework Knowledge and Institutional Leadership.

Ms. Sethi is the Director General of the All India Management Association (“**AIMA**”), the apex body for management in India and took charge of AIMA in June 2008. Under her leadership, AIMA has evolved into a leading platform fostering collaboration between industry, academia, and government, and has strengthened its role in management education, skill development, and policy advocacy. She has played a pivotal role in shaping national-level dialogues and initiatives that support India’s economic and managerial excellence. Ms. Sethi represents AIMA on the Board of the Asian Association of Management Organizations. She is also a member of the sub-committee of Academic Advisory Committee of the National Board of Accreditation.

Prior to joining AIMA, Ms. Sethi has worked with India's premier industry organization, the Confederation of Indian Industry for over 17 years. There she led the initiative to create high-profile international events to promote India's economic interests. She started her career with the Center for Development of Telematics.

Ms. Sethi currently serves as an Independent Director on the Boards of the Company, Hero Steels Limited, Kirloskar Brothers Limited, Spencer’s Retail Limited and Firstsource Solutions Limited. Ms. Sethi has previously served as an Independent Director on the Boards of reputed companies such as Sun Pharmaceutical Industries Limited, Sun Pharma Laboratories Limited, and CESC Limited.

An alumna of St. Stephen’s College, University of Delhi, Ms. Sethi was inducted in 2025 into the *Order of Illustrious Stephanians*, a prestigious recognition conferred on distinguished alumni in honour of their exceptional achievements and contributions to society.

**Term of Re-appointment**

The Board of Directors recommend the re-appointment of Ms. Rekha Sethi in the capacity of Non-Executive and Independent Director on the Board of the Company, for a second term of five (5) consecutive years from August 10, 2026, up to August 09, 2031, not liable to retire by rotation. As per Section 149 of the Companies Act, 2013 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the re-appointment of an Independent Director shall be subject to the approval of members by way of a special resolution.

**Proposal for consideration**

Ms. Rekha Sethi brings to the Board a distinguished combination of strategic acumen, governance expertise, and cross-functional leadership that strengthens both strategic oversight and long-term value creation. As an Independent Director of the Company and member of various committees of the Board, she contributes *inter-alia* in the areas of corporate strategy, risk stewardship, ensuring impactful corporate social responsibility initiatives, overseeing performance-aligned executive compensation framework, advancing the Company's environmental, social and governance priorities on a global scale, integrating sustainability into core business strategy and ensuring the highest standards of transparency and accountability. Across all these roles, Ms. Rekha Sethi's valuable association is defined by independence of judgment, depth of expertise, and an unwavering commitment to the enduring interests of the Company and its stakeholders.

Further, the following skills and capabilities were *inter-alia*, considered pertinent for the selection of Ms. Rekha Sethi as an Independent Director on the Board of directors:

- (a) Corporate Governance: Significant experience in Corporate Governance including Corporate Strategy, Risk Stewardship and upholding the highest standards of Governance.
- (b) Policy Advisory and Business Framework Knowledge: Oversight of the performance-aligned executive compensation framework and facilitating the Company's global Environmental, Social and Governance (ESG) strategy.
- (c) Institutional Leadership: Driving impactful Corporate Social Responsibility initiatives aligned with the Company's broader strategy reflecting her expertise in institution-building.

Ms. Rekha Sethi has been an active and engaged member of the Board and its various Committees. The details of her attendance particularly at the Board Meetings and Audit Committee Meetings during the last five (5) financial years are provided herein below, which *inter-alia* evidences her continued commitment and effective participation:

| Details of Meeting      | FY 2021–22         |                  | FY 2022–23         |                  | FY 2023–24         |                  | FY 2024–25         |                  | FY 2025–26         |                  |
|-------------------------|--------------------|------------------|--------------------|------------------|--------------------|------------------|--------------------|------------------|--------------------|------------------|
|                         | Eligible to attend | Meeting attended | Eligible to attend | Meeting attended | Eligible to attend | Meeting attended | Eligible to attend | Meeting attended | Eligible to attend | Meeting attended |
| Board Meeting           | 7                  | 7                | 12                 | 12               | 16                 | 16               | 15                 | 15               | 15                 | 14               |
| Audit Committee Meeting | 2                  | 2                | 8                  | 8                | 9                  | 9                | 8                  | 8                | 11                 | 11               |

Considering the diversified experience and expertise of Ms. Rekha Sethi, performance evaluation and her contribution to the Board deliberations and its committees functioning since August 10, 2021, the Board of Directors of the Company considers that her continued association would be of immense

benefit to the Company. Accordingly, the Board considers it desirable and in the best interest of the Company to re-appoint Ms. Rekha Sethi as an Independent Director. In the opinion of the Board, Ms. Rekha Sethi fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

Further, the requisite details pursuant to the provisions of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India are annexed to this notice as **Annexure C**.

Except Ms. Rekha Sethi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting.

Accordingly, the Board recommends passing of the Special Resolution for re-appointment of Ms. Rekha Sethi as an Independent Director for a period of five (5) years upon such terms as mentioned in the enabling resolution.

### **Item No. 6**

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) a “material related party transaction” require prior approval of shareholders. Pursuant to Regulation 23 read with schedule XIII to the SEBI Listing Regulations and as applicable to the Company, a transaction to be entered into by the Company, individually or taken together with previous transactions, during a financial year, which exceeds INR 50,000 million, are to be considered as material related party transactions.

The Company had sought approval from its shareholders at 38<sup>th</sup> Annual General Meeting (“**AGM**”) for material related party transactions to be entered with Motherson Sumi Wiring India Limited (“**MSWIL**”) during Financial Year 2025-26. Similarly, approval of the members of the Company is being sought at the ensuing 39<sup>th</sup> AGM for entering related party transactions during Financial Year 2026-27.

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

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

The members are aware that pursuant to the order of the Hon’ble National Company Law Tribunal, Mumbai Bench – IV dated December 22, 2021, the domestic wiring harness undertaking of the Company was demerged into MSWIL with effect from January 5, 2022. Further, after demerger, the Company and / or MSWIL continue to have various synergies in their intercompany transactions.

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

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

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

**6 (a): Sale of Goods and Capital Goods - Sale / Supply of components, wires and capital goods to MSWIL**

| Particulars   | Information   |
|---|---|
| <p><b>Name of the Related Party and Nature of Related Party</b></p>                 | <p>Motherson Sumi Wiring India Limited (“MSWIL”)</p> <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>  |
| <p><b>Nature, material terms and particulars of the contract or arrangement</b></p> | <p>The transactions are in relation to sale / supply of various goods such as wire, tape and other components, child parts of wiring harness components and moulds, rubber parts, connector, raw materials, wiring harness, equipment &amp; machines and capital spares / tools / jigs / fixtures etc. which are used to manufacture / assemble wiring harnesses, as required by MSWIL from time to time.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers’ requirements.</p> <p>The transactions will be at an arm’s length basis and in the ordinary course of business. Other terms and conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>  |
| <p><b>Rationale for transaction</b></p>   | <p>The Company over years has developed in-house capability of manufacturing various products including child parts required in manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby providing competitive advantage.</p> <p>MSWIL sources goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components which are required to manufacture/assemble wiring harness product as required by original equipment manufacturers (“OEMs”). MSWIL also procures certain capital items as required on time-to-time basis for its business from the Company.</p> <p>The above transactions will result in increased revenue for the Company and ensure that benefits of its inhouse value chain continues to be available to MSWIL as well, at arm’s length basis.</p> <p>The objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing efficiencies for the Company.</p> <p>These transactions will ensure continuity to existing operations and they are in the best interest of both the Company as well as MSWIL.</p> |

**Duration of the proposed transactions** The duration of this arrangement sought will be up to next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.

However, arrangement between both the companies will be on a non-exclusive basis and therefore parties would be free to enter similar contracts with other parties in case there is an associated cost benefit. The agreement to contain termination provisions in line with commercial contracts of this nature.

**Pricing and financial arrangements** Pricing for products will be based on an arm’s-length basis established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and benchmarked margins for different activities based on transfer pricing principles.

The goods sold to MSWIL are highly specialized and manufactured as per end-customer specifications, and since they are not traded in the open market, pricing is determined without a bidding process.

**6(b): Purchase of Goods and Capital Goods - Purchase of wiring harness and other parts and/or components and/or services and/or raw material and capital items**

| Particulars  | Information  |
|--|--|
| <b>Name of the Related Party and Nature of Related Party</b>                 | <p>Motherson Sumi Wiring India Limited (“MSWIL”)</p> <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>   |
| <b>Nature, material terms and particulars of the contract or arrangement</b> | <p>The transactions are in relation to the purchase by the Company of various goods or materials, including the purchase of wiring harness, raw materials and components of wiring harness and capital items required for manufacturing as well as provision of services.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers’ requirements.</p> <p>The transactions will be at an arm’s length basis and in the ordinary course of business. Other terms and conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p> |
| <b>Rationale for transaction</b>   | <p>MSWIL is presently one of the leading wiring harness supplier for the OEMs in India. It is a supplier of choice for several OEMs due to its superior quality and customer centricity and it is also leveraging upon technology of its technology partner, Sumitomo Wiring Systems Ltd., Japan</p> <p>Some of the other businesses of the Company require wiring harness as child parts, components for the manufacturing /</p>  |

assembly of the final product. Given MSWIL's world-class technology, vast experience and its competitive position, it currently supplies wiring harness in its ordinary course of business (some of which may be sourced by it from outside suppliers) to the Company at arms' length basis. Further, in connection with the manufacturing of wiring harness, MSWIL also supplies certain raw material/components as per the requirements.

The transaction will be at an arms' length and in the ordinary course of business.

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

However, arrangement between both the companies will be on a non-exclusive basis and therefore parties would be free to enter similar contracts with other parties in case there is an associated cost benefit. The agreement to contain termination provisions in line with commercial contracts of this nature.

**Pricing and financial arrangements** With respect to the ongoing models / programs for the supply of wiring harness, raw materials and components by MSWIL, the pricing and financial arrangements will be as per existing terms (which are on an arm's length basis / comparable terms).

In respect to the future business, the prices are to be mutually determined basis negotiations on comparable terms from third party supplier and / or customer target price decided at the time of award of contract by OEMs.

The goods procured from MSWIL are specialized and manufactured as per customer-specific designs and requirements and therefore are not subject to a bidding process.

**6(c): Rent Income and Security Deposits - To lease, sub-lease, license or sub-license properties/land in addition to premises given on lease earlier for manufacturing units and other office premises and security deposits for properties on rent**

| Particulars  | Information   |
|--|---|
| <b>Name of the Related Party and Nature of Related Party</b>                 | Motherson Sumi Wiring India Limited ("MSWIL")<br><br>The Company holds 33.43% of the equity share capital of MSWIL.   |
| <b>Nature, material terms and particulars of the contract or arrangement</b> | The transaction involves leasing / sub- leasing of various immovable properties owned / leased by the Company on which manufacturing or office premises of MSWIL are / will be situated, including lease rent for the common area(s). The Company has entered / will be entering into agreements to provide such properties on lease. |

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Area for various properties given on lease may change in future considering expansion and other business requirements of MSWIL and additional investment in Properties for this purpose by the Company. In case of change in leased area, rental will vary and such change in rental will be on an arm's length basis and supported by an independent valuer's report.

The lease rent and other terms and conditions, such as, percentage increase, security deposits are determined basis fair rental value estimates supported by an independent valuer at the time of entering transactions and same shall be followed for future arrangements and fair value of new property(ies).

Lease for new facilities, if any, shall be entered into at arm's length basis prior to the handing over of properties by the Company to MSWIL to carry on manufacturing and business operations.

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**Rationale for transaction**

The Company and/or MSWIL, operates through various manufacturing units and offices, located in various states of India, including, Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand, Rajasthan and Tamil Nadu.

The land and / or building of manufacturing and offices are owned and / or leased in the name of the Company. Further, certain lease lands are on long term leases taken from government authorities / industrial parks.

Manufacturing units and offices have been given on lease / sub- lease by the Company to MSWIL, including additional properties as may be commercially agreed between the Company and MSWIL. This arrangement enables MSWIL to work in close collaboration with SAMIL which is important given the interdependencies/overlap in their respective supply chains.

Further, since the demerger of the domestic wiring harness division of the Company to MSWIL, the Company continues to provide various properties / land on lease to MSWIL on an arm's length basis. MSWIL is occupying the strategic locations in proximity to the customer locations, moving to the other location may cause business disruption.

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**Duration of the proposed transactions**

Considering the nature of assets which are given on lease, the agreement for these lease / sub-lease will be on long term for a period as per mutual agreement between lessee and lessor.

The agreements contain termination provisions, applicable post expiry of lock-in period, in line with long term commercial contracts of this nature.

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|   |   |
|---|---|
| <b>Pricing and financial arrangements</b> | <p>To ensure that fairness of annual lease rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an independent valuer carries out detailed evaluation for the respective lease agreements to support the fairness of the terms of the lease agreement including annual lease rentals, escalation and security deposit.</p> <p>The fair valuation of lease rentals was carried out by Knight Frank, an independent valuer. Further, arm's length terms for future leases will also be based on a valuation report to be obtained from independent valuer of repute.</p> <p>The majority of leased properties have continued since the demerger of the domestic wiring harness business, and fair rent is determined through an independent valuation; hence, no bidding process is followed.</p> |
|---|---|

**6(d): Functional Support Services to MSWIL**

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

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resources. The shared services model enables cost optimisation through economies of scale, ensures consistent quality standards and facilitates seamless coordination across businesses. While the arrangement originated post the demerger of the domestic wiring harness business into MSWIL in 2022, its continuance is primarily based on ongoing commercial benefits and operational efficiencies for both entities. Both parties, being independent entities, continue this arrangement based on ongoing business requirements and mutual commercial benefit.

## **B. Others**

The Company hosts certain capabilities within the Group centrally relating to matters such as legal, audit, taxation, secretarial, central procurement etc. The Company uses these capabilities for itself and also extends the same to MSWIL on the basis of arm's length consideration. The key rationale for undertaking these arrangements is to achieve efficiency and avoid duplication of resources thus making businesses of The Company and MSWIL cost efficient.

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### **Duration of the proposed transactions**

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

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

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### **Pricing and financial arrangements**

#### **A. Functional Services to be provided by the Company**

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

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

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

#### **B. Others**

Pricing to be governed by following principles:

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

These transactions relate to specific cost-sharing arrangements between the two companies, driven by operational synergies and cost optimization, and therefore do not involve a bidding process.

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#### 6(e): Management services

| Particulars  | Information  |
|--|--|
| <b>Name of the Related Party and Nature of Related Party</b>                 | Motherson Sumi Wiring India Limited (“MSWIL”)<br><br>The Company holds 33.43% of the equity share capital of MSWIL.  |
| <b>Nature, material terms and particulars of the contract or arrangement</b> | The transaction shall involve provision of various management services by the Company to MSWIL including management support and advice, local relationships and ground level assistance. The transactions will be at an arm’s length basis.  |
| <b>Rationale for transaction</b>   | <p>The Company and Sumitomo Wiring Systems, Ltd., Japan (“SWS”) had entered into a Technical Assistance Agreement dated December 20, 1986, for the manufacture of wiring harness and components. The technical assistance and grant of license were, <i>inter-alia</i>, to manufacture and sell wiring harness and its components by using technical information, know-how and technical assistance from SWS including design &amp; development fee, software computer maintenance fee, technician absence fee etc. The said technical assistance has been extended from time to time and new products been included as per the requirements of the customers. Since these agreement(s) were in relation to the domestic wiring harness business, these stands transferred and vested into MSWIL consequent to the demerger.</p> <p>Further, MSWIL benefits from the management guidance and support of the management of the Company.</p> <p>The contribution of the Company in terms of management support, advice and other such incidental aspects are crucial to the growth and development of MSWIL’s business, which is required on an ongoing basis. Accordingly, the Company will continue to provide strategic guidance, operational and management support to MSWIL.</p> <p>Further, the Company continues to provide management guidance and support to MSWIL, contributing to its growth while enabling effective utilisation of Company’s managerial expertise and alignment of business objectives. The Company being the majority shareholder, provides such services pursuant to the demerger on an arm’s length basis.</p> |
| <b>Duration of the proposed transactions</b>                                 | The duration of this arrangement will be up to next Annual General Meeting or for a period not exceeding fifteen   |

months from the date of present Annual General Meeting, whichever is earlier.

The agreement will also contain termination provisions in line with long term commercial contracts of this nature.

**Pricing and financial arrangements** For Management Services (Management guidance and the continued support in the wiring harness business) to be provided by the Company to MSWIL, the arrangement will have identical commercial terms / parameters as of the technical services agreement with Sumitomo Wiring Systems Ltd., Japan with MSWIL.

All agreement(s)/ arrangement(s) will be at an arm’s length basis.

This ongoing support is provided by SAMIL to maximize business growth. Leveraging SAMIL’s proprietary expertise, this highly specialized support is unique and unavailable in the general commercial market. Because no comparable alternative service providers exist, competitive bidding was not engaged.

Further the information pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, in relation to Industry Standards on Minimum information to be provided to Shareholders for approval of Related Party Transactions (“**RPT Industry Standards**”) are as follows:

| S. No.   | Particulars of the information   | Information provided by the management                                       |
|--|--|--|
| <b><u>A. Minimum information of the proposed RPT, applicable to all RPTs</u></b> |  |  |
| <b>A(1). Basic details of the related party</b>                                  |  |  |
| 1  | Name of the related party  | Motherson Sumi Wiring India Limited (“MSWIL”)                                |
| 2  | Country of incorporation of the related party  | India  |
| 3  | Nature of business of the related party  | Manufacturing of Wiring harness & its components/Functional Support Services |
| <b>A(2). Relationship and ownership of the related party</b>                     |  |  |
| 1  | Relationship between the listed entity/subsidiary <sup>1</sup> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Joint Venture  |
| 2  | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.   | 33.43%   |
| 3  | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the   | Not Applicable   |

|  | listed entity/ subsidiary (in case of transaction involving the subsidiary).   |   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
|--|--|---|-------|--------------|----------------------|---|---------------------------------|-----------------------|---|--|----------------------|---|-----------------------------------|----------------------|---|--------------------------------------|----------------------|---|---------------------|--------------------|
| 4  | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).   | Not Applicable  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| <b>A(3). Details of previous transactions with the related party</b> |  |   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 1  | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the financial year.   | Total amount of actual transactions between the Company and MSWIL was INR 48,507 million in FY 2025-26: <table border="1" data-bbox="824 510 1414 867"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>Amounts in (INR Mn.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods and Capital Goods</td> <td>44,416</td> </tr> <tr> <td>2</td> <td>Purchase of Goods and Capital Goods and services</td> <td>971</td> </tr> <tr> <td>3</td> <td>Rent Income and Security Deposits</td> <td>1,001</td> </tr> <tr> <td>4</td> <td>Functional Support Services to MSWIL</td> <td>1,510</td> </tr> <tr> <td>5</td> <td>Management Services</td> <td>609</td> </tr> </tbody> </table>   | S No. | Transactions | Amounts in (INR Mn.) | 1 | Sale of Goods and Capital Goods | 44,416                | 2 | Purchase of Goods and Capital Goods and services | 971                  | 3 | Rent Income and Security Deposits | 1,001                | 4 | Functional Support Services to MSWIL | 1,510                | 5 | Management Services | 609                |
| S No.  | Transactions   | Amounts in (INR Mn.)  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 1  | Sale of Goods and Capital Goods  | 44,416  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 2  | Purchase of Goods and Capital Goods and services   | 971   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 3  | Rent Income and Security Deposits  | 1,001   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 4  | Functional Support Services to MSWIL   | 1,510   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 5  | Management Services  | 609   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 2  | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Total amount of actual transactions between the Company and MSWIL was INR 48,507 million in FY 2025-26. The amount of transactions for quarter ended June 30, 2026 is not applicable till date.   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 3  | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.             | No  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| <b>A(4). Amount of the proposed transactions</b>                     |  |   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 1  | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.   | Total amount of proposed transactions between the Company and MSWIL will be INR 85,918 million for FY 2026-27: <table border="1" data-bbox="824 1476 1414 1860"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>Amounts in (INR Mn)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods and Capital Goods</td> <td>72,734<sup>(1)</sup></td> </tr> <tr> <td>2</td> <td>Purchase of Goods and Capital Goods and services</td> <td>9,307<sup>(2)</sup></td> </tr> <tr> <td>3</td> <td>Rent Income and Security Deposits</td> <td>1,150<sup>(3)</sup></td> </tr> <tr> <td>4</td> <td>Functional Support Services to MSWIL</td> <td>1,977<sup>(4)</sup></td> </tr> <tr> <td>5</td> <td>Management Services</td> <td>750<sup>(5)</sup></td> </tr> </tbody> </table> | S No. | Transactions | Amounts in (INR Mn)  | 1 | Sale of Goods and Capital Goods | 72,734 <sup>(1)</sup> | 2 | Purchase of Goods and Capital Goods and services | 9,307 <sup>(2)</sup> | 3 | Rent Income and Security Deposits | 1,150 <sup>(3)</sup> | 4 | Functional Support Services to MSWIL | 1,977 <sup>(4)</sup> | 5 | Management Services | 750 <sup>(5)</sup> |
| S No.  | Transactions   | Amounts in (INR Mn)   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 1  | Sale of Goods and Capital Goods  | 72,734 <sup>(1)</sup>   |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 2  | Purchase of Goods and Capital Goods and services   | 9,307 <sup>(2)</sup>  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 3  | Rent Income and Security Deposits  | 1,150 <sup>(3)</sup>  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 4  | Functional Support Services to MSWIL   | 1,977 <sup>(4)</sup>  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |
| 5  | Management Services  | 750 <sup>(5)</sup>  |       |              |                      |   |                                 |                       |   |  |                      |   |                                   |                      |   |                                      |                      |   |                     |                    |

|       |  | <p>Notes:</p> <p>(1) <i>The increase is due to higher raw material prices in current FY 2026-27 (~30% -35%) as compared to previous year FY 2025-26 and partially increased volumes from new and existing production programs.</i></p> <p>(2) <i>The increase is primarily on account of raw material procurement (eg. copper wire) from MSWIL of INR 7,000 mn at arm's length prices and balance is on account of higher business volumes.</i></p> <p>(3) <i>The increase is on account of rent and escalations on agreed terms of existing properties in previous year along with estimated escalations on renewal of agreement term becoming due in current year; and a few additional properties leased for new manufacturing locations. Aggregate rental represents (98%) (approx.) for existing properties and (2%) (approx.) for new properties</i></p> <p>(4) <i>The Company provides management services (i.e strategic advisory, operational and management support) the increase is attributable to the additional support required for business growth.</i></p> <p>(5) <i>The increase is due to, higher business volumes growth.</i></p> |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
|-------|--|---|-------|--------------|--|---|---------------------------------|-------|---|--|-------|---|-----------------------------------|-------|---|--------------------------------------|-------|---|---------------------|-------|
| 2     | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes   |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 3     | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.   | <p>Value of the proposed transactions as a percentage of the Company's annual consolidated turnover is 6.82%, as under:</p> <table border="1"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>% of Consolidated revenue of the Company</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods and Capital Goods</td> <td>5.77%</td> </tr> <tr> <td>2</td> <td>Purchase of Goods and Capital Goods and services</td> <td>0.74%</td> </tr> <tr> <td>3</td> <td>Rent Income and Security Deposits</td> <td>0.09%</td> </tr> <tr> <td>4</td> <td>Functional Support Services to MSWIL</td> <td>0.16%</td> </tr> <tr> <td>5</td> <td>Management Services</td> <td>0.06%</td> </tr> </tbody> </table>   | S No. | Transactions | % of Consolidated revenue of the Company | 1 | Sale of Goods and Capital Goods | 5.77% | 2 | Purchase of Goods and Capital Goods and services | 0.74% | 3 | Rent Income and Security Deposits | 0.09% | 4 | Functional Support Services to MSWIL | 0.16% | 5 | Management Services | 0.06% |
| S No. | Transactions   | % of Consolidated revenue of the Company  |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 1     | Sale of Goods and Capital Goods  | 5.77%   |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 2     | Purchase of Goods and Capital Goods and services   | 0.74%   |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 3     | Rent Income and Security Deposits  | 0.09%   |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 4     | Functional Support Services to MSWIL   | 0.16%   |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 5     | Management Services  | 0.06%   |       |              |  |   |                                 |       |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |

| 4   | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)                  | Not Applicable  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
|---|--|---|----------|------------------|--|---------|---------------------------------|--------|---|--|-------|---|-----------------------------------|-------|---|--------------------------------------|-------|---|---------------------|-------|
| 5   | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover is 74.85%, as under: <table border="1" data-bbox="824 436 1425 856"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>% of Consolidated revenue of the Company</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods and Capital Goods</td> <td>63.37%</td> </tr> <tr> <td>2</td> <td>Purchase of Goods and Capital Goods and services</td> <td>8.11%</td> </tr> <tr> <td>3</td> <td>Rent Income and Security Deposits</td> <td>1.00%</td> </tr> <tr> <td>4</td> <td>Functional Support Services to MSWIL</td> <td>1.72%</td> </tr> <tr> <td>5</td> <td>Management Services</td> <td>0.65%</td> </tr> </tbody> </table> | S No.    | Transactions     | % of Consolidated revenue of the Company | 1       | Sale of Goods and Capital Goods | 63.37% | 2 | Purchase of Goods and Capital Goods and services | 8.11% | 3 | Rent Income and Security Deposits | 1.00% | 4 | Functional Support Services to MSWIL | 1.72% | 5 | Management Services | 0.65% |
| S No.   | Transactions   | % of Consolidated revenue of the Company  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 1   | Sale of Goods and Capital Goods  | 63.37%  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 2   | Purchase of Goods and Capital Goods and services   | 8.11%   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 3   | Rent Income and Security Deposits  | 1.00%   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 4   | Functional Support Services to MSWIL   | 1.72%   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 5   | Management Services  | 0.65%   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 6   | Financial performance of the related party for the immediately preceding financial year:   | The financial performance of MSWIL for FY 2025-26 is as follows: <p style="text-align: right;">(INR Mn.)</p> <table border="1" data-bbox="824 982 1425 1081"> <thead> <tr> <th>Turnover</th> <th>Profit After Tax</th> <th>Net Worth</th> </tr> </thead> <tbody> <tr> <td>114,776</td> <td>6,252</td> <td>21,617</td> </tr> </tbody> </table>   | Turnover | Profit After Tax | Net Worth                                | 114,776 | 6,252                           | 21,617 |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| Turnover  | Profit After Tax   | Net Worth   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 114,776   | 6,252  | 21,617  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| <b>A(5). Basic details of the proposed transactions</b> |  |   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 1   | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)   | The specific type and details of transactions are as follows: <table border="1" data-bbox="824 1249 1425 1570"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>Refer to Note</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale of Goods and Capital Goods</td> <td>6(a)</td> </tr> <tr> <td>2</td> <td>Purchase of Goods and Capital Goods and services</td> <td>6(b)</td> </tr> <tr> <td>3</td> <td>Rent Income and Security Deposits</td> <td>6(c)</td> </tr> <tr> <td>4</td> <td>Functional Support Services to MSWIL</td> <td>6(d)</td> </tr> <tr> <td>5</td> <td>Management Services</td> <td>6(e)</td> </tr> </tbody> </table>  | S No.    | Transactions     | Refer to Note                            | 1       | Sale of Goods and Capital Goods | 6(a)   | 2 | Purchase of Goods and Capital Goods and services | 6(b)  | 3 | Rent Income and Security Deposits | 6(c)  | 4 | Functional Support Services to MSWIL | 6(d)  | 5 | Management Services | 6(e)  |
| S No.   | Transactions   | Refer to Note   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 1   | Sale of Goods and Capital Goods  | 6(a)  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 2   | Purchase of Goods and Capital Goods and services   | 6(b)  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 3   | Rent Income and Security Deposits  | 6(c)  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 4   | Functional Support Services to MSWIL   | 6(d)  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 5   | Management Services  | 6(e)  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 2   | Details of each type of the proposed transaction   |   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 3   | Tenure of the proposed transaction (tenure in number of years or months to be specified)   | FY 2026-27  |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |
| 4   | Whether omnibus approval is being sought?  | Yes   |          |                  |  |         |                                 |        |   |  |       |   |                                   |       |   |                                      |       |   |                     |       |

| 5      | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.   | Value of proposed transactions would be INR 85,918 million in FY 2026-2027. These would be executed with current year.   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
|--------|--|--|--------|--------------|---------------|---|---------------------------------|------|---|--|------|---|-----------------------------------|------|---|--------------------------------------|------|---|---------------------|------|
| 6      | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity  | <p>Justification for the proposed transactions are explained as below:</p> <table border="1" data-bbox="829 359 1422 684"> <thead> <tr> <th data-bbox="829 359 899 422">Sl No.</th> <th data-bbox="899 359 1292 422">Transactions</th> <th data-bbox="1292 359 1422 422">Refer to Note</th> </tr> </thead> <tbody> <tr> <td data-bbox="829 422 899 457">1</td> <td data-bbox="899 422 1292 457">Sale of Goods and Capital Goods</td> <td data-bbox="1292 422 1422 457">6(a)</td> </tr> <tr> <td data-bbox="829 457 899 520">2</td> <td data-bbox="899 457 1292 520">Purchase of Goods and Capital Goods and services</td> <td data-bbox="1292 457 1422 520">6(b)</td> </tr> <tr> <td data-bbox="829 520 899 583">3</td> <td data-bbox="899 520 1292 583">Rent Income and Security Deposits</td> <td data-bbox="1292 520 1422 583">6(c)</td> </tr> <tr> <td data-bbox="829 583 899 646">4</td> <td data-bbox="899 583 1292 646">Functional Support Services to MSWIL</td> <td data-bbox="1292 583 1422 646">6(d)</td> </tr> <tr> <td data-bbox="829 646 899 684">5</td> <td data-bbox="899 646 1292 684">Management Services</td> <td data-bbox="1292 646 1422 684">6(e)</td> </tr> </tbody> </table> | Sl No. | Transactions | Refer to Note | 1 | Sale of Goods and Capital Goods | 6(a) | 2 | Purchase of Goods and Capital Goods and services | 6(b) | 3 | Rent Income and Security Deposits | 6(c) | 4 | Functional Support Services to MSWIL | 6(d) | 5 | Management Services | 6(e) |
| Sl No. | Transactions   | Refer to Note  |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 1      | Sale of Goods and Capital Goods  | 6(a)   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 2      | Purchase of Goods and Capital Goods and services   | 6(b)   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 3      | Rent Income and Security Deposits  | 6(c)   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 4      | Functional Support Services to MSWIL   | 6(d)   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 5      | Management Services  | 6(e)   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 7      | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p> | <p>a) Mr. V.C. Sehgal, Promotor Director<br/>b) Mr. L.V. Sehgal, Promotor Director</p> <p>a) Mr. V.C. Sehgal directly holds 153,647,343 shares in MSWIL equivalent to 2.32% of paid-up capital. The indirect holding of Mr. V.C. Sehgal is 0.055%. Further considering, the Company's shareholding of 33.43% in MSWIL, the aggregate beneficial ownership is 5.69%.</p> <p>b) Mr. L.V. Sehgal directly holds 157,848 shares in MSWIL equivalent to 0.002% of paid-up capital. The indirect holding, of Mr. L.V. Sehgal is 0.055%. Further considering, the Company's shareholding of 33.43% in MSWIL, the aggregate beneficial ownership is 4.71%.</p>   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 8      | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee   | The RPTs for Rent Income and Security Deposits have been reviewed by a reputed independent valuer / external consulting firm, namely, Knight and Frank, for pricing and arm's length compliance, and the report confirms that same are at arm's length. The report is available for inspection by the members and can also be accessed through the weblink and QR code provided in the Notes section of this Notice.   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |
| 9      | Other information relevant for decision making.  | Not Applicable   |        |              |               |   |                                 |      |   |  |      |   |                                   |      |   |                                      |      |   |                     |      |

| S. No.   | Particulars of the information  | Information provided by the management   |  |   |
|--|---|--|--|---|
| <b>B. Information to be provided <i>only</i> if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</b>                            |   |  |  |   |
| <b>B(1). Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b> |   |  |  |   |
| 1  | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.   | Information on bidding process and basis of determination of price is described below: |  |   |
| 2  | Basis of determination of price.  | S No.  | Transactions                                     | Refer to Note                           |
|  |   | 1  | Sale of Goods and Capital Goods                  | 6(a)                                    |
|  |   | 2  | Purchase of Goods and Capital Goods and services | 6(b)                                    |
|  |   | 3  | Rent Income and Security Deposits                | 6(c)                                    |
|  |   | 4  | Functional Support Services to MSWIL             | 6(d)                                    |
|  |   | 5  | Management Services                              | 6(e)                                    |
| 3  | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Amount of Trade Advance (a)  | Tenure (b)                                       | Whether same is self – liquidating? (c) |
|  |   | No   | Not Applicable                                   | Not Applicable                          |

The above limits have been calculated on Annualised basis and shall get adjusted *pro-rata* depending upon gap between two Annual General Meetings. The materiality threshold for the above said related party transactions will not be breached before the time of undertaking this shareholders' approval. There is no significant shift between previous year quantum and proposed year's RPT limits for above said transactions.

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

The members may note that the afore-mentioned transaction(s) with MSWIL are on an arm's length basis and in an ordinary course of business. Further, terms and conditions of afore-mentioned transaction(s) be consistent with basis on which transaction(s) are entered into with unrelated parties. The afore-mentioned transaction(s) does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company.

The policy on the Related Party Transactions as adopted by the Company and as amended from time to time, is disclosed on the website of the Company and same is followed while entering into the transactions with related parties. The members may note that pursuant to Regulation 23 of the SEBI Listing Regulations, the other non-material related party transaction(s) to be entered by the Company with its related parties on arm's length basis and in ordinary course of business shall be continued to be reviewed and / or approved by the Audit Committee and / or the Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company in its meetings held on June 22, 2026, and June 23, 2026, respectively, approved and consented to seek shareholders' approval for the said RPTs. For consideration of RPTs, the Audit Committee reviewed the certificate provided by Whole-time Director and Group CFO of the Company, as required under the RPT Industry Standards. The members may also note that the above mentioned RPTs are continuing transactions and have already been approved by the Company's Audit Committee and shareholders in the past.

The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, and they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the Company have also reviewed these RPTs and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned at Item No. 6 to this notice.

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

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter of MSWIL. Mr. Vivek Chaand Sehgal holds 2.32% equity shares of MSWIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and relative of Mr. Vivek Chaand Sehgal is also Promoter and Director of MSWIL. Accordingly, above promoter directors and / or their nominees / relatives may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. Except to the extent mentioned hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

### **Item No. 7**

#### **About Motherson**

The Motherson Group's flagship, Samvardhana Motherson International Limited (the “**Company**”), has a presence in 47 (Forty-seven) countries across Europe, the Americas, Asia, Australia and Africa, directly and/or through its subsidiaries, joint ventures, and associates (hereinafter collectively referred to as “**Motherson**”). Motherson is ranked among the top 15 (Fifteen) global automotive suppliers. The Company currently operates across 12 (Twelve) business verticals, namely, Wiring Harness, Vision Systems, Modules and Polymer Products, Integrated Assemblies, Elastomers, Lighting and Electronics, Precision Metals and Modules, Technologies and Industry Solutions, Aerospace, Logistics Solutions, Health and Medical, and Services.

Motherson today positions itself as a global Design, Engineering, Manufacturing, Assembly and Logistics (D.E.M.A.L.) specialist, delivering full-system solutions to its customers. Accordingly, the Company is no longer a pure-play automotive business, and it aims to maintain a balanced mix between automotive and non-automotive revenues over time, while continuing to diversify across customers, geographies, and products. As per Company's disclosed Vision 2030, Motherson plans to grow its revenues significantly through acquisitions, organic growth, and expansion into new businesses.

Across its business verticals, Consumer Electronics is a fast-emerging area that offers relatively stable, year-round demand, supporting better capacity utilisation and steady growth. The Consumer Electronics vertical is also expected to benefit from ongoing shifts in global supply chains, and from India's growing importance as a manufacturing hub under the “Make in India” and “Atmanirbhar Bharat” initiative.

Through continued focus on scale, efficiency, and integration across its operations, the Company is working towards its vision of becoming a globally preferred and sustainable solutions provider.

#### **About Motherson Electronic Components Private Limited**

Motherson Electronic Components Private Limited having CIN U26109DL2023PTC411085 and registered office at F-7 Block, B-1, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi, Delhi- 110044, India (“**MECPL**”), is a company incorporated by Samvardhana Motherson Innovation Solutions Limited (“**SMISL**”) as its wholly owned subsidiary on March 15, 2023. Where, SMISL is a wholly owned subsidiary of the Company. MECPL was incorporated to carry on the business of manufacturing, design, development, assembly, marketing, sale of components, material etc. and act as a vehicle for exploring new businesses for further expansion of Motherson. MECPL operates in the

electronic components business and is strategically important to the Company's growth in the electronics and consumer electronics segment.

On January 18, 2024, SMISL entered into the Securities Subscription Agreement, Shareholders Agreement and Technology Support Agreement (“**Definitive Agreements**”) with BIEL Crystal (Singapore) Private Limited (“**BIEL**”). Further, the Company presently holds 90% of the paid-up equity share capital of MECPL through SMISL, while the balance 10% is held by BIEL on a fully diluted basis. Pursuant to the Definitive Agreements, BIEL has right to increase its shareholding in the equity share capital of MECPL up to an additional 39% (through primary and/or secondary and/or combination of both), i.e., aggregating up to 49% of share capital of MECPL on fully diluted basis. Pursuant to the Definitive Agreements, BIEL has made investment(s) in MECPL and MECPL has received technical assistance from BIEL and/or its affiliates.

The Stock Exchange disclosures made by the Company in relation to the Definitive Agreement with BIEL are available on the website of the Company at [Link-1](#) and [Link-2](#).

MECPL's primary focus is on manufacturing consumer electronic products, marking a significant milestone in India's manufacturing landscape. MECPL is poised to become one of India's pioneering manufacturers of consumer electronic products, aiming to meet market demand, thereby contributing to the reduction of import dependency, while also creating a substantial number of employment opportunities, driving socio-economic progress.

MECPL achieved first full year of commercial operations for financial year ended March 31, 2026, with revenue of INR 12,915 million (i.e. 7.4x YoY revenue growth), reflecting strong scale-up. Also, MECPL achieved production run-rate in Q4FY26 in-line with targeted annual production guidance of 14 to 16 million units. MECPL achieved EBITDA margin of 8% (approx.) in its first full year of operations of FY26, achieving a key milestone in the scale-up journey.

### **Proposal for consideration**

MECPL has been setting up manufacturing facility in a phased manner. MECPL has set-up two green field projects in Tamil Nadu, India. The project cost for the first two green field projects was INR 10,900 million (approx.) funded through mix of external borrowing(s) and shareholders' fund, in the ratio of 70:30. Now, considering demand from customers, MECPL is in the process of setting-up its third and largest green field project(s) in the state of Tamil Nadu with CAPEX in land, building, plant & machinery, working capital and pre-operating expenses of INR 72,000 million (approx.), with manufacturing capability of 40 million units annually. With the third green field project, MECPL plans to achieve significant capacity expansion and margin improvements, including, through backward integration.

MECPL to raise funds for its project(s) set-up cost and working capital requirements from Bank(s), Financial Institution(s), other third-party lender(s) etc. Further, subject to availability of borrowed funds at commercially prudent financing cost, the green field project(s) are to be funded with debt-equity ratio of 70:30. In this respect, to optimize overall project(s) financing for MECPL, it is proposed that the Company provides loan(s), inter-corporate deposit(s), guarantee(s) or surety, including by way of comfort letter(s), for facilities to be availed by MECPL, up to the limits as mentioned in the enabling resolution.

As on March 31, 2026, SMISL has made an investment(s) of INR 11,250 million in equity of MECPL. Further, as on March 31, 2026, the Company's subsidiary(ies) have loans of INR 2,800 million, to MECPL. Accordingly, the above reflects long-term strategic commitment towards MECPL's growth and development. In view of such existing exposure, it is considered appropriate and in the best interest of the Company to continue supporting MECPL through additional funding support and provision of corporate guarantees, to safeguard its investment, ensure continuity in execution of its business plans and enhance value creation.

The Company proposes to charge/receive interests for the loan(s)/inter-corporate deposit at arm's length (i.e. RBI Repo Rate plus margin of 3%, effective rate of 8.25% per annum as on March 31, 2026) and

corporate guarantee commission at the rate of 1% per annum. Accordingly, the proposed arrangement on an arm's length basis is commercially beneficial to the Company, in addition to, the strategic value of supporting MECPL's growth.

The shareholders of the Company at its 37<sup>th</sup> Annual General Meeting held on August 29, 2024, had approved to provide corporate guarantee(s) or security for securing term loan/working capital facilities for an amount upto INR 21,500 million out of which the Company till date has issued a corporate guarantee(s) for credit facilities availed by MECPL aggregating up to INR 16,000 million. The loan(s), inter-corporate deposit(s), guarantee or surety proposed to be provided up to the limits as mentioned in the enabling resolution, will be over and above the limits approved by the shareholders at the above-mentioned AGM held on August 29, 2024.

### **Regulatory Disclosure**

The Company has been making investments, giving loans and/or providing guarantees or security in connection with loans to other persons and bodies corporate (i.e. its subsidiaries, joint ventures and associate companies) from time to time, in accordance with section 186 of the Companies Act, 2013 (the "Act") and other applicable provisions (if any).

The provisions of section 186(2) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, *inter-alia*, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding:

- (i) sixty percent of its paid-up share capital, free reserves and securities premium account; or
- (ii) one hundred per cent of its free reserves and securities premium account, whichever is more.

The sub-section (3) of section 186 of the Act provides that advancing of any loan or guarantee or providing any security or the acquisition as provided under section 186(2) of the Act, exceeds the limits specified therein, a prior approval of members by means of a Special Resolution is required. The first proviso to section 186(3) of the Act provides that where a loan or guarantee is advanced or where a security been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of 186(2) of the Act shall not apply. As per explanation to section 2(87) of the Act, for the purpose of definition of "subsidiary company", the expression "company" includes any body corporate.

Further, sub-section (11) of section 186 of the Act provides for certain exemptions to certain categories of companies for certain types of transaction from applicability of section 186 of the Act. Further, section 186(11)(b)(i) of the Act exempts any investment made by an investment company from applicability of provisions of section 186 of the Act. The explanation to sub-section (13) of section 186 of the Act defines an 'investment company' to mean "a company whose principal business is the acquisition of shares, debentures or other securities and a company will be deemed to be principally engaged in the business of acquisition of shares, debentures or other securities, if its assets in the form of investment in shares, debentures or other securities constitute not less than fifty per cent of its total assets, or if its income derived from investment business constitutes not less than fifty per cent as a proportion of its gross income". The members may note that as on March 31, 2026, assets in the form of investment in shares, debentures or other securities constitutes more than 50% of the total assets of the Company.

Further, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), all related party transactions, including material related party transactions, require prior approval of the Audit Committee and/or the shareholders of the Company, as applicable, unless otherwise exempted under the said Regulation.

Further the requisite details pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, in relation to Industry Standards on Minimum information to be provided to Shareholders for approval of Related Party Transactions (“**RPT Industry Standards**”) are as follows:

| Sl. No.   | Particulars of the Information  | Information provided by the management   |         |                        |                 |    |                         |       |    |  |     |    |   |    |
|---|---|--|---------|------------------------|-----------------|----|-------------------------|-------|----|--|-----|----|---|----|
| <b>A. Minimum information of the proposed RPT, applicable to all RPTs</b> |   |  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| <b>A(1). Basic details of the related party</b>                           |   |  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 1.  | Name of the related party   | Motherson Electronic Components Private Limited  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 2.  | Country of incorporation of the related party   | India  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 3.  | Nature of business of the related party   | Manufacturing of electronic components   |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| <b>A(2). Relationship and ownership of the related party</b>              |   |  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 4.  | Relationship between the Company and the related party, including nature of concern/interest  | MECPL is a subsidiary of the Company.  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 5.  | Shareholding of the Company in the related party (whether direct or indirect)   | Samvardhana Motherson Innovation Solutions Limited (“SMISL”) holds 90% of the paid-up equity share capital of MECPL. Further, SMISL is a wholly owned subsidiary of the Company.   |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 6.  | Shareholding of the related party in the Company (whether direct or indirect)   | Nil  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 7.  | Any other ownership interest  | Nil  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| <b>A(3). Details of previous transactions with the related party</b>      |   |  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 8.  | Total amount of all the transactions undertaken by the Company with the related party during the last financial year  | The total amount of transactions for FY 2025-26, was INR 2,044 million, as under: <table border="1" data-bbox="756 1142 1318 1402"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transactions</th> <th>INR in millions</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>To grant loan(s) / ICDs</td> <td>1,830</td> </tr> <tr> <td>2.</td> <td>Corporate guarantee commission received from MECPL</td> <td>140</td> </tr> <tr> <td>3.</td> <td>Others (purchase of goods and services)</td> <td>74</td> </tr> </tbody> </table> | Sl. No. | Nature of transactions | INR in millions | 1. | To grant loan(s) / ICDs | 1,830 | 2. | Corporate guarantee commission received from MECPL | 140 | 3. | Others (purchase of goods and services) | 74 |
| Sl. No.   | Nature of transactions  | INR in millions  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 1.  | To grant loan(s) / ICDs   | 1,830  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 2.  | Corporate guarantee commission received from MECPL  | 140  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 3.  | Others (purchase of goods and services)   | 74   |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 9.  | Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought | Total amount of transactions for quarter ended June 30, 2026, is not applicable till date. Further, corporate guarantee issued till date, in favour of The Hongkong and Shanghai Banking Corporation Limited for credit facilities availed by MECPL aggregating up to INR 16,000 million, out of the limits of INR 21,500 million as approved by the shareholders in its meeting held on August 29, 2024.  |         |                        |                 |    |                         |       |    |  |     |    |   |    |
| 10.   | Any default, if any, made by the related party in respect of any obligation undertaken by it under transactions or arrangements entered into with the Company during the last financial year            | None   |         |                        |                 |    |                         |       |    |  |     |    |   |    |

| <b>A(4). Amount of the proposed transactions</b>        |  |  |         |             |                 |    |          |        |    |                          |      |    |           |        |
|---|--|--|---------|-------------|-----------------|----|----------|--------|----|--------------------------|------|----|-----------|--------|
| 11.   | Amount of the proposed transaction(s) being placed for approval in the meeting of the Audit Committee/shareholders   | (a) Additional loans / inter-corporate deposits aggregating and outstanding up to INR 3,000 million; and<br>(b) Corporate guarantee(s) aggregating up to INR 38,100 million, to be provided in connection with credit facilities to be availed by MECPL  |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 12.   | Whether the proposed transaction(s), taken together with transactions undertaken with the related party during the current financial year, would render the proposed transaction a material RPT      | Yes  |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 13.   | Value of the proposed transaction(s) as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year  | 3.26 %   |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 14.   | Value of the proposed transaction(s) as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary)       | Not applicable   |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 15.   | Value of the proposed transaction(s) as a percentage of the related party's annual consolidated turnover (or standalone, if consolidated not available) for the immediately preceding financial year | (a) On standalone basis: 318.23 %<br>(b) On consolidated basis: Not applicable   |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 16.   | Financial performance of the related party for the immediately preceding financial year (standalone basis)   | Financial performance for FY 2025-26 was as under: <table border="1" data-bbox="755 1136 1318 1299"> <thead> <tr> <th>Sl. No.</th> <th>Particulars</th> <th>INR in millions</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Turnover</td> <td>13,058</td> </tr> <tr> <td>2.</td> <td>Profit / (Loss) Ater Tax</td> <td>(70)</td> </tr> <tr> <td>3.</td> <td>Net Worth</td> <td>11,853</td> </tr> </tbody> </table>  | Sl. No. | Particulars | INR in millions | 1. | Turnover | 13,058 | 2. | Profit / (Loss) Ater Tax | (70) | 3. | Net Worth | 11,853 |
| Sl. No.   | Particulars  | INR in millions  |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 1.  | Turnover   | 13,058   |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 2.  | Profit / (Loss) Ater Tax   | (70)   |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 3.  | Net Worth  | 11,853   |         |             |                 |    |          |        |    |                          |      |    |           |        |
| <b>A(5). Basic details of the proposed transactions</b> |  |  |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 17.   | Specific type of the proposed transaction  | (a) to provide additional any loan(s) and/or inter-corporate deposit(s), directly or indirectly, for an amount aggregating and outstanding up to INR 3,000 million, for the tenure as may be agreed / determined from time to time; and<br><br>(b) to provide additional corporate guarantee(s) in connection with Capital Expenditure(s), Working Capital and/or General Corporate Purpose, to be availed for an amount up to INR 38,100 million, to be disbursed in single or multiple tranches. |         |             |                 |    |          |        |    |                          |      |    |           |        |
| 18.   | Details of each type of the proposed transaction   | The proposed transactions involve provision of financial support by the Company to MECPL by way of loans/inter-corporate deposits and/or issuance of corporate guarantee(s) in connection with term loan   |         |             |                 |    |          |        |    |                          |      |    |           |        |

|         |   | and/or working capital facilities to be availed by MECPL from lender(s).  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
|---------|---|---|---------|---------------------|-----------------|----|------------|-------|---------|---------------------|-----------------|----|------------|--------|----|------------|--------|
| 19.     | Tenure of the proposed transaction (in number of years/months)  | (a) Loans/ICDs: up to 3 years from the date of transactions; and<br>(b) Corporate guarantees: up to 7 years from the date of disbursement.  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 20.     | Whether omnibus approval is being sought  | Not applicable  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 21.     | Value of the proposed transaction during a financial year.<br><br>In the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | The projected and estimated break-up financial year-wise is as follows:<br><br>(a) <u>For loans/ICDs</u><br><table border="1"><thead><tr><th>Sl. No.</th><th>Financial Year (FY)</th><th>INR in millions</th></tr></thead><tbody><tr><td>1.</td><td>FY 2026-27</td><td>3,000</td></tr></tbody></table><br><br>(b) <u>Corporate guarantee</u><br><table border="1"><thead><tr><th>Sl. No.</th><th>Financial Year (FY)</th><th>INR in millions</th></tr></thead><tbody><tr><td>1.</td><td>FY 2026-27</td><td>26,100</td></tr><tr><td>2.</td><td>FY 2027-28</td><td>12,000</td></tr></tbody></table> | Sl. No. | Financial Year (FY) | INR in millions | 1. | FY 2026-27 | 3,000 | Sl. No. | Financial Year (FY) | INR in millions | 1. | FY 2026-27 | 26,100 | 2. | FY 2027-28 | 12,000 |
| Sl. No. | Financial Year (FY)   | INR in millions   |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 1.      | FY 2026-27  | 3,000   |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| Sl. No. | Financial Year (FY)   | INR in millions   |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 1.      | FY 2026-27  | 26,100  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 2.      | FY 2027-28  | 12,000  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 22.     | Justification as to why the RPT proposed to be entered into are in the interest of the listed entity  | The proposed transactions will enable MECPL to meet its funding requirements for capital expenditure, working capital and general corporate purposes, thereby supporting its growth and enhancing long-term value for the Company. In addition, kindly refer to details stated in explanatory statement hereof.   |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 23.     | Details of the promoter(s)/director(s)/ key managerial personnel who have interest in the transaction (direct or indirect)  | Nil   |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 24.     | Whether a copy of valuation or other external party report has been placed before the Audit Committee   | Not applicable  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |
| 25.     | Other information relevant for decision making  | In addition, kindly refer to details stated in explanatory statement hereof.  |         |                     |                 |    |            |       |         |                     |                 |    |            |        |    |            |        |

Disclosure pursuant to the transaction(s) relating to loans and advances or inter-corporate deposits and Guarantee(s) given by the Company:

|  |  |  |
|--|--|--|
| <b><u>B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</u></b>  |  |  |
| <b><u>B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</u></b> |  |  |
| 1.   | Source of funds in connection with the proposed transaction      | The proposed loans/inter-corporate deposits shall be funded through Internal accrual of the Company. |
| 2.   | Where any financial indebtedness is incurred to give loan/inter- | The details are as follows:  |

|   |  |  |                         |                |
|---|--|--|-------------------------|----------------|
|   | corporate deposit or advance, specify details  | <b>Sl. No.</b>   | <b>Particular</b>       | <b>Details</b> |
|   |  | 1.   | Nature of indebtedness  | Not applicable |
|   |  | 2.   | Total cost of borrowing | Not applicable |
|   |  | 3.   | Tenure                  | Not applicable |
|   |  | 4.   | Other details           | Not applicable |
| 3.  | Rate of interest at which the Company is borrowing funds from its lenders.<br><br>Note: Disclosure shall be made of borrowing undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity. | The interest rate for comparable maturity profile is REPO Rate <i>plus</i> 1.41% p.a., i.e., presently effective rate of 6.66% p.a. Further, the interest rate at which the company has borrowed by issue of unsecured listed NCDs, is in the range of 7.00% ~ 8.10% p.a.            |                         |                |
| 4.  | Proposed rate of interest to be charged by the Company from the related party  | The Company proposes to charge/receive interests for the loan(s)/inter-corporate deposit at arm's length, i.e. RBI Repo Rate plus margin of 3%, effective rate of 8.25% per annum as on March 31, 2026.  |                         |                |
| 5.  | Maturity/due date  | Up to 3 years from the date of loan disbursement.  |                         |                |
| 6.  | Repayment schedule and terms   | Repayment shall be as per agreement  |                         |                |
| 7.  | Whether the transaction is secured or unsecured  | Unsecured  |                         |                |
| 8.  | If secured, the nature of security and security coverage ratio   | Not applicable   |                         |                |
| 9   | Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction   | For meeting capital expenditure, working capital requirements and general corporate purposes of MECPL. In addition, kindly refer to details stated in explanatory statement hereof.  |                         |                |
| <b>B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</b> |  |  |                         |                |
| 1.  | (a) Rationale for giving guarantee, surety, indemnity or comfort letter  | The Company proposes to provide corporate guarantee(s) in connection with facilities to be availed by MECPL. In addition, kindly refer to details stated in explanatory statement hereof.  |                         |                |
|   | (b) Whether it will create a legally binding obligation on the listed entity? (Yes/No)   | Yes  |                         |                |
| 2.  | Material covenants of the proposed transaction including:<br>(i) commission, if any to be received by the Company;<br><br>(ii) contractual provisions on how the listed entity will recover the monies in case such guarantee is invoked             | i) The Company shall charge guarantee commission of approximately 1% per annum; and<br><br>ii) The Company shall have the right to recover amounts in case of invocation, in accordance with the terms of the guarantee and underlying facility agreements.                          |                         |                |
| 3.  | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee or comfort letter has been provided by the listed entity or its subsidiary.   | Corporate guarantee(s) aggregating up to INR 38,100 million, to be issued in one or more tranches, in connection with facilities to be availed by MECPL.<br><br>During the continuation of corporate guarantee(s), there will be no provisioning required to be made in the books of |                         |                |

|   |  |
|---|--|
| <p>Additionally, any provisions required to be made in the books of accounts of the listed entity or any of its subsidiary shall also be specified.</p> | <p>accounts of the listed entity or subsidiary and will be disclosed as contingent liability in standalone financial statements.</p> |
|---|--|

### **Justification for the Proposal**

The members may also note that the permissible limits under sub-section (2) of Section 186 of the Act, for inter-corporate loans, guarantees, securities and investments by the Company, as on March 31, 2026, is INR 367,571 Million.

Considering various strategic acquisitions, organic and inorganic growth by the Company, the Company has already made loan, provided guarantee or security and subscribed to the securities to the tune of INR 591,880 Million as on March 31, 2026. The said amount includes loans, guarantees, security and/or investments made to wholly owned subsidiary companies (WOS) to the tune of INR 514,120 Million as on March 31, 2026, which are exempted under the first proviso to sub-section (3) of Section 186 of the Act from the requirement of obtaining prior shareholders' approval. Further, as on March 31, 2026, the loans, guarantee, security investment etc. in legal entities or other person, i.e. other than Joint Venture and WOS which are exempted under sub-section (3) of Section 186, is INR 77,759 Million.

The proposed financial support to MECPL is aligned with the Company's Vision 2030 strategy of driving growth through expansion into high-potential businesses and increasing the contribution of non-automotive revenues. As consumer electronics is a key growth area for the Motherson Group, the proposed support will enable MECPL to expand its manufacturing capabilities, strengthen its market presence and capitalize on emerging opportunities, thereby contributing to the Company's long-term growth, diversification and value creation objectives. Further, the Board is of the view that the proposed enabling limits are commercially prudent and within acceptable risk parameters, and do not have any adverse impact on the liquidity or financial stability of the Company.

For consideration of RPTs, the Audit Committee reviewed the certificate provided by Whole-time Director and Group CFO of the Company, as required under the RPT Industry Standards. The Board is of the view that extending such corporate guarantee(s) and/or security(ies) to the subsidiary would be in the overall interest of the Company, enable operational and financial flexibility to the subsidiary and support its growth plans.

The proposed transaction is being considered under Section 186 of the Act and Regulation 23 of the SEBI Listing Regulations, read with the other applicable rules and provisions, made thereunder. The member's approval been sought as Special Resolution for the purposes of Section 186 of the Act and majority of minority (i.e. where all related parties voting not to be considered) for the purposes of Regulation 23 of the SEBI Listing Regulations. The Board recommends the Special Resolution set forth in Item No. 7 for approval of members.

MECPL is the indirect subsidiary of the Company and none of the Directors of the Company is holding any shares of MECPL. Mr. Laksh Vaaman Sehgal is a Director of the Company and also serves as a Director on the Board of MECPL. Except to the extent of such directorship, none of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 7.

### **Item No. 8**

The Company has been making investments, giving loans and / or providing guarantees or security in connection with loans to other persons and bodies corporate (i.e. its subsidiaries, joint ventures and associate companies) from time to time, in accordance with section 186 of the Companies Act, 2013 (the "Act") and other applicable provisions (if any).

The provisions of section 186(2) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, *inter-alia*, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding:

- (i) sixty percent of its paid-up share capital, free reserves and securities premium account; or
- (ii) one hundred per cent of its free reserves and securities premium account, whichever is more.

The sub-section (3) of section 186 of the Act provides that advancing of any loan or guarantee or providing any security or the acquisition as provided under section 186(2) of the Act, exceeds the limits specified therein, a prior approval of members by means of a Special Resolution is required. The first proviso to section 186(3) of the Act provides that where a loan or guarantee is advanced or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of 186(3) of the Act shall not apply. As per explanation to section 2(87) of the Act, for the purpose of definition of “subsidiary company”, the expression “company” includes any body corporate.

Further, sub-section (11) of section 186 of the Act provides for certain exemptions to certain categories of companies for certain types of transaction from applicability of section 186 of the Act. In this respect, section 186(11)(b)(i) of the Act exempts any investment made by an investment company from applicability of provisions of section 186 of the Act. The explanation to sub-section (13) of section 186 of the Act defines an ‘investment company’ to mean “a company whose principal business is the acquisition of shares, debentures or other securities and a company will be deemed to be principally engaged in the business of acquisition of shares, debentures or other securities, if its assets in the form of investment in shares, debentures or other securities constitute not less than fifty per cent of its total assets, or if its income derived from investment business constitutes not less than fifty per cent as a proportion of its gross income”. The members may note that as on March 31, 2026, assets in the form of investment in shares, debentures or other securities constitutes more than 50% of the total assets of the Company.

Further, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), all related party transactions, including material related party transactions, require prior approval of the Audit Committee and the shareholders of the Company, as applicable, unless otherwise exempted under the afore-mentioned Regulations. Considering that the transactions contemplated under this Item involve grant of loans, guarantees, securities and/or investments in excess of the thresholds prescribed under applicable law and may involve transactions with related parties other than wholly owned subsidiaries, the Board, as a matter of good corporate governance, transparency and in compliance with the SEBI Listing Regulations, considers it appropriate to seek the approval of the members by way of a Special Resolution.

The members may note that the permissible limits under subsection (2) of section 186 of the Act, for intercorporate loan, provide guarantee(s) or security(s), or investment(s) by the Company as on March 31, 2026, is INR 367,571 million.

Considering the various strategic acquisitions, organic and inorganic growth by the Company, the Company has already made loan, provided guarantee or security and subscribed to the securities to the tune of INR 591,880 million as on March 31, 2026. The afore-mentioned amount includes loans, guarantee or security and/or investments made to wholly owned subsidiary companies (“**WOS**”) to the tune of INR 514,120 million as on March 31, 2026, which are exempted under first proviso to sub-section (3) of section 186 of the Act, from requirement of obtaining prior shareholders’ approval. Further, as on March 31, 2026, the loans, guarantee, security investment etc. in legal entities or other person, i.e. other than Joint Venture(s) and WOS which are exempted under sub-section (3) of section 186 of the Act, is INR 77,759 million.

The members of the Company in their 34<sup>th</sup> AGM held on September 17, 2021, *inter-alia*, granted their approval to (i) give any loan to any person or other body corporate; (ii) provide any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem fit and in the interest of the Company, up to an additional amount of INR 1,000 million. The afore-mentioned limit was further increased by the Members of the Company (a) in their 35<sup>th</sup> AGM held on August 29, 2022, by further INR 1,000 million; (b) in their 37<sup>th</sup> AGM held on August 29, 2024, by further INR 2,000 million; (c) in their 38<sup>th</sup> AGM held on August 28, 2025, by further INR 3,000 million.

While amount of loan, guarantee or security provided by the Company to its WOS or Joint Venture(s) and investment made by a Company, are exempt from the requirements of prior approval of the shareholders pursuant to the first proviso of subsection (3) of section 186 of the Act, however, such loans, guarantees or security(ies) or investment(s) are to be included for computing overall permissible investment limits under subsection (2) of section 186 of the Act.

The proposed enhancement in limits will provide financial flexibility to support growth opportunities across Motherson's 12 (twelve) business verticals and its global group entities. This is aligned with Motherson Vision 2030 and will support the Company's objective of sustainable growth, value creation and strengthening its global leadership position.

Some of subsidiaries (other than WOS or Joint Ventures) are in early stages of growth and accordingly, as mentioned hereinabove to extend support and keeping in view the growth opportunities and/or urgent business requirements of such subsidiaries (i.e. other than WOS or Joint Ventures), the approval of the members is being sought under section 186 of the Act, to make additional loan, guarantee or security by the Company (excluding WOS or Joint Venture) for an additional amount of INR 2,000,000,000 (Rupees Two billion only), as mentioned in the enabling resolution. The members may note that the loan or guarantee given / to be given or a security provided / to be provided to WOS or Joint Ventures or acquisition by way of subscription, purchase or otherwise of the securities by the Company will continue to remain excluded from the limits mentioned in the enabling resolution pursuant to the provisions of section 186 of the Act read with applicable rules, as amended or reconstituted from time to time.

The Board recommends the Special Resolution set forth in Item No. 8 for approval of Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 8.

#### **Item No. 9**

Section 148(3) of the Companies Act, 2013 (the “Act”), read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, requires the Company to have audit of its cost records conducted by a Cost Accountant in practice.

Pursuant to Section 148(3) of the Act read with Rules 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company based on the recommendation of the Audit Committee, approved appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394), as cost auditors of the Company to conduct audit of cost records of the Company relating to products across various segments, for financial year 2026-27.

The scope of Cost Audit includes carrying out audit of plastic components, rubber components and other automotive parts manufactured, and cost accounting records maintained by the Company for financial year 2026-27. Revenue from sales of products of the Company for financial year ended March 31, 2026, was INR 114,689 million and revenue from sales of products which is subject to Cost Audit

was INR 65,984 million. Further, the number of production units covered under the Cost Audit scope is 25.

In terms of provisions of section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors needs to be ratified by the members of the Company. The fee proposed by the Board of Directors on the recommendation of the Audit Committee of the Company is after considering work and time involved, size of audit team and frequency of audit.

Accordingly, ratification by the members is sought for remuneration payable to the Cost Auditors for the financial year ending March 31, 2027. The Board recommends an Ordinary Resolution set forth in Item No. 9 of the Notice for approval of Members.

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

By order of the Board  
for Samvardhana Motherson International Limited

Place: Noida, Uttar Pradesh  
Date: June 23, 2026

Alok Goel  
Company Secretary  
Membership No. – FCS 4383

**Registered Office:**

Unit 705, C Wing, ONE BKC,  
G Block, Bandra Kurla Complex, Bandra  
East, Mumbai –400051,  
Maharashtra, India.

**Corporate Office:**

11<sup>th</sup> Floor, Plot No. 1, Sector-127,  
Noida-Greater Noida Expressway,  
Noida-201301, Uttar Pradesh, India.

## Annexure-A

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

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

|  |  |
|--|--|
| Name of Director                                     | Mr. Laksh Vaaman Sehgal  |
| Director Identification No.                          | 00048584   |
| Date of Birth / Age                                  | 29.11.1982 (Date of Birth) / 43 years (Age)  |
| Date of first Appointment on the Board               | 30.04.2009   |
| Qualification  | B.Sc. in Business Administration, MBA  |
| Experience in specific Functional area               | <p>Mr. Laksh Vaaman Sehgal is closely involved in overseeing existing operations as well as innovations and the new ventures and is a key member of the core strategic team for the overall management and growth of Motherson Group while steering the group through evolving trends, future outlook and macro-economic factors affecting businesses. 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. Mr. Laksh Vaaman Sehgal also provides strategic guidance on performance improvement plans and troubleshooting through focused teams. He is a key member of the executive team which is driving ESG and Sustainability practices at Motherson Group. Further, he is driving innovative and technology solutions and working for developing and bringing new future technology for strategic advancement and growth for the entire group.</p> <p>He is also the Vice Chairman and Whole-time Director on the Board of Samvardhana Motherson Global (FZE), UAE, a wholly owned subsidiary of the Company. Further, he is Director of Project Strategy and Execution of Motherson Business Service Holding KFT, a wholly owned subsidiary of the Company.</p> |
| Remuneration last drawn from Company (in INR)        | Mr. Laksh Vaaman Sehgal being a non-executive director, is not drawing any remuneration or sitting fee(s) from the Company. <sup>2</sup>   |
| Remuneration sought to be paid by the Company        | Nil  |
| Terms and Conditions of appointment / re-appointment | Liable to retire by rotation.  |
| Number of Board Meetings attended during the year    | 15 #   |

<sup>2</sup> Mr. Laksh Vaaman Sehgal has received remunerations from wholly owned subsidiaries of the Company during the financial year 2025-26. Details of remunerations have been mentioned under Other Disclosures in Corporate Governance Report which forms part of Annual Report for the financial year 2025-26.

|   |   |
|---|---|
| Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company | Mr. Laksh Vaaman Sehgal is son of Mr. Vivek Chaand Sehgal, Chairman of the Company  |
| Membership/ Chairmanship of the Committee of the Company                            | <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee -Member</li> <li>2. Corporate Social Responsibility Committee- Member</li> <li>3. Finance Committee -Chairman</li> </ol>  |
| Directorship held in other companies (as on June 23, 2026)                          | <p>Mr. Laksh Vaaman Sehgal holds directorship in following companies:</p> <p><u>A. Subsidiaries of the Company:</u></p> <ol style="list-style-type: none"> <li>1. Motherson Technology Services Limited</li> <li>2. Motherson Auto Solutions Limited</li> <li>3. Samvardhana Motherson Adsys Tech Limited</li> <li>4. CIM Tools Private Limited</li> <li>5. Motherson Sanko Sustainable Packaging Products Limited</li> <li>6. Motherson Electronic Components Private Limited</li> <li>7. Samvardhana Motherson Global FZE</li> <li>8. Global Environment Management (FZE)</li> <li>9. MSSL Mauritius Holdings Limited (Alternate Director)</li> <li>10. Samvardhana Motherson Holding (M) Pvt. Ltd. (Alternate Director)</li> <li>11. SMR Automotive Holding Hong Kong Limited</li> <li>12. SMR Automotive Mirror Systems Holding Deutschland GmbH</li> <li>13. SMR Automotive Mirror Part and Holdings UK Limited</li> <li>14. SMR Mirror UK Limited</li> <li>15. MSSL Consolidated Inc.</li> <li>16. Samvardhana Motherson Automotive Systems Group B.V.</li> <li>17. SMR Automotive Technology Holdings Cyprus Limited (Alternate Director)</li> <li>18. Motherson Innovations Company Limited, U.K.</li> <li>19. Motherson Innovations Deutschland GmbH</li> <li>20. MSSL Estonia WH OU</li> <li>21. Yujin SMRC Automotive Techno Corp.</li> <li>22. Samvardhana Motherson Corp Management Shanghai Co Ltd.</li> <li>23. PKC Group OY</li> <li>24. Motherson International Limited</li> <li>25. SMRC Automotive Holding South America B.V.</li> <li>26. SMRC Automotive Modules South America Minority Holdings B.V.</li> <li>27. Motherson Global Holdings Company B.V.</li> <li>28. Motherson Global Investments B.V.</li> <li>29. SMP Deutschland GmbH - Member of the Supervisory Board</li> </ol> <p><u>B. Joint Venture Company:</u></p> <ol style="list-style-type: none"> <li>1. Motherson Sumi Wiring India Limited</li> </ol> <p><u>C. Promoter and other entities:</u></p> <ol style="list-style-type: none"> <li>1. Motherson Auto Limited</li> <li>2. Renu Farms Private Limited</li> <li>3. Shri Sehgal's Trustee Company Private Limited</li> <li>4. Advantedge Technology Partners Pvt. Ltd.</li> <li>5. ATAR Mauritius Pvt. Ltd.</li> <li>6. JSRR Holdings (M) Pvt. Ltd.</li> <li>7. Radha Rani Holdings Pte. Ltd.</li> <li>8. Advance Technologies and Automotive Resources Pte. Ltd.</li> <li>9. Son Grows Systems Limited</li> <li>10. Son Grown Material Foods Trading L.L.C.</li> </ol> |

|   |   |
|---|---|
|   | 11. BOH Pte. Ltd.   |
| Membership/ Chairmanship of the Committee of other Indian Companies (as on June 23, 2026)   | 1. Motherson Sumi Wiring India Limited<br>(a) Nomination and Remuneration Committee- Member<br>(b) Stakeholders Relationship Committee- Member<br>(c) Risk Management Committee- Member |
| Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board                                  | 1. Motherson Sumi Wiring India Limited<br>(a) Nomination and Remuneration Committee- Member<br>(b) Stakeholders Relationship Committee- Member<br>(c) Risk Management Committee- Member |
| Name of listed entities from which the person has resigned in the past three years  | Nil   |
| Number of equity shares held in the Company (as on June 23, 2026)   | 5,79,453 equity shares  |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Not Applicable  |

# Number of Board Meetings held during the financial year 2025-26 were 15 (Fifteen).

## Annexure-B

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

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

|   |  |
|---|--|
| Name of Director  | Mr. Pankaj Mital   |
| Director Identification No.   | 00194931   |
| Date of Birth and Age   | September 15, 1966 (Date of Birth) / 59 years (Age)  |
| Date of first Appointment on the Board  | 02.09.2011   |
| Qualification   | B.Sc., LL.B., Post Graduate Diploma in Business Management   |
| Experience in specific Functional area  | <p>Mr. Pankaj Mital has vast experience <i>inter-alia</i> in the field of Electronic Distribution System in Automobile Industries and has been associated with Motherson Group for more than 35 years in various capacities.</p> <p>Mr. Mital is actively involved in overseeing existing operations and supporting customer requirements by expanding the Company into new product areas and geographies. Mr. Mital plays a pivotal role in defining and executing Motherson Group's global strategy, operational excellence, with a focus on customer-led organic growth, strategic M&amp;A and partnerships with global technology leaders and diversification of business.</p> <p>Mr. Pankaj Mital is the Whole-time Director of the Company designated as President- SAMIL. He is also the President of the Wiring Harness Vertical of Motherson Group.</p> |
| Remuneration last drawn from Company (Financial Year 2025-26)                       | INR 56,527,296/-   |
| Remuneration sought to be paid  | As mentioned in the explanatory statement of this Notice.  |
| Terms and Conditions of appointment / re-appointment                                | Re-appointment as Whole-time Director, designated as President-SAMIL for further period of five years with effect from October 1, 2026, liable to retire by rotation. Terms and conditions for re-appointment are mentioned in the explanatory statement of this Notice.   |
| Number of Board Meetings attended during the year                                   | 14 #   |
| Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company | None   |
| Membership/ Chairmanship of the Committee of the Company (as on June 23, 2026)      | <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee, Member</li> <li>2. Risk Management Committee, Member</li> <li>3. Committee of Directors (Administrative Matters), Member</li> <li>4. Committee of Directors (Strategic Business Matters), Chairman</li> <li>5. Finance Committee, Member</li> </ol>   |

|   |  |
|---|--|
| <p>Directorship held in other companies<br/>(as on June 23, 2026)</p>   | <p>Mr. Pankaj Mital holds directorship in following companies:</p> <p>A. <u>Subsidiaries of the Company:</u></p> <ol style="list-style-type: none"> <li>1. SMR Automotive Systems India Limited</li> <li>2. Samvardhana Motherson Adsys Tech Limited</li> <li>3. Motherson Innovations Tech Limited</li> <li>4. Samvardhana Motherson International Leasings IFSC Limited</li> <li>5. Motherson Manufacturing Services Limited</li> <li>6. Motherson New Energy Limited</li> <li>7. Motherson Egtronic Electronics Solutions Limited</li> <li>8. MSSL Mideast (FZE)</li> <li>9. Motherson Wiring System (FZE)</li> <li>10. Samvardhana Motherson Global (FZE)</li> <li>11. MSSL (GB) Ltd.</li> <li>12. MSSL Ireland Pvt. Ltd.</li> <li>13. MSSL Mexico S.A. De CV</li> <li>14. MSSL (S) Pte. Ltd.</li> <li>15. MSSL Consolidated Inc.</li> <li>16. MSSL Wiring System Inc.</li> <li>17. Alphabet de Mexico, S.A. de C.V.</li> <li>18. Alphabet de Mexico de Monclova, S.A. de C.V.</li> <li>19. Alphabet de Saltillo, S.A. de C.V.</li> <li>20. MSSL Wirings Juarez, S.A. de C.V.</li> <li>21. MSSL Estonia WH OU</li> <li>22. PKC Group Ltd.</li> <li>23. PKC Wiring Systems Oy</li> <li>24. PKC Group APAC Limited</li> <li>25. OOO AEK</li> <li>26. PKC Group USA Inc.</li> <li>27. AEES Inc.</li> <li>28. T.I.C.S. Corporation</li> <li>29. Fortitude Industries Inc.</li> <li>30. Motherson PKC Harness Systems FZ-LLC</li> <li>31. Motherson Rolling Stocks S. de R.L. de C.V</li> <li>32. PK Cables do Brazil Industria e Comercio Ltda</li> <li>33. PKC Vehicle Technology (Suzhou) Co., Ltd.</li> <li>34. SMP Deutschland GmbH - Member of the Supervisory Board</li> </ol> |
| <p>Membership/ Chairmanship of the<br/>Committee of other Indian Companies<br/>(as on June 23, 2026)</p>                                  | <ol style="list-style-type: none"> <li>1. SMR Automotive Systems India Limited <ol style="list-style-type: none"> <li>(a) Corporate Social Responsibility Committee- Member</li> </ol> </li> <li>2. Samvardhana Motherson Adsys Tech Limited: <ol style="list-style-type: none"> <li>(a) Audit Committee -Member</li> <li>(b) Nomination and Remuneration Committee -Member</li> </ol> </li> </ol>   |
| <p>Names of listed entities in which the<br/>person also holds the Directorship and<br/>the Membership of Committees of the<br/>board</p> | <p>Nil</p>   |
| <p>Name of listed entities from which the<br/>person has resigned in the past three years</p>   | <p>Nil</p>   |
| <p>Number of shares held in the Company<br/>(as on June 23, 2026)</p>   | <p>11,96,443 equity shares</p>   |
| <p>In case of independent directors, the<br/>skills and capabilities required for the</p>   | <p>Not Applicable</p>  |

|  |  |
|--|--|
| role and the manner in which the proposed person meets such requirements |  |
|--|--|

# Number of Board Meetings held during the financial year 2025-26 were 15 (Fifteen).

## Annexure-C

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

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

|   |   |
|---|---|
| Name of Director  | Ms. Rekha Sethi   |
| Director Identification No.   | 06809515  |
| Date of Birth and Age   | November 04, 1963 and 62 years  |
| Date of first Appointment on the Board  | August 10, 2021   |
| Qualification   | B.A. (Hons) from St. Stephens College, University of Delhi and Post Graduate Diploma  |
| Experience in specific Functional area  | Ms. Rekha Sethi has distinguished experience <i>inter-alia</i> in the areas of Corporate Governance, Policy Advisory, Business Framework Knowledge and Institutional Leadership.  |
| Remuneration last drawn from Company (in Rs.)                                       | Sitting fees: Rs. 17,00,000/-<br>Commission: Rs. 70,00,000/-  |
| Remuneration sought to be paid  | The Company will pay sitting fees for attending meetings of the Board of Directors / Committee thereof. Also, the commission will be paid within the limits approved by the shareholders in their meeting held on August 31, 2016.  |
| Terms and Conditions of appointment / re-appointment                                | As mentioned in the explanatory statement of this Notice.   |
| Number of Board Meetings attended during the year                                   | 14 #  |
| Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company | None  |
| Membership/ Chairmanship of the Committee of the Company (as on June 23, 2026)      | <ol style="list-style-type: none"> <li>1. Audit Committee, Member</li> <li>2. Nomination and Remuneration Committee, Chairperson</li> <li>3. Stakeholders Relationship Committee, Chairperson</li> <li>4. Corporate Social Responsibility Committee, Member</li> <li>5. Risk Management Committee, Member</li> <li>6. Global Sustainability Committee, Member</li> <li>7. Committee of Directors (Administrative Matters), Chairperson</li> <li>8. Committee of Directors (Strategic Business Matters), Member</li> </ol> |
| Directorship held in other companies (as on June 23, 2026)                          | <p>Ms. Rekha Sethi holds directorship in following companies:</p> <ol style="list-style-type: none"> <li>1. Spencer's Retail Limited</li> <li>2. Hero Steels Limited</li> <li>3. Kirloskar Brothers Limited</li> <li>4. Firstsource Solutions Limited</li> </ol>  |

|   |   |
|---|---|
|   | 5. SMP Deutschland GmbH   |
| Membership/ Chairmanship of the Committee of other Indian Companies (as on June 23, 2026)   | <ol style="list-style-type: none"> <li>1. Hero Steels Limited <ol style="list-style-type: none"> <li>(a) Corporate Social Responsibility Committee (Chairperson)</li> <li>(b) Audit Committee (Member)</li> <li>(c) Nomination and Remuneration Committee (Member)</li> </ol> </li> <li>2. Kirloskar Brothers Limited <ol style="list-style-type: none"> <li>(a) Nomination and Remuneration Committee (Member)</li> <li>(b) Corporate Social Responsibility Committee (Member)</li> </ol> </li> <li>3. Firstsource Solutions Limited <ol style="list-style-type: none"> <li>(a) Stakeholders Relationship Committee (Member)</li> </ol> </li> </ol>  |
| Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board (as on June 23, 2026)            | <ol style="list-style-type: none"> <li>1. Spencer's Retail Limited</li> <li>2. Kirloskar Brothers Limited <ol style="list-style-type: none"> <li>(a) Nomination and Remuneration Committee (Member)</li> <li>(b) Corporate Social Responsibility Committee (Member)</li> </ol> </li> <li>3. Firstsource Solutions Limited <ol style="list-style-type: none"> <li>(a) Stakeholders Relationship Committee (Member)</li> </ol> </li> </ol>  |
| Name of listed entities from which the person has resigned in the past three years  | CESE Limited  |
| Number of shares held in the Company (as on June 23, 2026)  | 16,500 equity shares  |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | <p>The following skills and capabilities were <i>inter-alia</i>, considered pertinent for the selection of Ms. Rekha Sethi as an Independent Director on the Board of directors:</p> <ol style="list-style-type: none"> <li>(a) <u>Corporate Governance</u>: Significant experience in Corporate Governance including Corporate Strategy, Risk Stewardship and upholding the highest standards of Governance.</li> <li>(b) <u>Policy Advisory and Business Framework Knowledge</u>: Oversight of the performance-aligned executive compensation framework and facilitating the Company's global Environmental, Social and Governance (ESG) strategy.</li> <li>(c) <u>Institutional Leadership</u>: Driving impactful Corporate Social Responsibility initiatives aligned with the Company's broader strategy reflecting her expertise in institution-building.</li> </ol> |

# Number of Board Meetings held during the financial year 2025-26 were 15 (Fifteen).