



MOTHERSON SUMI SYSTEMS LIMITED

(CIN-L34300MH1986PLC284510)

Regd. Office: Unit 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra
Phone: +91 022 40555940; Fax: +91 022 40555940;

Corporate Office: 11th Floor, Plot No. 1, Sector-127, Noida - 201301 (Uttar Pradesh)
Phone: +91 120 6679500; Fax: +91 120 2521866;

E-mail: investorrelations@motherson.com; Website: www.motherson.com

Investor Relations Phone No. : +91 120 6679500

NOTICE

Notice is hereby given that the 34th (Thirty Fourth) Annual General Meeting of the members of Motherson Sumi Systems Limited is scheduled to be held on Friday, September 17, 2021 at 1500 Hours (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the report of Auditors thereon.
- To declare final dividend of ₹ 1.50 (Rupee One and Fifty Paise) per equity share for the financial year ended March 31, 2021.
- To appoint a Director in place of Mr. Pankaj Mital (DIN-00194931), who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Mr. Takeshi Fujimi (DIN-08501292), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 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 149, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Rekha Sethi (DIN - 06809515) who was appointed as an Additional Director (Independent) by the Board of Directors with effect from August 10, 2021 pursuant to provisions of Section 161(1) of the Act and Article 104 of the Articles of Association of the Company and in respect of whom notice under Section 160 of the Act has been received from a

member proposing Ms. Rekha Sethi as a candidate for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of five (5) years, i.e., up to August 09, 2026.

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

- 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 the Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the Companies Act, 2013, 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, the Company hereby approves the re-appointment and terms of remuneration of Mr. Pankaj Mital (DIN - 00194931) as a Whole-time Director designated as Chief Operating Officer of the Company, liable to retire by rotation, for a further period of five (5) years with effect from October 1, 2021 to September 30, 2026, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, subject to the same not exceeding the limits specified under section 197 of the Companies Act, 2013 read with schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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 is hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification(s) thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. 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 of the Companies Act, 2013 (“**the Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and rules made thereunder, 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 (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), to (i) give any loan to any person or other body corporate; (ii) give 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, upto an additional amount of ₹ 1,000 Million (Rupees One Thousand Million 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, 2021, provided that pursuant to first proviso of sub-section (3) of section 186 of the Act, the aforesaid additional limit(s) of ₹ 1,000 Million (Rupees One Thousand Million 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), or acquisition made or to be made, by the Company in future by way of subscription, purchase or otherwise of, the securities by the Company of its wholly owned subsidiary company(ies).

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

8. 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 Companies (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 Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22, amounting upto ₹ 1,510,000/- (Rupees One Million

Five Hundred Ten Thousand only) plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

By order of Board

Alok Goel

Company Secretary

Place: Noida

Date: August 10, 2021

Membership No. – FCS 4383

Regd Office:

Unit 705, C Wing, ONE BKC,

G Block, Bandra Kurla Complex, Bandra East, Mumbai –400051

Notes:

1. A statement under Section 102 of the Companies Act, 2013 (“**the Act**”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) concerning the business under Item Nos. 5-8 of the Notice is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“**SEBI Circulars**”), physical attendance of the Members at the Annual General Meeting (“**AGM**”) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus the attendance slip is not attached to this notice.
3. Details required under the provisions of 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 Directors seeking appointment / re-appointment, are annexed hereto.
4. Pursuant to the MCA Circulars and SEBI 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 the 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. 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 the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to support@dpgupta.com with a copy marked to investorrelations@motherson.com.
6. In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. 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.
8. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM, by following the 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. This will not include large Shareholders (Shareholders holding 2% or more of the 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 on account of first-come first-served basis.
9. Register of Members and Share Transfer Books of the Company will be closed from September 07, 2021 (Tuesday) to September 10, 2021 (Friday) (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2021.
10. In terms of the provisions of the Income Tax, 1961 (as amended by the Finance Act, 2020) dividend paid or distributed by a company on or after April 1, 2020 is taxable in the hands of the shareholders. The Company is, therefore required to deduct tax at source ("TDS") at the time of payment of dividend. The Company vide an e-mail dated July 8, 2021 communicated to shareholders regarding deduction of TDS on dividend and procedure for submission of documents for tax rate determination/ deduction. In case of any query, the shareholders may reach out to KFin Technologies Private Limited at einward.ris@kfintech.com or to the Company at investorrelations@motherson.com.
11. 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 the DP will then be automatically reflected in the Company's records which will help the Company

and the Company's Registrars and Share Transfer Agent, M/s. KFin Technologies Private Limited to provide efficient services. Members holding shares in physical form are requested to intimate such changes to KFin Technologies Private Limited, (Unit – Motherson Sumi Systems Ltd.), 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 quoting correct Folio Number.

12. 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 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.
13. In compliance with the requirements of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, the Company has during the year 2020-21, transferred to the IEPF Authority the dividend for the year 2012-13 (which was unpaid or unclaimed for seven consecutive years) and the underlying shares therein. Details of the unclaimed or unpaid dividend and shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.motherson.com/iepf-unpaid-dividend.html>
14. Due dates of declaration of dividend and for transfer of unclaimed / unpaid dividends thereafter to IEPF from the financial year 2020-21 are as below:

Sl. No.	Financial Year	Date of declaration of dividend	Due date for transfer of unpaid dividend to IEPF
1.	2013-14	25.08.2014	24.09.2021
2.	2014-15	28.07.2015	27.08.2022
3.	2015-16	16.03.2016	15.04.2023
4.	2016-17	21.08.2017	20.09.2024
5.	2017-18	13.08.2018	12.09.2025
6.	2018-19	14.08.2019	13.09.2026
7.	2019-20	28.02.2020	30.03.2027

15. Shareholders may note that the unpaid or unclaimed dividend and shares transferred to the IEPF Authority can be claimed by following the process available on the IEPF website and the same can be accessed through the link: <http://www.iepf.gov.in/IEPF/refund.html>
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFin Technologies Private Limited / Company.

17. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY 2020-21 will also be available on the Company's website www.motherson.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (agency for providing the remote e-voting and e-voting facility) at www.evoting.nsdl.com
18. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. a. Register of contracts or arrangements in which directors are interested will be produced at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.
- b. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.
20. SEBI has amended relevant provisions of SEBI Listing Regulations to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares of the Company in physical form even after April 1, 2019, will not be able to lodge fresh request for transfer of shares with the Company / RTA after April 1, 2019 and they will need to convert the shares to demat form compulsorily in order to effect any transfer.
21. The AGM is being held by VC/ OAVM in compliance with MCA Circulars and SEBI Circulars, since AGM has been held through VC/OAVM route map of the venue of AGM is not annexed herewith and the venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript shall also be made available on the website of the Company.
22. **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 SS-2, the Company has provided to the members with a facility to exercise their voting right at the 34th Annual General Meeting ("**AGM**") by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("**remote e-voting**") will be provided by National Securities Depository Limited ("**NSDL**"). The facility of voting through insta poll will also be available at AGM and members attending AGM who have already cast their vote

by remote e-voting period may attend AGM but shall not be entitled to again cast their vote again.

- B. The remote e-voting period begins on Tuesday, September 14, 2021 at 0900 Hours (IST) and ends on Thursday, September 16, 2021 at 1700 Hours (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 10, 2021, 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. September 10, 2021.
- C. The instructions of e-voting are as under:

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

Type of shareholders	Login Method
	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to support@dpgupta.com with a copy marked to evoting@nsdl.co.in.
- 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 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 or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in, who will also address the grievances connected with the voting by electronic means.
4. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut-Off Date i.e. September 10, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at investorrelations@motherson.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) through email to investorrelations@motherson.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@motherson.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting 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. Such shareholders must register their request three (3) days in advance of the Meeting i.e. on or before September 14, 2021 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. 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 meeting.
8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or call on toll free no.: 1800-0120-990 / 1800-22-44-30.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5:

The Board of Directors of your Company in its meeting held on August 10, 2021, considering the recommendation of Nomination and Remuneration Committee, appointed Ms. Rekha Sethi (DIN: 06809515), as an Additional Director of the Company in capacity of Independent Director for a term of five (5) years i.e. for a period from August 10, 2021 up to August 9, 2026.

Pursuant to Section 161 of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as **"the Act"**), Ms. Rekha Sethi shall hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of section 160 of the Act from member proposing her candidature for the office of Director as an Independent Director of the Company not liable to retire by rotation, under Section 149 of the Act.

Ms. Rekha Sethi has given a declaration to the Board that she meets criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **"SEBI Listing Regulations"**) and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

Ms. Rekha 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. AIMA is a non-lobbying, not for-profit organisation working closely with Industry, Government, Academia and students to further the cause of the management profession in India. AIMA attracts India's top industry leaders and policy makers on its platform.

Ms. Rekha Sethi is also on the Boards of some leading Indian companies as an Independent Director including Sun Pharmaceutical Industries Ltd., the world's fourth largest specialty generic pharmaceutical company and India's top pharmaceutical company. Ms. Rekha Sethi is also on the Board of Sun Pharma Laboratories Ltd and Sun Pharma Distributors Ltd; CESC Ltd., one of India's leading Power generation and distribution companies and the flagship company in the RP-Sanjiv Goenka Group and on the boards of Spencer's Retail Ltd. and Hero Steels Limited.

Ms. Rekha Sethi represents AIMA on Governing Council of National Productivity Council, which is chaired by the Minister of Commerce and Industry and is an autonomous organisation of the Department for Promotion of Industry and Internal Trade. She is also a Member of the Governing Council of the India Habitat Centre. Prior to joining AIMA, Ms. Rekha Sethi worked with India's premier industry organisation, the Confederation of Indian Industry (CII) 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 (C-DoT).

Ms. Rekha Sethi is an alumnus of St Stephens College, Delhi University.

Considering the diversified experience and expertise of Ms. Rekha Sethi, *inter-alia*, including in the fields of leadership, diversity, governance, policy making etc., the Board considers that association of Ms. Rekha Sethi would be of immense benefit to the Company and it is desirable to avail the services of 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. Copy of letter of appointment of Ms. Rekha Sethi setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Further, a brief profile of Ms. Rekha Sethi 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 ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

Accordingly, the Board recommends passing of the Ordinary Resolution in relation to 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.

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.

Item No. 6:

The members of the Company in their 30th Annual General Meeting (**"AGM"**) held on August 21, 2017 re-appointed Mr. Pankaj Mital as a Whole-time Director designated as Chief Operating Officer for a period from April 1, 2017 to September 30, 2021.

The Board of Directors of the Company in its meeting held on August 10, 2021, considering the recommendation of the Nomination and Remuneration Committee, declaration and consent given by Mr. Pankaj Mital and keeping in view his vast experience in the Automobile Industry, re-appointed Mr. Pankaj Mital, as Whole-time Director (**"WTD"**) designated as the Chief Operating Officer (**"COO"**) of the Company for a further period of five (5) years effective from October 1, 2021 to September 30, 2026, at the remuneration approved by the Board. Mr. Pankaj Mital will be liable to retire by rotation. The aforesaid re-appointment and terms thereof is subject to approval of the members and such other approvals, as may be required.

Mr. Pankaj Mital is a Graduate in Science & Law and Post Graduate in Management. He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industry. He has been associated with the Company for the last 31 years and the Company has benefited immensely from his wide and varied experience. Mr. Pankaj Mital has been working in various capacities including overseas posting in the Motherson Sumi Systems Limited.

Mr. Pankaj Mital joined the Company on July 5, 1990 and has been associated with the Company in various capacities. Mr. Pankaj Mital was appointed as Manager under section 269 of the Companies Act, 1956 designated as 'Chief Operating Officer' 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 under the Companies Act, 2013, designated as Chief Operating Officer for a period of three years w.e.f. April 1, 2014 upto March 31, 2017 and he was re-appointed at 30th AGM of the Company for a further period from April 1, 2017 to September 30, 2021.

The main terms and conditions of re-appointment and remuneration of Mr. Pankaj Mital as WTD designated as COO are given below:

1. Tenure of Appointment:

The re-appointment of Whole-time Director, designated as Chief Operating Officer of the Company is for a period of five (5) years, effective from October 1, 2021 to September 30, 2026. The appointee will be liable to retire by rotation.

2. Remuneration:

i) Basic Salary:

Current Basic Salary of ₹ 19,03,667/- (Rupees Nineteen Lakhs Three Thousand Six Hundred and Sixty Seven) per month; up to a maximum of ₹ 30,00,000/- (Rupees Thirty Lakhs) per month.

The annual increments which will be effective from April 1 each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee within the said maximum amount.

ii) Benefits, Allowances and Perquisites

Details of Benefits, Allowances and Perquisites are as below:

(a) The Appointee will be entitled to Bonus as per rule 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) The Appointee will be entitled to Company's contribution to Provident Fund, Superannuation Fund, National Pension Scheme (NPS) and Annuity Fund, if any.

(c) The Appointee will be entitled to car facility, telecommunication facility, housing loan facility as per rule 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 of appointment

(a) The Appointee will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.

(b) The terms and conditions of the appointment and remuneration of the WTD & COO 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 Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD & COO, subject to such approvals (if any) as may be required.

(c) The aforesaid appointment may be terminated by either party giving three months' notice in advance.

(d) All personal policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the WTD & COO, unless specifically provided otherwise.

(e) The terms and conditions of appointment of the WTD & COO also include clauses pertaining to adherence with the Company's Code of Conduct and maintenance of confidentiality.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

In the event of loss / inadequacy of profit(s), the aforesaid remuneration will be treated as minimum remuneration in terms of the provisions of Schedule V to the Companies Act, 2013 as applicable from time to time.

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 the re-appointment of Mr. Pankaj Mital under section 190 of the Companies Act, 2013.

A brief profile of Mr. Pankaj Mital and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

A declaration 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 Companies Act, 2013 and satisfies all the conditions set out in section 196(3) read with Part I of Schedule V of the of the Companies Act, 2013 for being eligible for his re-appointment along with his consent to act as a WTD of the Company.

The Board recommends an Ordinary Resolution set forth in Item No. 6 for approval of Members.

Save and except Mr. Pankaj Mital, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7:

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) 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 provides that where giving 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 to be passed at a general meeting. Further, the first proviso to section 186(3) of the Act provides that where a loan or guarantee is given 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) shall not apply. As per explanation to section 2(87), for the purpose of definition of "subsidiary company", the expression "company" includes any body corporate.

The members may note that the permissible limits under sub-section (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, 2021 is ₹ 62,497 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 ₹ 96,092 million as on March 31, 2021. The said amount of ₹ 96,092 Million includes loans, guarantee or security and/or investments made to wholly owned subsidiary companies (WOS) to the tune of ₹ 94,519 Million as on March 31, 2021, 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, 2021 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 ₹ 1,573 million.

As the members are aware that the Board of Directors of the Company in its meeting held on July 2, 2020 approved demerger of Domestic Wiring Harness business from the Company into a new company and subsequent merger of Samvardhana Motherson International Limited ('SAMIL') into the Company. The Company and SAMIL currently have many Joint Ventures. Post the merger of SAMIL into the Company, the Joint Venture Companies of SAMIL will also come under the umbrella of the Company. Considering that section 186 of the Act provides restriction for making investment in Joint Ventures, the authority to, *inter-alia*, make investments up to an additional amount ₹ 1000 Million, over and above the amount of ₹ 96.092 Million as mentioned in the enabling resolution is also, to facilitate the urgent requirements of funds by such Joint Venture Companies in future.

While the amount of loan, guarantee or security provided by the Company to its WOS or Joint Venture and investment made by a Company to its WOS, are exempt from the requirements of prior approval of the shareholders pursuant to the first proviso of sub-section (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 sub-section (2) of section 186 of the Act.

Accordingly, as mentioned hereinabove and keeping in view opportunities and/or business requirements of 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 loan, guarantee or security by the Company (excluding WOS or Joint Venture) and investment (excluding WOS) for an additional amount of ₹ 1,000 Million (Rupees One Thousand Million) 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

Venture Company or acquisition by way of subscription, purchase or otherwise of the securities of WOS 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. 7 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. 7.

Item No. 8:

The Company is required, under the provisions of 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, to have the 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 Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394 with Institute of Cost Accountant of India), as the cost auditors of the Company to conduct audit of cost records of the Company relating to the products mentioned below across various segments, for the financial year 2021-22.

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

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

Further, pursuant to the Composite Scheme of Amalgamation and Arrangement amongst the Company, Samvardhana Motherson International Limited ('SAMIL') and Motherson Sumi Wiring India Limited ('MSWIL'), the domestic wiring harness business of the Company will be demerged to MSWIL. In view of above, the members may note that payment of remuneration to the Cost Auditors may be adjusted on implementation of the proposed demerger.

The Board recommends an Ordinary Resolution set forth in Item No. 8 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 resolution.

By order of Board

Alok Goel

Place: Noida

Company Secretary

Date: August 10, 2021

Membership No. – FCS 4383

Regd Office:

Unit 705, C Wing, ONE BKC,

G Block, Bandra Kurla Complex, Bandra East, Mumbai –400051

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

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

Name of Director	Ms. Rekha Sethi	Mr. Pankaj Mital	Mr. Takeshi Fujimi
Director Identification No.	06809515	00194931	08501292
Date of Birth	04/11/1963	15/09/1966	06/06/1961
Date of first Appointment on the Board	10/08/2021	02/09/2011	11/07/2019
Qualification	BA (Hons), Post Graduate Diploma	B.Sc., LL.B, PGDBM	Bachelor of Engineering
Experience in specific Functional area	She has vast experience in the fields of management, leadership, diversity, governance, policy making, promoting economic interests, activities pertaining to corporate social responsibility etc.	He has vast experience in the field of Electronic Distribution System (EDS) in Automobile Industries	Engaged in quality assurance of wiring harnesses, for Suzuki, Toyota, Mazda and Mitsubishi.
Remuneration last drawn from Company (in ₹)	N.A.	29.33 Million	N.A.
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.	As mentioned in the explanatory statement	N.A.
Terms and Conditions of appointment / re-appointment	As mentioned in the explanatory statement	As mentioned in the explanatory statement	Liable to retire by rotation
Number of Board Meetings attended during the year*	N.A.	11	5
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	None	None
Membership/ Chairmanship of the Committee of the Company	Nil	(a) Risk Management Committee (Member); (b) Stakeholders Relationship Committee (Member); (c) Committee of Directors (Administrative Matters) (Member); (d) Committee of Directors (Strategic Business Matters) (Member); (e) Share transfer Committee (Member); (f) Committee of Directors (Business Reorganization) (Member) and (g) Committee of Directors (Fund Raising) (Member)	Nil

Name of Director	Ms. Rekha Sethi	Mr. Pankaj Mital	Mr. Takeshi Fujimi
Directorship held in other Indian companies	<ol style="list-style-type: none"> Sun Pharmaceutical Industries Limited, Independent Director CESC Ltd., Independent Director Spencer's Retail Limited, Independent Director Sun Pharma Laboratories Limited, Independent Director Hero Steels Limited, Independent Director Sun Pharma Distributors Limited, Independent Director Management & Entrepreneurship and Professional Skills Council, Director 	<ol style="list-style-type: none"> Motherson Innovations Tech Limited SMR Automotive Systems India Limited 	Nil
Membership/ Chairmanship of the Committee of other Indian Companies	<ol style="list-style-type: none"> Audit Committee: <ul style="list-style-type: none"> - Sun Pharmaceutical Industries Limited; - Sun Pharma Laboratories Limited; - CESC Ltd; - Hero Steels Limited. Nomination and Remuneration Committee: <ul style="list-style-type: none"> - Sun Pharmaceutical Industries Limited (Chairperson); - Sun Pharma Laboratories Limited; - Hero Steels Limited. Corporate Social Responsibility Committee: <ul style="list-style-type: none"> - Sun Pharmaceutical Industries Limited; - Sun Pharma Laboratories Limited. 	<ol style="list-style-type: none"> Corporate Social Responsibility Committee: <ul style="list-style-type: none"> - SMR Automotive Systems India Limited Nomination and Remuneration Committee: <ul style="list-style-type: none"> - SMR Automotive Systems India Limited 	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	<ol style="list-style-type: none"> Sun Pharmaceutical Industries Limited, Independent Director CESC Ltd., Independent Director Spencer's Retail Limited, Independent Director 	Nil	Nil
Number of shares held in the Company (as on March 31, 2021)	Nil	99,273	Nil

* Total No. of Board Meetings held during the financial year were 11 (eleven).