



SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(Formerly Motherson Sumi Systems Limited)

(CIN-L34300MH1986PLC284510)

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

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

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

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

NOTICE is hereby given that the 35th (Thirty Fifth) Annual General Meeting ('AGM') of the members of Samvardhana Motherson International Limited (Formerly Motherson Sumi Systems Limited) is scheduled to be held on Monday, August 29, 2022 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 the financial year ended March 31, 2022 together with reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of Auditors thereon.
2. To declare final dividend of Re. 0.65 (Sixty Five Paise only) on equity shares for the financial year ended March 31, 2022.
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.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(a) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.- 301003E / E300005) having confirmed their eligibility for appointment as the Statutory Auditors of the Company and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five (5) consecutive years from conclusion of 35th (Thirty Fifth) Annual General Meeting till the conclusion of 40th (Fortieth) Annual General Meeting to be held in the year 2027, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors and as specified in the statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. 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; and (ii) 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, upto an additional amount of INR 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, 2022, provided that pursuant to first proviso of sub-section (3) of section 186 of the Act, the aforesaid additional limit(s) of INR 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).

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.”

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

“RESOLVED THAT pursuant to the provisions of Section 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 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 2022-23, amounting upto INR 0.41 Million 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.”

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

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

- (a) sale / supply of components, such as wires, rubber parts, tools, jig, fixtures, connectors, certain capital items and other components, required to manufacture / assemble wiring harness;
- (b) purchase of wiring harness and other parts and/or components thereof;
- (c) to lease, sub-lease, license or sub-license properties, including providing maintenance services with respect of such properties(on need basis) for manufacturing units and other office premises;
- (d) to provide various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, 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 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.”

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

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

By order of Board

Place: Noida, Uttar Pradesh
Date: July 04, 2022

Alok Goel
Company Secretary
Membership No. – FCS 4383

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

Notes:

- 1. 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. 4-8 OF THE NOTICE IS ANNEXED HERETO.**
- 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. 22/2022 dated June 15, 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, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), physical attendance of the Members to 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.
- 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.
- 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 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.
- 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.
- 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.
- 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.
- 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. The limit of 1000 members 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.
- Register of Members and Share Transfer Books of the Company will be closed from Thursday, August 18, 2022 to Monday, August 22, 2022 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2022.
- 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 27, 2022 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 Limited (formerly KFin Technologies Private Limited) at 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 Limited (Formerly KFin Technologies Private Limited) to provide efficient services. Members holding shares in physical form are requested to intimate such changes to M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited), (Unit – Samvardhana Motherson International Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel.No.: +91- 40 – 67162222, +91- 40 -67161606; Email ID: inward.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 2021-22, transferred to the IEPF Authority the dividend for the year 2013-14 (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 2022-23 are as below:

Sl.No.	Financial Year	Date of declaration of dividend	Due date for transfer of unpaid dividend to IEPF
1.	2014-15	28.07.2015	27.08.2022
2.	2015-16	16.03.2016	15.04.2023
3.	2016-17	21.08.2017	20.09.2024
4.	2017-18	13.08.2018	12.09.2025
5.	2018-19	14.08.2019	13.09.2026
6.	2019-20	28.02.2020	30.03.2027
7.	2020-21	17.09.2021	16.10.2028

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. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code,

IFSC code, etc.,:

- (a) For shares held in electronic mode: to their Depository Participants (DP)
 - (b) For shares held in physical mode: to the Company / Registrar and Share Transfer Agent in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, the format of which are available on website of the Company at <https://www.motherson.com/performance/samil-investors/shareholder-information>
17. 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; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at https://www.motherson.com/storage/download-forms/Form_ISR-4.pdf and on the website of Registrar and Share Transfer Agent at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd
 18. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2021-22 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 2021-22 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
 19. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 20. 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.
 21. 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.
 19. 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.
 20. The AGM is being held by VC/ OAVM in compliance with MCA 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.
 21. **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 the members with a facility to exercise their voting right at the 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 NSDL. The facility of voting through e-voting / insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to again cast their vote again.

- B. **The remote e-voting period begins on Friday, August 26, 2022 at 0900 Hours (IST) and ends on Sunday, August 28, 2022 at 1700 Hours (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Monday, August 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Monday, August 22, 2022.
- C. The instructions of e-voting are as under:

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

	<p>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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.

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.
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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.

<u>How to Log-in to NSDL e-Voting website?</u>
<ol style="list-style-type: none"> 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. <p><i>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.</i></p> <ol style="list-style-type: none"> 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 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. 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 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. 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 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., Monday,

August 22, 2022, 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.

22. 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 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 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, August 25, 2022 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. 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 call on toll free no.: 1800-1020-990 / 1800-22-44-30.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 4 TO 8 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

Item No. 4

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.- 301003E / E300005) were appointed as Statutory Auditors of the Company at 30th Annual General Meeting ('AGM') of the Company held on August 21, 2017, for a period of five years commencing from the conclusion of 30th AGM till the conclusion of the 35th AGM. Consequently, M/s. S.R. Batliboi & Co. LLP, Chartered Accounts, will complete their first term of five (5) consecutive years as the statutory auditors of the Company at the conclusion of ensuing 35th AGM.

After evaluating and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports etc. the Audit Committee had recommended re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years to the Board of Directors of the Company.

Pursuant to Section 139(2) of the Companies Act, 2013 (the 'Act'), the Company can appoint a statutory auditor for a second term of 5 (five) consecutive years. Accordingly, the Board of Directors on the recommendations of the Audit Committee vide its resolution dated May 26, 2022 approved re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, commencing from conclusion of 35th AGM till conclusion of 40th AGM of the Company, subject to the approval of the members at this AGM.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants ('the Audit Firm') is registered with the Institute of Chartered Accountants of India ('ICAI'). The Audit Firm is a peer reviewed audit firm and ensures auditor independence through involvement of multiple partners and/or partner rotation during the audit period. The Audit Firm is primarily engaged in providing audit and assurance services and certain tax assurance services to its clients. The Audit Firm is one of the largest audit firms in India.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors in terms of the provisions of the Sections 139(1), 141(2) and (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The remuneration of the Statutory Auditors was INR 33.33 million (excluding taxes and out-of-pocket expenses) for the scope of work related to the standalone and consolidated financial statements of the Company for the FY 2021-22 which will be INR 35.83 million (excluding taxes and out-of-pocket expenses) for the FY 2022-23. The remuneration to be paid to Statutory Auditors for the remaining term, i.e., from F.Y. 2023-24 through F.Y. 2026-27 (till the conclusion of the 40th AGM of the Company to be held in the year 2027), shall be based on the recommendation of the Audit Committee and mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

The details of fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm / network entity during the financial year 2021-22 is disclosed in the corporate governance report attached with the annual report of the Company. The members may note that the non-audit fee paid to the Statutory Auditors and all entities in the network firm / network entity during the financial year 2021-22 constitutes 24.6% of the total audit fees paid to the Statutory Auditor and all entities in the network firm / network entity during said financial year.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board / Audit Committee.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 4.

Item No. 5

As the members are aware that the composite scheme of amalgamation and arrangement (“Scheme”) amongst Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) (“the Company”), erstwhile Samvardhana Motherson International Limited (“erstwhile SAMIL”), Motherson Sumi Wiring India Limited (“MSWIL”) and their respective shareholders and creditors, undertaken pursuant to Section 230-232, and other applicable provisions of the Companies Act, 2013 (“the Scheme”) was sanctioned by the Order of Hon’ble National Company Law Tribunal dated December 22, 2022. Pursuant to the Scheme, *inter-alia*, erstwhile SAMIL was merged into and with the Company with effect from January 21, 2022.

Post the merger of erstwhile SAMIL with the Company, the Joint Venture and Subsidiary Companies of erstwhile SAMIL have now become the Joint Venture(s) and Subsidiary(ies) of the Company.

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. 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.

Further, the sub-section (11) of section 186 of the Act provides for certain exemptions to certain categories of companies for certain types of transaction from the 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 the 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 upon the effectiveness of the merger of erstwhile SAMIL into the Company, as on March 31, 2022, assets in the form of investment in shares, debentures or other securities constitutes more than 50% of the total assets of the Company.

The members may also 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, 2022 is INR 299,250 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 350,101 Million as on March 31, 2022. The said amount of INR 350,101 Million includes loans, guarantee or security and/or investments made to wholly owned subsidiary companies (WOS) to the tune of INR 294,572 Million as on March 31, 2022, 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, 2022 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 55,529 Million.

While the amount of loan, guarantee or security provided by the Company to its WOS or Joint Venture 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.

Some of the 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 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 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. 5 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. 5.

Item No. 6

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 across various segments, for the financial year 2022-23.

The scope of Cost Audit includes carrying out the audit of plastic components, rubber components & other automotive parts manufactured and cost accounting records maintained by the Company for the financial year 2022-23. Further, the turnover of the Company from Continuing Operations for the F.Y. ended March 31, 2022 is INR 53,448 Million and the turnover which is subject to the Cost Audit is INR 45,297 Million. The number of production units covered under the Cost Audit scope is 31.

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, 2023 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

The Board recommends an Ordinary Resolution set forth in Item No. 6 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.

Item No. 7

The members may note that the Securities and Exchange Board of India (“SEBI”) notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021 on November 9, 2021 which were effective from April 1, 2022. The amended provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) defines a “material related party transaction” as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such “material related party transactions” require prior approval of shareholders.

The members may note that pursuant to the aforesaid amended provisions of the SEBI Listing Regulations, the members of the Company in their Extra Ordinary General Meeting (“EGM”) held on March 30, 2022 had considered and approved “material related party transactions” for the Financial Year 2022-23 by the Company & Entities with the entities as mentioned in the enabling resolution. The said Related Party Transactions (“RPTs”) were approved by 99.88% of the shareholders of the Company who voted on the resolution (except the related parties of the Company).

Thereafter, SEBI vide Circular No. SEBI/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and vide SEBI/HO/CFD/CMD1/CIR/P/ 2022/40 dated April 8, 2022 (hereinafter collectively referred to as “SEBI Circulars”) had, *inter-alia*, clarified that the shareholders’ approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. SEBI had also clarified that in case of omnibus approvals for material RPTs obtained from shareholders in general meeting other than AGMs, the validity of such approvals shall not exceed one year.

Now, considering clarifications issued by SEBI subsequent to the approval for the to the “material related party transactions” by the shareholders’ of the Company in its EGM held on March 30, 2022, it is proposed to seek approval from the shareholders of the Company for “material related party transactions” by the Company as mentioned in the resolution read with the terms and conditions presently stated in this explanatory statement and will supersede approval accorded by the members in their EGM held on March 30, 2022.

Rationale for the related party transactions

The Composite Scheme of Amalgamation and Arrangement (“Scheme”) undertaken amongst the Company (formerly Motherson Sumi Systems Limited (“the Company”)), erstwhile Samvardhana Motherson International Limited (“Erstwhile SAMIL”), Motherson Sumi Wiring India Limited (“MSWIL”) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable

provisions, of the Companies Act, 2013, was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench – IV by way of its order dated December 22, 2021, certified copy of which was received on December 23, 2021. Pursuant to the Scheme, (a) the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) of the Company has been demerged into MSWIL with effect from January 5, 2022; and (b) Erstwhile SAMIL has merged with and into the Company with effect from January 21, 2022.

The Company (hereinafter “**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. Accordingly, post the Scheme becoming effective, the Company and/or MSWIL continue to have various inter-dependencies. In this respect, the Company supplies to MSWIL various goods or materials, including wires, various tools, jigs, fixtures, rubber parts, connectors and certain other components which are used to manufacture/ assemble wiring harnesses along with providing certain capital items as required for its business.

Similarly, the Company leverage MSWIL’s business’ world-class technology and vast experience in cost-efficient manufacturing and procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components.

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

The brief particulars of the material related party contracts and / or transactions and / or arrangements entered / to be entered into by the Company with Motherson Sumi Wiring India Limited and corresponding approval required are as under:

7(a): Sale / Supply of components and capital goods to MSWIL

Particulars	Information
Name of the Related Party and Nature of Relationship	Motherson Sumi Wiring India Limited. Pursuant to the Scheme (i.e. subsequent to the merger of Erstwhile SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL.
Nature, material terms and particulars of the contract or arrangement	The transactions are in relation to sale / supply of various goods or materials, including various tools, jig, fixtures, wires, rubber parts, connectors, capital items and other components, which are used to manufacture/ assemble wiring harnesses, as required by MSWIL. The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i> , to meet the customers’ requirements. The transactions will be at an arm’s length basis and in the ordinary course of business.
Rationale for transaction	The Company over the years have developed an in-house capability of manufacturing various products including certain child parts required in the manufacturing / assembly of wiring harness by way

of various backward integration initiatives thereby giving it a distinct cost advantage.

The domestic wiring harness business of the Company (“**DWH Business**”) was demerged into and with MSWIL, which sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components (in-house value chain) which are required to manufacture/assemble the wiring harness product as required by the original equipment manufacturers (“**OEMs**”) from other divisions of the Company. MSWIL also procures certain capital items as required for its business from other divisions of the Company.

While DWH Business has been demerged to MSWIL as a part of the Scheme, it continues to be one of the key businesses forming part of the Motherson group. The above transactions will benefit for increased revenue for the Company and ensure that benefit of its in-house value chain continues to be available to MSWIL as well, at arm’s length prices.

The objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing efficiencies for the Company.

These transactions will ensure continuity to existing operations and they are in the best interest of both, your Company as well as MSWIL.

Duration of the proposed transactions

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

However, arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if 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 transfer price established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and benchmarked margins for different activities based on transfer pricing principles.

7(b): Purchase of wiring harness and other parts and/or components thereof by the Company

Particulars	Information
Name of the Related Party and Nature of Relationship	Motherson Sumi Wiring India Limited. Pursuant to the Scheme (i.e. subsequent to the merger of Erstwhile SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL.

Nature, material terms and particulars of the contract or arrangement	<p>The transactions are in relation to the purchase by the Company of various goods or materials, including the purchase of components of wiring harness and wiring harness.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers' requirements.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business.</p>
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Rationale for transaction	<p>The domestic wiring harness business of MSWIL is presently one of the leading wiring harness supplier for the OEMs in India. It is a supplier of choice for several OEMs due to its superior quality and customer centricity.</p> <p>Some of the other businesses of the Company require wiring harness as child parts for the manufacturing / assembly of the final product. Given the MSWIL's business world-class technology, vast experience and MSWIL's competitive position, it currently supplies wiring harness in its ordinary course of business (some of which may be sourced by it from outside suppliers) to the Company at arms' length price.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business.</p>
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Duration of the proposed transactions	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties as well.</p>
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Pricing and financial arrangements	<p>With respect to the ongoing models / programs for the supply of wiring harness by DWH Business, the pricing and financial arrangements will be as per existing terms (which are on an arm's' length basis / comparable terms).</p> <p>In respect to the future business, the prices are to be mutually decided basis negotiations based on comparable terms from third party supplier and/or customer target price decided at the time of award of contract by OEMs.</p>
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7(c): To lease, sub-lease, license or sub-license properties, including provision of maintenance services in relation to such properties (on need basis) by the Company to MSWIL

Particulars	Information
Name of the Related Party and Nature of Relationship	Motherson Sumi Wiring India Limited.

	<p>Pursuant to the Scheme (i.e. subsequent to the merger of Erstwhile SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL.</p>
<p>Nature, material terms and particulars of the contract or arrangement</p>	<p>The transaction involves leasing / sub-leasing to MSWIL of various immovable property owned / leased by your Company, on which manufacturing units and offices pertaining to the domestic wiring harness business of MSWIL are situated.</p> <p>The shareholders of the Company in their EGM held on March 30, 2022, <i>inter-alia</i>, approved that area of the manufacturing unit(s) may change in future considering expansion and other business requirements. Accordingly, transaction for leasing / sub-leasing to MSWIL now includes two (2) additional immovable properties owned / leased by the Company, as under:</p> <ul style="list-style-type: none"> • Plot No. A-60-61, Sector- 6, Noida- Uttar Pradesh- 201301 (“Sector-6 Property”); and • Land situated at State Highway 120 Kattavakkam Village, Kancheepuram District- Chennai (“Chennai Land”). The rental is proposed to begin from construction commencement date. <p>Further, area of the manufacturing unit may change in future considering the expansion and other business requirements. The transactions will be at an arm’s length basis.</p>
<p>Rationale for transaction</p>	<p>The domestic wiring harness business demerged by the Company into MSWIL, <i>inter-alia</i>, consists of various manufacturing units and offices located in Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand and Tamil Nadu.</p> <p>The land and building of such manufacturing and offices units are originally owned and/or leased in name of the Company. Many of the factories pertaining to the domestic wiring harness business are on long term leases taken from government authorities / industrial parks.</p> <p>Further, as part of the Scheme, it was decided that the Company will continue to retain such immovable assets and MSWIL will work on an asset light model for domestic wiring harness business.</p> <p>Accordingly, all such manufacturing units and offices have been leased / sub-leased to MSWIL by the Company.</p>
<p>Duration of the proposed transactions</p>	<p>Considering continuity of business perspective as approved earlier also by shareholders of the Company as mentioned aforesaid, the agreement for these lease / sub-lease will be on long term lease which will be for a period of 10 years from effective date with a lock-in of 5 years during which, neither party shall be entitled to terminate the agreement.</p>

	The agreements contain termination provisions, applicable post the expiry of lock-in period, in line with long term commercial contracts of this nature.
Pricing and financial arrangements	To ensure that the fair market values are evaluated in a transparent manner, Knight Frank was appointed to carry out independent studies and basis the same the lease rentals and annual escalations have been worked out in the respective lease agreements.

7(d): Functional Support Services

Particulars	Information
Name of the Related Party and Nature of Relationship	<p>Motherson Sumi Wiring India Limited.</p> <p>Pursuant to the Scheme (i.e. subsequent to the merger of Erstwhile SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL.</p>
Nature, material terms and particulars of the contract or arrangement	<p>The agreement includes providing of functional support in the areas of accounting, human resource, consulting, procurement services, design and development services for product and process, engineering services, finance, procurement, logistics, information technology support, travel management, infrastructure 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>
Rationale for transaction	<p>A. Functional Services to be provided by the Company</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"> - Finance, procurement, logistics, human resource services and other common services. - Design and development teams. - Supplier qualification, quality assurance and validation of new parts etc. - Process and production engineering teams <p>These services are being shared for domestic wiring harness business of MSWIL in India and the export wiring harness business operating of the Company, out of India.</p> <p>B. Others</p> <p>Further, there are certain other services which MSWIL avails from SAMIL such as corporate taxation, legal, internal audit etc.</p>

	The key rationale for undertaking these arrangements is to avoid duplication of resources thus making both the businesses, i.e., the business of the Company and MSWIL, cost-efficient.
Duration of the proposed transactions	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, 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.</p>
Pricing and financial arrangements	<p>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</p> <ul style="list-style-type: none"> - Revenues; or - Any other applicable metric as may be considered appropriate where revenue-based allocation may not be feasible. <p>B. For Others Pricing to be governed on arms' length basis.</p>

7(e): Management services

Particulars	Information
Name of the Related Party and Nature of Relationship	<p>Motherson Sumi Wiring India Limited.</p> <p>Pursuant to the Scheme (i.e. subsequent to the merger of Erstwhile SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL.</p>
Nature, material terms and particulars of the contract or arrangement	The transaction shall involve provision of various management services by the Company to MSWIL including management support and advice, local relationships and ground level assistance. The transactions will be at an arm's length basis.
Rationale for transaction	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 & 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.

Further, the domestic wiring harness business of MSWIL benefits from the management guidance and support of the management of the Company.

The contribution of the Company in terms of management support and advice and other such incidental aspects is crucial to the growth and development of domestic wiring harness business of MSWIL and domestic wiring harness business requires continuous and ongoing management support and advice from the Company, even after the demerger.

Accordingly, the Company to continue to provide strategic guidance and management support from operational and local relationships perspective to MSWIL.

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.

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

Pricing and financial arrangements

For Management Services to be provided by the Company to MSWIL, the arrangement will have identical commercial terms / parameters as of the technical services agreement with Sumitomo Wiring Systems Ltd., Japan which has been transferred to MSWIL as a part of the Scheme.

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

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

Sl. No.	Particulars	Proposed monetary limits (Amount in INR Millions / % to consolidated revenue)	FY 22 quantum as % to consolidated revenue from continuing operations	Basis
7(a)	Sale / Supply of components and capital goods to MSWIL	30,000	2.90% (approx.)	Proposed limits based on current market demand forecast, consideration on copper prices and enhanced localization specifically of wires.
7(b)	Purchase of wiring harness and other parts and/or components thereof by the Company	1,500	0.01% (approx.)	Proposed limits based on current market potential of business and consideration on copper prices.

Sl. No.	Particulars	Proposed monetary limits (Amount in INR Millions / % to consolidated revenue)	FY 22 quantum as % to consolidated revenue from continuing operations	Basis
7(c)	To lease, sub-lease, license or sub-license properties, including provision of maintenance services in relation to such properties (on need basis) by the Company to MSWIL	665	0.10% (approx.)	The amount may vary based on change in lease area as well as basis escalation of 5% per annum.
7(d)	Functional Support Services	0.35% *	0.24% (approx.)	On actual / arms' length basis.
7 (e)	Management Services	0.10% *	0.05% (approx.)	As disclosed above in rationale for transaction under Management Services.

* % to consolidated revenue

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

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

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

The Audit Committee and the Board of Directors of the Company in their meetings both held on July 4, 2022 have approved and consented to seek shareholders' approval for the said RPTs. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 7 to this notice.

The members may also note that pursuant to the Scheme becoming effective, MSWIL has allotted equity shares to the shareholders of the Company in ratio of 1:1 as on the record date. Pursuant to the Scheme (i.e. subsequent to the merger of Erstwhile SAMIL into your Company), the Company holds equity 33.43% of the share capital of MSWIL.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter and Director of MSWIL. Mr. Vivek Chaand Sehgal holds 2.32% equity shares of MSWIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and relative of Mr. Vivek Chaand Sehgal is also Promoter and Director of MSWIL. Accordingly, above promoter directors and/or their nominees may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. Mr. Norikatsu Ishida is a Director on the Board of MSWIL as Nominee of Sumitomo Wiring Systems

Limited and can be deemed to be concerned in the resolution since Sumitomo Wiring Systems Limited (“SWS”) may be deemed to be interested due to its shareholding in MSWIL. SWS holds 17.55% shares of the Company and holds 25.10% shares of MSWIL. Except to the extent mentioned hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution(s) under Item No. 7.

Item No. 8

The members may note that the Securities and Exchange Board of India (“SEBI”) notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021 on November 9, 2021 which were effective from April 1, 2022. The amended provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) defines a “material related party transaction” as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such “material related party transactions” require prior approval of shareholders.

The members may note that pursuant to the aforesaid amended provisions of the SEBI Listing Regulations, the members of the Company in their Extra Ordinary General Meeting (“EGM”) held on March 30, 2022 had considered and approved “material related party transactions” for the Financial Year 2022-23. The said Related Party Transactions (“RPTs”) were approved by 99.88% of the shareholders of the Company who voted on the resolution (except the related parties of the Company) and had, *inter-alia*, included the transaction mentioned in the enabling resolution.

Thereafter, SEBI vide Circular No. SEBI/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and vide SEBI/HO/CFD/CMD1/CIR/P/ 2022/40 dated April 8, 2022 (hereinafter collectively referred to as “SEBI Circulars”) had, *inter-alia*, clarified that the shareholders’ approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. SEBI had also clarified that in case of omnibus approvals for material RPTs obtained from shareholders in general meeting other than AGMs, the validity of such approvals shall not exceed one year.

Accordingly, considering clarifications issued by SEBI subsequent to the approval for the to the “material related party transactions” by the shareholders’ of the Company in its EGM held on March 30, 2022, it is proposed to seek approval from the shareholders of the Company for “material related party transactions” as mentioned in the resolution read with the terms and conditions mentioned in this explanatory statement and will supersede approval accorded by the members in their EGM held on March 30, 2022.

Rationale for the related party transactions

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

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

Purchase of copper

Particulars	Information
Name of the Related Party and Nature of Relationship	SEI Thai Electric Conductor Co., Ltd. (“SEI Thai”) SEI Thai is a subsidiary of Sumitomo Electric Industries Ltd., Japan (“SEI”). Further, SEI is the holding company of M/s. Sumitomo Wiring Systems, Ltd., Japan (“SWS”).
Nature, material terms and particulars of the contract or arrangement	The transactions will be at an arm’s length basis and in the ordinary course of business.
Rationale for transaction	SEI Thai supplies copper in drawn from under various sizes from a state of art facility with renowned international technology. The product has excellent quality as required for our applications
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, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties as well.
Pricing and financial arrangements	The purchase price is based on a mixture of fixed, variable and pass-through costs (linked to London Metal Exchange (“LME”)) and benchmarked margins based on transfer pricing principles. The pricing of products is on arms-length basis and comparable with other 3 rd party suppliers.

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

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

Sl. No.	Particulars	Proposed monetary limits (Amount in INR Millions)	FY 22 quantum as % to consolidated revenue from continuing operations	Basis
8.	Purchase of copper	13,500	1.51%	The thresholds prescribed above factors in the future growth potential of the Company and also factors in the volatility in the prices of copper.

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

The Audit Committee and the Board of Directors of the Company in their meetings both held on July 4, 2022 have approved and consented to seek shareholders' approval for the said RPTs. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 8 to this notice.

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

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution(s) under Item No. 8.

By order of Board

Place: Noida, Uttar Pradesh

Date: July 04, 2022

Alok Goel

Company Secretary

Membership No. – FCS 4383

Registered Office:

Unit 705, C Wing, ONE BKC,

G Block, Bandra Kurla Complex, Bandra East,

Mumbai –400051.

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	29.11.1982
Date of first Appointment on the Board	30.04.2009
Qualification	MBA
Experience in specific Functional area	He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo. He has a rich experience of working with major companies of the Motherson Group.
Remuneration last drawn from Company (in ₹)	Mr. Laksh Vaaman Sehgal is not entitled for any remuneration from the Company. He has received remuneration from overseas subsidiaries as mentioned in the report on the Corporate Governance.
Remuneration sought to be paid	Nil
Terms and Conditions of appointment / re-appointment	Liabile to retire by rotation
Number of Board Meetings attended during the year*	8
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	Mr. Laksh Vaaman Sehgal is son of Mr. V. C. Sehgal, Chairman of the Company
Membership/ Chairmanship of the Committee of the Company	(a) Audit Committee, Member; (b) Risk Management Committee, Member; (c) Nomination and Remuneration Committee, Member; (d) Corporate Social Responsibility Committee, Member; (e) Share Transfer Committee, Chairman; (f) Committee of Directors (Strategic Business Matters), Chairman; (g) Committee of Directors (Administrative Matters), Chairman; and (h) Global Sustainability Committee, Chairman.
Directorship held in other companies	(a) <u>Subsidiaries</u> (including Indian and overseas): (i) Samvardhana Motherson Adsys Tech Limited (ii) CIM Tools Private Limited (iii) Motherson Technology Services Limited (formerly MothersonSumi Infotech and Designs Limited) (iv) Motherson Air Travel Agencies Limited (v) Motherson Auto Solutions Limited (vi) Global Environment Management (FZE) (vii) MSSL Mauritius Holdings Limited (viii) Samvardhana Motherson Holding (M) Private Limited (ix) SMR Automotive Holding Hong Kong Ltd. (x) SMR Automotive Mirrors Stuttgart GmbH (xi) SMR Automotive Beteiligungen Deutschland GmbH (xii) SMR Automotive Mirror Systems Holding Deutschland GmbH

	<ul style="list-style-type: none"> (xiii) SMR Automotive Mirrors UK Ltd. (xiv) SMR Automotive Mirror Part and Holdings UK Limited (xv) SMR Mirror UK Limited (xvi) MSSL Consolidated Inc., USA (xvii) Samvardhana Motherson Automotive Systems Group B.V. (xviii) SMR Automotive Technology Holdings Cyprus Limited (xix) Samvardhana Motherson Reflectec Group Holdings Ltd. (xx) Motherson Innovations Company Limited, U.K. (xxi) Motherson Innovations Deutschland GmbH (xxii) MSSL Estonia WH OÜ (xxiii) Motherson Ossia Innovations LLC (xxiv) Motherson Innovations LLC (xxv) Yujin SMRC Automotive Techno Corp. (xxvi) Samvardhana Motherson Corp. Management Shanghai Co. Ltd. (xxvii) Samvardhana Motherson Automotive Systems Group B.V. (xxviii) SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Şirketi (xxix) SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi (xxx) SMP Deutschland GmbH (Member of Supervisory Board) (xxxi) PKC Group Ltd. <p>(b) <u>Joint Venture:</u></p> <ul style="list-style-type: none"> (i) Motherson Sumi Wiring India Limited <p>(c) <u>Other Companies:</u></p> <ul style="list-style-type: none"> (i) Advantedge Technology Partners Private Limited (ii) Renu Farms Private Limited (iii) Motherson Auto Limited (iv) Shri Sehgal's Trustee Company Private Limited (v) Samvardhana Motherson Employees Benefit Limited (vi) ATAR Mauritius Pvt. Ltd. (vii) JSRR Holdings (M) Pvt. Ltd. (viii) Radha Rani Holdings Pte. Ltd. (ix) Advance Technologies and Automotive Resources Pte. Ltd. (x) Son Grows Systems Limited
<p>Membership/ Chairmanship of the Committee of other Indian Companies</p>	<p>(a) Motherson Technology Services Limited (formerly MothersonSumi Infotech and Designs Limited)</p> <ul style="list-style-type: none"> - Share Issuance Committee
<p>Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board</p>	<p>Mr. Laksh Vaaman Sehgal is also a non-executive director on the Board of Motherson Sumi Wiring India Limited (MSWIL), listed at BSE and NSE.</p> <p>Mr. Laksh Vaaman Sehgal is member on the following committee of MSWIL:</p> <ul style="list-style-type: none"> (a) Audit Committee (b) Nomination and Remuneration Committee (c) Stakeholder Relationship Committee

	<p>(d) Risk Management Committee</p> <p>Mr. Laksh Vaaman Sehgal is Chairman on the following committee of MSWIL:</p> <p>(a) Share Transfer Committee (b) Committee of Directors (Administrative Matters) (c) Sustainability Committee</p>
Number of shares held in the Company (as on March 31, 2022)	1143

*No. of meetings held during the financial year were 8 (eight).