



## SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(CIN- L35106MH1986PLC284510)

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

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

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Notice is hereby given that the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting ('AGM') of the members of Samvardhana Mother'son International Limited ('the Company') is scheduled to be held on **Thursday, August 29, 2024, at 1530 Hours (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')** to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - a) the Audited Financial Statements of the Company for financial year ended March 31, 2024, together with reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for financial year ended March 31, 2024, together with the report of Auditors thereon.
2. To declare final dividend of Re. 0.80 (Eighty Paise only) per equity share for financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN: 00048584), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants (Firm Registration No. 101394 with the Institute of Cost Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records of the Company for financial year 2024-25, amounting INR 4,10,000 (Rupees Four Lacs Ten Thousand Only) plus applicable taxes thereon and reimbursement of out of pocket expenses on actuals incurred in connection with aforesaid audit, be and is hereby ratified and confirmed.

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

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

“RESOLVED THAT in accordance with the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of members be and is hereby accorded for continuation of Mr. Vivek Chaand Sehgal (DIN:00291126) as the Director of the Company, for a period of five (5) years effective April 1, 2024 and shall not be liable to retire by rotation.

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.”

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

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

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

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to give corporate guarantee(s) or provide security(s) in connection with term loan facility(ies) and/or working capital facility(ies), to be availed by Motherson Electronic Components Private Limited (“**MECPL**”), step-down subsidiary of the Company through Samvardhana Motherson Innovative Solutions Limited (“**SMISL**”), for an amount upto INR 21,500,000,000/- (Rupees Twenty One Thousand Five Hundred Million) in one or more tranches from time to time, in favour of Bank(s), Financial Institution(s), Public financial Institution(s) or any other third party lender(s).

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

9. 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 Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and applicable provisions of the Companies Act, 2013 (“**the Act**”), if any read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws and regulations, if any, consent of the members of the Company be and is hereby accorded to create pledge (including disposal upon invocation of pledge), lien or any other encumbrance over entire or any substantial part of the equity shareholding in SMRC Automotive Holdings Netherlands B.V., a

company incorporated under the laws of Netherlands (hereinafter referred as “SMRC AHN B.V.”), a material subsidiary of the Company, in one or more tranches for loan availed and/or to be availed by SMRC AHN B.V. and/or by the Company and/or by any of the wholly owned subsidiary of the Company from time to time.

RESOLVED FURTHER THAT upon invocation of pledge and consequent sale, transfer, alienation, dilution, appropriation, exchange and/or disposal of the shares of SMRC AHN B.V., whether or not such action results in reduction of the equity shareholding of SMRC AHN B.V. or ceasing to exercise control over SMRC AHN B.V., in which case neither the members nor the Board of Directors of the Company shall be required to provide any further approval / consent.

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 including but not limited to finalise, settle and execute such documents/ deeds/ writings/ agreements.”

10. 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 2,000 Million (Rupees Two 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, 2024, provided that pursuant to first proviso of sub-section (3) of section 186 of the Act, the aforesaid additional limit(s) of INR 2,000 Million (Rupees Two 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 (hereinafter referred to as “the Board”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution including but not limited to finalise, settle and execute such documents/ deeds/ writings/ agreements from time to time.”

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

“RESOLVED THAT in accordance with the provisions of the Memorandum and Articles of Association of the Company and pursuant to the applicable provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and other applicable rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and the rules made thereunder, the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s) and/or reenactment thereof

for the time being in force and the regulations thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time, the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment(s), modification(s), variation or reenactment thereof (the “**ICDR Regulations**”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI Debt Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**Listing Regulations**”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the “**FCCB Scheme**”), the Depository Receipts Scheme, 2014 and the Framework for Issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India (together, the “**GDR Scheme**”), the listing agreement(s) entered into by the Company with the stock exchanges where the equity shares of the Company of the face value of ₹ 1/- each are listed (hereinafter referred to as the “**Stock Exchanges**”, and such equity shares, hereinafter referred to as the “**Equity Shares**”) and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, directions, guidelines, as may be applicable, and as amended from time to time, issued by the Government of India (the “**GoI**”), Ministry of Corporate Affairs (the “**MCA**”), Reserve Bank of India (the “**RBI**”), Securities and Exchange Board of India (the “**SEBI**”), Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), Stock Exchanges and/or any other regulatory/statutory authorities in India or abroad for the time being in force, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/ or sanction(s) as may be required from any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, including by the RoC, GoI, MCA, RBI, SEBI and the Stock Exchanges or any other concerned statutory/regulatory authority (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, as may be applicable on the Company and in accordance with the applicable laws in force, which may be agreed to by the Board of Directors of the Company (the “**Board**”) (a term which shall be deemed to include any committee that the Board may have constituted or may constitute in the future to exercise its powers, including those conferred by this resolution, as well as any person authorised by the Board or such committee to exercise such powers), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, if it thinks fit in the best interest of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted under the applicable laws) such number of Securities (as defined hereinafter) up to 33,88,21,074 equity shares, for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable laws, in one or more tranches, with or without a green shoe option to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers (the “**QIBs**”) as defined in the ICDR Regulations, by way of a private placement including Qualified Institutions Placement (the “**QIP**”) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through a Further Public Offer (“**FPO**”) (including under the fast track route, subject to meeting the requisite prescribed criteria, in accordance with and under the provisions of Chapter IV of the ICDR Regulations), or through a right issue, or through any other permissible mode and/ or combination thereof as may be considered appropriate, by way of issue of Equity Shares (whether fully or partly paid-up) or by way of issue of any other instrument or security, including fully/partly/optionally convertible debentures, securities convertible into Equity Shares, Global Depository Receipts (the “**GDRs**”), American Depository Receipts (the “**ADRs**”) or Foreign Currency Convertible Bonds (the “**FCCBs**”), and/or any other eligible Securities which may or may not be listed (all instruments mentioned above collectively with the Equity Shares (whether fully or partly paid-up) to be hereinafter referred to as the “**Securities**”) or any combination of Securities, with or without premium or discount (as may be permitted as per applicable law), to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including qualified institutional buyers (“**QIBs**”) (as defined in the ICDR Regulations) in accordance with Chapter VI of the ICDR Regulations, or otherwise, a mutual fund, venture capital fund,

alternative investment fund and foreign venture capital investor registered with SEBI, foreign portfolio investor other than individuals, corporate bodies and family offices, public financial institution, scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of INR 25 crores, pension fund with minimum corpus of INR 25 crores registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and/or any other categories of investors, who are authorised to invest in the Securities of the Company in terms of Regulation 2(1)(ss) of the ICDR Regulations, or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively referred to as the “**Investors**”), to all or any of them, jointly and/or severally through an issue of prospectus, and/or preliminary placement document and/or placement document and/or other permissible/ requisite offer documents writings/ circulars/memoranda, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary, in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, and without requiring any further approval or consent from the members at the time of such issue, subject to the applicable laws.

RESOLVED FURTHER THAT the relevant date (where applicable) for the purpose of pricing the Securities, as eligible in accordance with applicable law, in case of a QIP or issuance of FCCBs/ADRs/GDRs shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of such Securities, as eligible in accordance with applicable law, or FCCBs/ADRs/GDRs and the pricing shall be determined by the Board or any Committee duly authorised by the Board at or above the floor price determined on the basis of such formula and relevant date as provided under the Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are to be issued in the QIP, the relevant date for pricing of such Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board or such date as may be permitted under ICDR Regulations, as may be amended from time to time; and in the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with book running lead managers.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities, as eligible in accordance with applicable law, by way of a QIP in terms of Chapter VI of the ICDR Regulations:

- i. the allotment of Securities, as eligible in accordance with applicable law, shall only be made to QIBs as defined in the ICDR Regulations;
- ii. the allotment of Securities, as eligible in accordance with applicable law, or any combination of Securities, as eligible in accordance with applicable law, as may be decided by the Board, shall be completed within 365 days from the date of the special resolution of the members of the Company

- or such other time as may be allowed under the ICDR Regulations, the Act, and/or applicable and relevant laws/guidelines, from time to time;
- iii. the Equity Shares (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
  - iv. the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
  - v. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the “**QIP Floor Price**”), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including ICDR Regulations. The Board or a duly constituted committee thereof may in consultation with the book running lead manager(s), issue Equity Shares at a discount of not more than five percent or as may be in accordance with the applicable laws on such QIP Floor Price;
  - vi. the tenure of the convertible or exchangeable Securities, as eligible in accordance with applicable law, issued through the QIP shall not exceed sixty months from the date of allotment;
  - vii. a minimum of ten percent of the allotment of Securities, as eligible in accordance with applicable law, by of a QIP shall be to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
  - viii. no allotment shall be made, either directly or indirectly, to any QIB who is a Promoter of the Company or any other person related to the Promoters of the Company;
  - ix. No single allottee shall be allotted more than 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to INR 250 Crore) or five (in case the issue size is more than INR 250 Crore), as applicable, or in a manner as may be prescribed from time to time under the ICDR Regulations;
  - x. The Securities shall be allotted as fully paid up and in dematerialised form;
  - xi. the Company shall not undertake any qualified institutions placement until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;
  - xii. The relevant date for determination of the QIP floor price of the Eligible Securities to be issued shall be:
    - a) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,
    - b) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities simultaneously with non-convertible debentures, or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board; and
  - xiii. the Securities, as eligible in accordance with applicable law, shall not be sold by the allottee for a period of one year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the ICDR Regulations.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities, as eligible in accordance with applicable law, by way of a QIP in terms of Chapter VI of the ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- i. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on Equity Shares;
- ii. undertakes a rights issue of Equity Shares;
- iii. consolidates its outstanding Equity Shares into a smaller number of Equity Shares;
- iv. divides its outstanding Equity Shares including by way of stock split;
- v. re-classifies any of its Equity Shares into other Securities of the Company; and
- vi. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities under the FCCB Scheme and/or the GDR Scheme and other applicable laws, the FCCBs and/or the GDRs to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association and any Securities that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars. The Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any FCCB or as may be necessary. Further, the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares (“**Permissible Securities**”) through the issue of Depository Receipts (“**DRs**”), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program to the extent permitted under applicable laws, through transactions permitted under applicable law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under applicable law, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations, 2017 and such other circulars, notifications, clarifications, guidelines, rules and regulations issued by Appropriate Authority (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT in case of an allotment of Securities by way of a FPO in terms of Chapter IV of the ICDR Regulations and other applicable laws:

- i. The Company may determine the price of Equity Shares, and in case of convertible securities, the coupon rate and conversion price in consultation with the book running lead managers or by way of a book building process, for cash at par or at such premium or discount per Equity Share as allowed under the applicable laws, to such category of persons as may be permitted or in accordance with the ICDR Regulations or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the book running lead managers and / or underwriters and / or the stabilizing agent and / or other advisors or such persons appointed for the FPO;
- ii. the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to any category(ies) of persons permitted under applicable laws, including without limitation, eligible employees of the Company or to provide a discount to the offer price to retail individual bidders or eligible employees in accordance with the ICDR Regulations and as permitted under Applicable Law; and to take any and all actions in connection with any reservation or discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;
- iii. the Equity Shares allotted pursuant to the FPO shall be listed on the Stock Exchanges; and



- iv. the Equity Shares so allotted under the FPO (including any reservation or green shoe option) shall be subject to the provisions of the Memorandum and Articles of Association and rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend, however, in case of any partly paid-up Equity Shares issued pursuant to the FPO, such partly paid up Equity Shares, shall, upon being fully paid- up, rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and rights, including in respect of dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with the domestic and international practices to provide for the tradability and free transferability thereof as per the applicable laws and prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed, in accordance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognised stock exchanges and any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities, as described above, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to take all such actions and do all such acts, deeds, actions, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and/or international markets and proportion thereof, issue price and discounts permitted under applicable laws, premium amount on issue/ conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned as it may deem expedient, seek listing of any or all of such Securities on the Stock Exchanges in India and in case of GDRs or ADRs internationally, enter into and execute arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, to open such bank accounts, including escrow accounts, share/securities accounts, custodian accounts in India or abroad as required, in accordance with applicable law, to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by any Appropriate Authority, and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise

to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of its powers herein conferred by this resolution to any Committee duly authorised by the Board or subject to applicable laws to any one or more director and/or any one or more officers of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

By order of Board

Place: Noida, Uttar Pradesh  
Date: 02.08.2024

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

**Corporate Office:**

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

## Notes:

1. **A statement under Section 102 of the Companies Act, 2013 (“the Act”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) concerning the business under Item Nos. 4 – 11 of the Notice is annexed hereto.**
2. Pursuant to the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), physical attendance of the Members to the Annual General Meeting (“**AGM**”) is not required and that general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in ensuing AGM through VC/OAVM and thus attendance slip is not attached to this notice.
3. Details required under provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 36 of SEBI Listing Regulations including brief profile of Director seeking appointment / re- appointment, is annexed hereto.
4. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this AGM and hence Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS- 2411; CP-1509) has been appointed as the Scrutinizer for the e-voting process in a fair and transparent manner.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
7. In case of joint holders attending meeting, the Members whose name appears as first holder in order of names as per the Register of Members of the Company will be entitled to vote.
8. Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.
9. The Members can join the AGM through VC/OAVM mode 30 (thirty) minutes before and after scheduled time of commencement of the AGM, by following procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. The limit of 1000 members will not include large Shareholders (Shareholders holding 2% or more of shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first-come first-served basis.
10. The Register of Members and Share Transfer Books of the Company will be closed from Friday, August 16, 2024 to Thursday, August 22, 2024 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2024.

11. In terms of provisions of the Income Tax, 1961 (as amended by the Finance Act, 2020) dividend paid or distributed by a company on or after April 1, 2020, is taxable in the hands of the shareholders. The Company is therefore required to deduct tax at source (“TDS”) at the time of payment of dividend. The Company vide an e-mail dated July 12, 2024, communicated to shareholders regarding deduction of TDS on dividend and procedure for submission of documents for tax rate determination/ deduction. In case of any query, the shareholders may reach out to M/s. KFin Technologies Limited (formerly KFin Technologies Private Limited) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, change of e-mail address, contact numbers etc., to their depository participant (DP). Changes intimated to DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Share Transfer Agent (“RTA”), M/s. KFin Technologies Limited to provide efficient services. Members holding shares in physical form are requested to intimate such changes to M/s. KFin Technologies Limited, (Unit – Samvardhana Motherson International Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel.No.: +91- 40 – 67162222, +91- 40 -67161606; Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) quoting correct Folio Number.
13. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent of the Company as mentioned above, or to the Company Secretary at the Company’s corporate office. Members are requested to note that dividends that are not claimed within seven (7) years from the date of transfer to the Company’s unpaid dividend account, as per Section 124 of the Act, will be transferred to the Investor Education and Protection Fund (“IEPF”). Also, shares on which dividend remains unclaimed for 7 (seven) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
14. In compliance with requirements of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, the Company has during year 2023-24, transferred to the IEPF Authority, dividend for the year 2015-16 (which was unpaid or unclaimed for seven consecutive years) and the underlying shares therein. Details of unclaimed or unpaid dividend and shares transferred to IEPF Authority are available on website of the Company and can be accessed at the [link](#).
15. Due dates of declaration of dividend and for transfer of unclaimed / unpaid dividends thereafter to IEPF from the financial year 2024-25 are as below:

Sl.No.	Financial Year	Date of declaration of dividend	Due date for transfer of unpaid dividend to IEPF
1.	2016-17	21.08.2017	20.09.2024
2.	2017-18	13.08.2018	12.09.2025
3.	2018-19	14.08.2019	13.09.2026
4.	2019-20	28.02.2020	30.03.2027
5.	2020-21	17.09.2021	16.10.2028
6.	2021-22	29.08.2022	28.09.2029
7.	2022-23	29.08.2023	28.09.2030

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

- (a) For shares held in electronic mode: to their Depository Participants (DP)
  - (b) For shares held in physical mode: to the Company / Registrar and Share Transfer Agent in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, format(s) of which are available on website of the Company at [link](#).
18. SEBI amended relevant provisions of SEBI Listing Regulations to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares of the Company in physical form even after April 1, 2019, cannot lodge fresh request for transfer of shares with the Company / RTA after April 1, 2019 and they need to convert shares to demat form compulsorily in order to effect any transfer.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [link](#) and on the website of RTA at [link](#).
20. In compliance with the MCA Circulars, Notice of the AGM along with Annual Report for F.Y. 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report for F.Y. 2023-24 will also be available on the Company’s website [www.motherson.com](http://www.motherson.com) , websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of National Securities Depository Limited (agency for providing remote e-voting and e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. Members attending the AGM through VC/ OAVM shall be counted for purpose of reckoning quorum under Section 103 of the Act.
22. Register of contracts or arrangements in which directors are interested will be produced at commencement of AGM and remain open and accessible during continuance of the AGM to any person attending meeting through VC/OAVM.
23. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to persons attending the AGM through VC/OAVM.
24. The AGM is being held by VC/ OAVM in compliance with MCA Circulars, since AGM has been held through VC/OAVM route map of venue of AGM is not annexed herewith and venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript of the AGM shall also be made available on website of the Company.
25. **Voting by Electronic Means**
- A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), the Company has provided to members with a facility to exercise their voting right at the AGM by electronic means and business may be transacted through such voting. The facility of casting votes by members using an electronic voting system from a place other than venue of AGM (“remote e-voting”) will be provided by NSDL. The facility of voting through e-voting / insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to again cast their vote again.

- B. **The remote e-voting period begins on Monday, August 26, 2024, at 0900 Hours (IST) and ends on Wednesday, August 28, 2024, 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., **Thursday, August 22, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. **Thursday, August 22, 2024**.
- 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:

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

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-0911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

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

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

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

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

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

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

### **General Guidelines for shareholders**

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

section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password

may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the AGM through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). Such shareholders must register their request three (3) days in advance of the AGM, i.e., on or before, August 25, 2024 with the Company.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorrelations@motherson.com](mailto:investorrelations@motherson.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on toll free no.: 1800-1020-990 / 1800-22-44-30.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 4 TO 11 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.**

**Item No. 4**

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

Pursuant to Section 148(3) of the 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 appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394 with the Institute of Cost Accountant of India), as cost auditors of the Company to conduct audit of cost records of the Company relating to products across various segments, for financial year 2024-25.

The scope of Cost Audit includes carrying out audit of plastic components, rubber components and other automotive parts manufactured and cost accounting records maintained by the Company for financial year 2024-25. Further, turnover of the Company for financial year ended March 31, 2024, was INR 81,989 Million and turnover which is subject to Cost Audit was INR 44,571 Million. Further, the number of production units covered under the Cost Audit scope is 32 (thirty-two).

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

Accordingly, ratification by the members is sought for remuneration payable to the Cost Auditors for financial year ending March 31, 2025, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

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

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

**Item No. 5**

Mr. Vivek Chaand Sehgal (DIN:00291126) was appointed as the Director of the Company with effect from December 19, 1986 and thereafter as the Chairman effective from January 20, 1997. Further, in Annual General Meeting of the Company held on July 31, 1999, Mr. Sehgal was appointed as the Director, not liable to retire by rotation pursuant to the provisions of the applicable company law(s) and the Articles of Association of the Company.

Now, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) have been amended on July 15, 2023, *inter-alia*, by inserting Regulation 17(1D) as under:

*“(1D) With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be:*

*Provided that the continuation of the director serving on the board of directors of a listed entity as on*

*March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.”*

Accordingly, pursuant to the amended provisions of Regulation 17(1D) of SEBI Listing Regulations, the Board of Directors at its meeting held on July 26, 2024, upon recommendation of the Nomination and Remuneration Committee approved continuation of Mr. Vivek Chaand Sehgal as the Director of the Company for a period of five (5) years effective from April 1, 2024 and shall not be liable to retire by rotation.

Mr. Vivek Chaand Sehgal has played a pivotal role as the director of the Company. Mr. Sehgal, aged 67 years, is the Chairman of the Company. Mr. Sehgal established Motherson in 1975 together with his mother and ventured into the manufacturing sector in 1977 with a cable and wire manufacturing unit. Mr. Sehgal has been instrumental in the expansion of Motherson into a group that employs approximately 190,000 people across 400 facilities in 44 countries. His visionary approach has led to numerous successful joint ventures and acquisitions, with the Group currently having multiple partners across various product ranges and a total of 43 successful acquisitions.

Mr. Sehgal has always stressed the importance of diversification, resulting in Motherson's wide-ranging product portfolio, which now includes wiring harnesses, rearview mirrors, integrated plastic modules, lighting systems, and various other modules and components. The Group has grown to become a major global supplier of rearview mirrors and the leading supplier of polymer modules in Europe. Additionally, it is a prominent supplier of wiring harnesses for heavy-duty commercial vehicles in the American and European markets and holds market-leading positions in most product verticals in India.

Throughout his career, Mr. Sehgal has received numerous awards and accolades, including his induction into the Automotive Hall of Fame (AHF) for 2024, being named Ernst & Young's 'Entrepreneur of the Year 2016, India', and Business Standard's 'CEO of the Year 2015', among others.

The directors believes that Mr. Sehgal's continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of above and after consideration of performance of Mr. Sehgal over past years and on recommendation of the Nomination and Remuneration Committee, the Board, subject to approval of the Members, approved continuation of Mr. Vivek Chaand Sehgal as the Director of the Company for a period of 5 (five) consecutive years effective April 1, 2024 and shall not be liable to retire by rotation. Further, Mr. Sehgal will be designated as a non-executive and non-independent director of the Company.

Mr. Sehgal is a Promoter of the Company and holds 87,87,82,644 equity shares in the Company. Also, Mr. Sehgal along with the Promoter Group holds 50.47% equity share capital of the Company.

The details of Mr. Vivek Chaand Sehgal as required under Secretarial Standard – 2 and Regulation 36 of the SEBI Listing Regulations, as applicable, are provided in 'Annexure I' to the Notice.

Considering above, the Board recommends continuation of Mr. Sehgal, as the Director on the Board of the Company by way of Ordinary Resolution as set out in Item no. 5 of this Notice.

Save and except Mr. Vivek Chaand Sehgal and Mr. Laksh Vaaman Sehgal son of Mr. Vivek Chaand Sehgal, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## **Item No. 6**

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

In terms of aforesaid provisions, the Company, had sought approval from its shareholders at 36<sup>th</sup> Annual General Meeting (“AGM”) held on Monday, August 28, 2023, for various material related party transactions to be entered with Motherson Sumi Wiring India Limited (“MSWIL”) during Financial Year 2023-24.

Similarly, approval of the members of the Company is being sought at the ensuing 37<sup>th</sup> AGM for entering into related party transactions during Financial Year 2024-25.

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

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

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

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

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

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

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	Motherson Sumi Wiring India Limited (“MSWIL”)  The Company holds 33.43% of the equity share capital of MSWIL.
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transactions are in relation to sale / supply of various goods or materials, wire, tape and other components, child parts of wiring harness components and moulds, equipment & machines and capital spares/tools/jigs etc. 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.
<b>Rationale for transaction</b>	The Company over years have developed an in-house capability of manufacturing various products including certain child parts required in manufacturing / assembly of wiring harness by way of

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

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

The above transactions will benefit for increased revenue for the Company and ensure that benefit of its inhouse value chain continues to be available to MSWIL as well, at arm’s length prices.

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 the Company as well as MSWIL.

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**Duration of the proposed transactions**

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

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

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**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.

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**6(b): Purchase of wiring harness and other parts and/or components and/or services and capital items thereof**

Particulars	Information
Name of the Related Party	Motherson Sumi Wiring India Limited (“MSWIL”)  The Company holds 33.43% of the equity share capital of MSWIL.
Nature, material terms and particulars of the contract or arrangement	The 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.  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. Other terms and conditions of the transaction(s)

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are consistent with the basis on which transaction(s) are entered into with unrelated parties.

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**Rationale for transaction**

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.

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.

The transactions will be at an arm's length basis and in the ordinary course of business.

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**Duration of the proposed transactions**

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

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

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**Pricing and financial arrangements**

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

In respect to the future business, the prices are to be mutually 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.

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

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

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The shareholders of the Company in their 35<sup>th</sup> AGM held on August 29, 2022, *inter-alia*, approved that area of manufacturing unit(s) may change in future considering expansion and other business requirements. Further, area for various properties given on lease may change in future considering expansion and other business requirements of MSWIL. In case of change in leased area, rental will vary and such change in rental will be on an arm's length justification and supported by an independent third party report.

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

Further, MSWIL proposes to expand its operations through 4-5 new plants in F.Y. 2024-25 which are being contemplated to come in Pune, Maharashtra and Navagam, Gujarat. Location of other plants will be decided based on customer requirements. Lease for new plants shall be entered into at arm's length at the time of handing over of plants by the Company to MSWIL to carry on manufacturing operations.

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#### **Rationale for transaction**

MSWIL, *inter- alia*, consists of various manufacturing units and offices located in Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand, Rajasthan and Tamil Nadu.

The land and building of such manufacturing and offices units are originally owned and / or leased in the name of the Company. Further, many of factories pertaining to domestic wiring harness business are on long term leases taken from government authorities / industrial parks.

Further, as part of the scheme, it was decided that the Company to continue to retain such immovable assets and MSWIL to work on an asset light model for domestic wiring harness business.

Accordingly, all such manufacturing units and offices have been given on lease / sub- lease by the Company to MSWIL, including additional properties and / or areas as may be commercially agreed between the Company and MSWIL. Further since MSWIL proposes to expand its operations through 4-5 new plants in F.Y. 2024-25 based on customer requirements such requirements will be met by lease/sublease of manufacturing units to MSWIL by the Company.

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

Considering continuity of business perspective, as approved earlier by shareholders of the Company and as mentioned aforesaid, the agreement for these lease / sub-lease will be on long term lease which will be for a period of 10 (ten) years from effective date with a lock-in of 5 (five) years during which, neither party shall be entitled to terminate the agreement.

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

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The leases / sub-leases will remain effective for a period of 10 (ten) years from effective date of lease / sub-lease, as the case may be.

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**Pricing and financial arrangements**

To ensure that fair values of lease rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an independent valuer was appointed to carry out independent studies and basis report from independent valuer lease rentals together with security deposits and annual escalations have been worked out in the respective lease agreements.

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

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

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<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, 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>
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<b>Pricing and financial arrangements</b>	<p><b>A. Functional Services to be provided by the Company</b></p> <p>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"> <li>- Revenues; or</li> <li>- Any other applicable metric as may be considered appropriate where revenue-based allocation may not be feasible.</li> </ul> <p>For removal of doubts, it is clarified that in case any of cost, which is to be shared between the Company and MSWIL and is initially incurred by MSWIL, will be recovered on the same basis as above and the shared service costs as disclosed are on net basis.</p> <p><b>B. Others</b></p> <p>Pricing to be governed by following principles:</p> <ul style="list-style-type: none"> <li>- In case of any trading activities, there will be a mark-up on arm’s length basis; or</li> <li>- In-house developed solutions / services to be priced at comparable levels to market prices.</li> </ul>
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**6(e): Management services**

Particulars	Information
<b>Name of the Related Party</b>	<p>Motherson Sumi Wiring India Limited (“MSWIL”)</p> <p>The Company holds 33.43% of the equity share capital of MSWIL.</p>
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transaction 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.</p>
<b>Rationale for transaction</b>	<p>The Company and Sumitomo Wiring Systems, Ltd., Japan (“SWS”) had entered into a Technical Assistance Agreement dated December 20, 1986, for the manufacture of wiring harness and components. The technical assistance and grant of license were, <i>inter-alia</i>, to manufacture and sell wiring harness and its components by using technical information, know-how and technical assistance from SWS including design &amp; development fee, software computer maintenance fee, technician absence fee etc. The said technical assistance has been extended from time to time and new products been included as per the requirements of the customers. Since these</p>

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 will 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)	FY 25 quantum as % to FY24 consolidated revenue from operations	FY 24 quantum (Amount in INR Million)	Basis
(a)	Sale / Supply of components, wires and capital goods to MSWIL	38,000	3.85%	27,522	Proposed limits based on current market demand forecast, consideration on copper prices and enhanced localization specifically of wires.
(b)	Purchase of wiring harness and other parts and/or components	2,100	0.21%	1,128	Proposed limits based on current market potential of business and consideration on copper prices.

Sl. No.	Particulars	Proposed monetary limits (Amount in INR Millions)	FY 25 quantum as % to FY24 consolidated revenue from operations	FY 24 quantum (Amount in INR Million)	Basis
	thereof by the Company				
(c) (1)	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	1,000	0.1%	708	The amount may vary based on change in lease area as well as basis escalation of 5% per annum. Also, for the additional facility(s) the rentals is to be charged on the basis of comparable lease and / or independent valuation report (as the case may be).  In addition to the lease rental, MSWIL has outstanding Security Deposit amount of INR 325 Million, as on March 31, 2024. Amount of Security Deposit may vary in accordance with any changes/new leases entered into by the Company with MSWIL.
(c) (2)	Security deposit received	95	0.01%	20	On actual / arms' length basis for new properties to be rent out during the year.
(d)	Functional Support Services to MSWIL	1,529	0.15%	1,135	On actual / arms' length basis
(e)	Management Services	725	0.07%	475	As disclosed above in rationale under management services.

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

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

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

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

The Audit Committee and the Board of Directors of the Company in its meetings held on July 25, 2024 and July 26, 2024 respectively, approved and consented to seek shareholders' approval for the said RPTs. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length and they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the Company have also reviewed these RPTs and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 6 to this notice.

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

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

#### **Item No. 7**

The members may note that pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") a "material related party transaction" is a transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds 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.

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

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

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

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party and Nature of Relationship</b>	SEI Thai Electric Conductor Co., Ltd. (" <b>SEI Thai</b> ")  SEI Thai is a subsidiary of Sumitomo Electric Industries Ltd., Japan (" <b>SEI</b> "). Further, SEI is the holding company of M/s. Sumitomo Wiring Systems, Ltd., Japan (" <b>SWS</b> ").
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transactions will be at an arm's length basis and in the ordinary course of business.
<b>Rationale for transaction</b>	SEI Thai supplies copper in drawn from under various sizes from a state of art facility with renowned international technology. The product has excellent quality as required for our applications.

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

However, arrangement between companies will be on a non-exclusive basis and therefore 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<sup>rd</sup> 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 / % to consolidated revenue)	FY 25 quantum as % to FY24 consolidated revenue from operations	FY 24 quantum (Amount in INR Million)	Basis
1	Purchase of copper	14,000	1.42%	11,298	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 also 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 members may note that the aforesaid transaction(s) with SEI Thai are on an arm’s length basis and in an ordinary course of business. Further, terms and conditions of aforesaid transaction(s) be consistent with basis on which transaction(s) are entered into with unrelated parties. The aforesaid transaction(s) does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company.

The Audit Committee and the Board of Directors of the Company in its meetings held on July 25, 2024 and July 26, 2024 respectively, approved and consented to seek shareholders’ approval for the said RPTs. The Audit Committee and the Board of Directors also noted that these transactions are at arm’s length, they qualify as material RPTs under the SEBI Listing Regulations. Further, Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members’ approval is being sought for the resolution mentioned as Item No. 7 to this notice.

None of the Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.



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

#### **Item No. 8**

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

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

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

The sub-section (3) of section 186 of the Act provides that where giving of any loan or guarantee or providing any security or the acquisition as provided under section 186(2) of the Act, exceeds 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.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee. A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) INR 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, Regulation 23(5)(b) of the SEBI Listing Regulations exempts requirement of members approval for the transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

Motherhood Electronic Components Private Limited (“**MECPL**”) is a private company incorporated by Samvardhana Motherhood Innovation Solutions Limited (“**SMISL**”) as its wholly owned subsidiary on March 15, 2023. MECPL was incorporated to carry on the business of manufacturing, design, development, assembly, marketing, sale of components, material etc. and act as a vehicle for exploring new business for further expansion. Further, SMISL is a wholly owned subsidiary of the Company and therefore MECPL is an indirect wholly owned subsidiary of the Company.

On January 18, 2024, SMISL entered into the Securities Subscription Agreement, Shareholders Agreement and Technology Support Agreement (“**Definitive Agreements**”) with BIEL Crystal (Singapore) Private Limited (“**BIEL**”). Pursuant to the Definitive Agreements, BIEL will make investment(s) in MECPL and MECPL will receive Technical Assistance from BIEL and/or its Affiliates.

The members may note that pursuant to Definitive Agreement(s) and subject to regulatory approval(s), BIEL shall subscribe 0.01% Cumulative Compulsory Convertible Preference Shares (CCPS) having a tenure of five (5) years.

Upon conversion, initial investment of CCPS will entitle BIEL to acquire up to 10% paid-up equity share capital of MECPL, on fully diluted basis. Further, subject to customary conditions, *inter-se*, BIEL will have right to increase its shareholding in the equity share capital of MECPL up to an additional 39% (through primary and/or secondary and/or combination of both), i.e, aggregating to 49% of share capital of MECPL on fully diluted basis. The Stock Exchange disclosure made by the Company in regard to the Definitive Agreement with BIEL is available on the website of the Company at [link](#).

The members may note that MECPL has been setting up manufacturing facility in a phased manner. The project cost is to be funded through mix of internal accruals and external borrowing. MECPL proposes to raise funds for project set-up cost from Bank(s), Financial Institution(s), Public financial Institution(s), other third-party lender(s) etc.

The initial project cost for the phase(s) under consideration is estimated to be INR 26,000 million and subject to availability of borrowed funds at commercially prudent financing cost, the project is proposed to be funded with debt-equity ratio of 2:1. In order to optimize financing cost for MECPL, it is proposed that the Company provides guarantee and/or surety (including by way of the comfort letter(s)) to facilities proposed to be availed by MECPL. The manufacturing facility being setup by MECPL is yet to commence its commercial production.

The members may note that MECPL may further be required to take addition to its currently set-up manufacturing facility, including considering demand from customers and such additional project cost will also be funded with the aforesaid debt equity ratio. Accordingly, considering future requirements, it is proposed that the Company provides guarantee and/or surety (including by way of the comfort letter) to facilities (including for pre-project expenses, working capital facilities etc.) proposed to be availed by MECPL provided that exposure of the Company together with its wholly owned subsidiaries is up to Rs. 21,500 million.

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

Particulars	Information
<b>Name of the Related Party and Nature of Relationship</b>	Motherson Electronic Components Private Limited (“MECPL”) an indirect wholly owned subsidiary of the Company.
<b>Nature, material terms and particulars of the contract or arrangement</b>	To provide corporate guarantee and / or surety for facilities proposed to be availed by MECPL to the tune of INR 21,500 million with a guarantee commission of up to 1% per annum to be charged by the Company.  The transactions will be at an arm’s length basis and in the ordinary course of business.
<b>Value of the transaction</b>	INR 21,500 million as the guarantee and / or surety with up to 1% per annum as guarantee commission.
<b>Rationale for transaction</b>	MECPL is a newly incorporated indirect subsidiary of the Company. BEIL upon holding at least 26% of share capital shall be under an obligation to provide the guarantee etc. in proportionate to their respective shareholding in MECPL. The Company along with its subsidiary(ies) will provide guarantee or surety to the lenders of MECPL to an extent of 100% up till shareholding is above 74%.  The support being given by SAMIL would enable MECPL to undertake a high growth path. Further, MECPL being an entity,

	financial statements of which are consolidated with the Company, it will help the Company to simultaneously achieve its growth.
<b>Duration of the proposed transactions</b>	The corporate guarantee and / or security to be provided will continue for the tenure of facilities of MECPL.
<b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Not Applicable
<b>Any valuation or other external report relied upon by the listed entity in relation to the transactions</b>	Not Applicable
<b>Any other information that may be relevant</b>	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The members may note that, as stated hereinabove, Section 186 of the Act and Regulation 23 of the SEBI Listing Regulations exempts for the requirement of the shareholders' approval in respect to wholly owned subsidiaries. However, considering that post investment by BIEL in MECPL, MECPL will be ceased to be wholly owned subsidiary and become a subsidiary of the Company, an approval of the members is being sought in accordance with provisions of Section 186 of the Act and Regulation 23 of the SEBI Listing Regulations as mentioned in the enabling resolution.

The members may also note that 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, 2024, is INR 306,725 Million.

Considering various strategic acquisitions, organic and inorganic growth by the Company, the Company has already made loan, provided guarantee or security and subscribed to the securities to the tune of INR 334,853 Million as on March 31, 2024. The said amount of INR 334,853 Million includes loans, guarantee or security and/or investments made to wholly owned subsidiary companies (WOS) to the tune of INR 276,861 Million as on March 31, 2024, 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, 2024, 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 57,992 Million.

MECPL is an indirect wholly owned subsidiary of the Company and none of the Director of the Company is holding any shares and / or directorship of MECPL. Therefore, none of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 8.

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

## **Item No. 9**

Regulation 24(5) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 (hereinafter referred to as "SEBI Listing Regulations") provides that (a) a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting (b) selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution.

SMRC Automotive Holdings Netherlands B.V., a company incorporated under the laws of Netherlands (“**SMRC AHN B.V.**”) is a step-down wholly owned subsidiary of Samvardhana Motherson International Limited (the “**Company**”) through Samvardhana Motherson Automotive Systems Group B.V.

During financial year 2023-24, structure of overseas subsidiaries of the Company was simplified. Accordingly, significant part of various overseas operations of business verticals of the Company such as Wiring Harness, Modules & Polymer Products, Vision Systems, Integrated Assemblies and Emerging Business were consolidated under SMRC AHN B.V.

Also, certain acquisitions made during financial year 2023-24, *such as*, Motherson SAS Group, Yachiyo Group, Motherson DRSC Group, Motherson Lumen Group and Motherson Aerospace SAS Group were done under SMRC AHN B.V. The simplified structure of SMRC AHN B.V., is set out in disclosure made by the Company to the Stock Exchanges on April 20, 2024 available at [link](#).

During financial year 2024-25, SMRC AHN B.V. has issued US dollar denominated senior, secured, guaranteed notes aggregating to US \$ 350 Million (the “**Notes**”) as per terms contained in the definitive documents dated July 11, 2024 (the “**Trust Deed**”). As a condition subsequent, the Notes are to be secured by way of on 100% equity shareholding of SMRC AHN B.V. held by the Company and/or its subsidiaries from time to time. As per terms of definitive documents for issue of Notes, the pledge shall rank *pari-passu* with existing facilities of SMRC AHN B.V. or by the Company and/or by any of the wholly owned subsidiary of the Company from time to time.

Due to internal reorganization and new acquisitions as mentioned hereinabove, as per audited consolidated financial statement of Company as on March 31, 2024, SMRC AHN B.V. has a net worth exceeding 10% of the consolidated net-worth of the Company. Therefore, SMRC AHN B.V. is a material subsidiary of the Company in terms of Regulation 24 of the SEBI Listing Regulations.

In addition to fresh borrowing of US \$ 350 million (i.e. equivalent to Euro 321 million), the equity shares of SMRC AHN B.V. had been earlier pledged as security for term loan(s), revolving credit facility(ies) etc. for loans availed by it and/or by the wholly owned subsidiary(ies) of the Company, from various lenders to tune of Euro 1,634 million.

Within umbrella of SMRC AHN B.V. various overseas business verticals of the Company, *such as*, Wiring Harness, Modules & Polymer Products, Vision Systems, Integrated Assemblies and Emerging Business are included and operated through its subsidiary companies. In this regard, SMRC AHN B.V. and / or wholly owned subsidiaries of the Company and / or the Company, may borrow additional funds, extend or replace or existing facilities to support subsidiary businesses and pledge to shares of SMRC AHN B.V. on rank *pari-passu* basis, from time to time.

The equity shares of SMRC AHN B.V. to be pledged on *pari-passu* basis for borrowings and/or its utilization by SMRC AHN B.V. (a wholly owned subsidiary of the Company), the Company and/or other wholly owned subsidiaries of the Company.

Since, SMRC AHN B.V. has now become material subsidiary of the Company as on March 31, 2024, pursuant to Regulation 24 of SEBI Listing Regulations, approval of shareholders is being sought for pledge of shares of SMRC AHN B.V. for the existing and future facilities as mentioned in the enabling resolution.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 9 of the Notice for approval of the shareholders as a Special Resolution.

#### **Item No. 10**

The Company has been making investments, giving loans and / or providing guarantees or security in connection

with loans to other persons and bodies corporate (i.e. its subsidiaries, joint ventures and associate companies) from time to time, in accordance with section 186 of the Companies Act, 2013 (“the Act”) and other applicable provisions (if any).

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

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

The sub-section (3) of section 186 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 as on March 31, 2024, 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 of the Company in their 34<sup>th</sup> AGM held on September 17, 2021, *inter-alia*, granted their approval to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem fit and in the interest of the Company, upto an additional amount of INR 1,000 Million. The said limit was further increased by the shareholders of the Company in their 35<sup>th</sup> AGM held on August 29, 2022, by further INR 1,000 Million. The members may note that as on March 31, 2024, the Company has utilized the aforesaid approved limit to the extent of INR 1,585 Million.

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, 2024, is INR 3,06,725 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 334,853 Million as on March 31, 2024. The said amount of INR 334,853 Million includes loans, guarantee or security and/or investments made to wholly owned subsidiary companies (WOS) to the tune of INR 276,861 Million as on March 31, 2024, 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, 2024, 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 57,992 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 2,000 Million (Rupees Two 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. 10 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. 10.

#### **Item No. 11**

The members may note that currently, the Company is following its sixth five-year plan, Vision 2025, which includes following objectives:

- Generating USD 36 billion in Gross Revenues by the fiscal year ending March 31, 2025, with a 40% return on capital employed on a consolidated basis.
- Implementing our “3CX10” strategy to ensure no single country, customer or component accounts for more than 10% of our revenue, promoting a balanced and resilient business model.
- Diversifying our revenue sources so that 75% comes from the automotive industry and 25% from new segments.

In progressing towards the objectives set out in Vision 2025, the Company keeps evaluating and exploring various avenues of growth. While evaluating various means and forms of growth, Company remains committed to its strategic priorities of diversification, operational excellence and financial prudence. This helps the Company towards value creation for all its stakeholders.

To support growth, various fund-raising options are evaluated from time to time. Also, in light of the recent growth journey of the Company where multiple acquisitions have been mainly funded by Debt / internal accruals and publicly announced objectives of impending growth in emerging markets with total 18 Greenfields being set-up including in India where 13 Greenfields across automotive and non-automotive sectors are currently being set up. There is a large pool of capital is being deployed for organic growth. The Company has also publicly announced that approx. 40% of its estimated capital expenditure of approx. INR 50,000 million for the year financial year 2025 is expected to be spent on these Greenfields. Therefore, it is thought prudent for the Company to explore options other than debt as well for raising capital and issue of securities being one of them.

It is therefore necessary that the Company should have the necessary approvals for accessing various opportunities for capital / fund raising going forward. Accordingly, the Board, at its meeting held on August 02, 2024 has approved, raising of funds, in one or more tranches, by issuance of Equity Shares or by way of issue of any instrument or security, securities convertible into Equity Shares, Global Depository Receipts (the “GDRs”), American Depository Receipts (the “ADRs”) or Foreign Currency Convertible Bonds (the “FCCBs”) and/ or any other eligible financial instruments/securities which may or may not be listed (instruments mentioned above collectively with the Equity Shares to be hereinafter referred to as the “Securities”) or any combination of Securities up to 33,88,21,074 equity shares of the Company, through public issue(s), private placement(s), rights

issues(s), QIP(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of prospectus and/or placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/ circulars/memoranda in such a manner to any eligible person, including QIBs (as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (hereinafter referred to as the “**ICDR Regulations**”) in accordance with the Chapter VI of ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), otherwise, a mutual fund, venture capital funds, alternative investment funds, and foreign venture capital investor registered with SEBI, foreign portfolio investors other than individuals, corporate bodies and family offices, public financial institution, scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of INR 25 crores, pension fund with minimum corpus of INR 25 crores registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013 and/or any other categories of investor, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above in terms of (a) the ICDR Regulations; (b) applicable provisions of the Act and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof; and (c) other applicable law including the SEBI Debt Regulations, as amended.

Accordingly, the Board, at its meeting held on August 02, 2024, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and/or other advisor(s) appointed in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Board may, in their discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The members may note that the existing paid-up share capital of the Company is INR 677,64,21,366/- (Rupees Six Hundred Seventy Seven Crores Sixty Four Lakhs Twenty One Thousand Three Hundred and Sixty Six only) divided into 677,64,21,366 (Six Hundred Seventy Seven Crores Sixty Four Lakhs Twenty One Thousand Three Hundred and Sixty Six) Equity Shares of Re. 1/- (Rupee One) each. Therefore, the proposal to issue Securities up to 33,88,21,074 (Thirty Three Crores Eighty Eight Lakhs Twenty One Thousand and Seventy Four) equity shares of the Company will be up to 5% (approx.) of the existing equity share capital of the Company.

In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof) in accordance with the ICDR Regulations and such other applicable laws, considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

Further, Section 62(1)(a) of the Act, provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution decide otherwise. Since the special resolution proposed may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the shareholders is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act, as well as applicable rules notified by the MCA and in terms of the provisions of the Listing Regulations, as amended. Further, in terms of provisions of Section 42 and 71 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a special resolution. Therefore, the consent of the Shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Act and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the Memorandum and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to issue, shall rank, in all respects, *pari-passu* with the then existing Equity Shares of the Company. The Securities to be allotted would be listed on the Stock Exchanges, as may be required. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares, if any, would be subject to the applicable foreign investment cap limits (as provided under the Consolidated FDI Policy) and relevant foreign exchange regulations, including the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s), and/or re-enactment thereof. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Regulations, as amended.

Pursuant to Sections 23, 42, 62 of the Act, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force, ICDR Regulations and Listing Regulations, approval of members is required to be obtained by a special resolution for making any further issue of Equity Shares or Securities to any person(s) other than the existing members of the Company.

#### Intention of the Directors, or Key Managerial Personnel

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

#### Objects

The Company proposes to utilise the funds that may be permitted under applicable laws, and any other objects determined by the Board. The amount proposed to be utilised for general corporate purpose, shall not exceed 25% of the proceeds from the Issue (after adjustment of expenses related to the Issue, if any) (“**Net Proceeds**”) and may be utilized for purposes as may be permissible under applicable laws, and in such a manner and proportion as may be decided by the Board from time to time in accordance with the applicable laws. Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in accordance with applicable laws.

#### QIP

In case the Issue is made through a QIP:

- (i) the allotment of the Securities shall only be made to the QIBs) and the Promoters or any person related to the Promoters, Directors, KMP shall not eligible to participate in the Issue;
- (ii) a minimum of 10% of the Securities shall be allotted to mutual funds, and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;



- (iii) the equity shares of the same class which are proposed to be allotted through a qualified institutions placement must have been listed on a stock exchange for at least one year prior to the issuance of the notice to the shareholders for convening the meeting for passing the special resolution. If the issuer is involved in a court-approved or government-approved scheme under sections 230 to 234 of the Act, the listing period of the transferor company's shares will also be included for the computation of one-year requirement;
- (iv) an issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- (v) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under the same control shall be deemed to be single allottee;
- (vi) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on a fully paid-up basis;
- (vii) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or as may be permitted from time to time;
- (viii) the schedule of the QIP will be as determined by the Board;
- (ix) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting; and
- (x) any other terms and conditions as may be prescribed from time to time under the applicable laws.

#### Relevant date

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

#### Pricing

Further, as the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be arrived at by the Board, depending on market conditions and in accordance with the provisions of the ICDR Regulations, SEBI Debt Regulations, as amended, the Listing Regulations, the Foreign Exchange Management Act, 1999, the Act, FCCB Scheme, the GDR Scheme, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

In the event of issuance of Securities by way of a QIP, as per the provisions of Chapter VI of the ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. The Board or any Committee duly authorised by the Board may offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under the said Chapter, in accordance with the applicable laws. Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members.

In the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with book running lead managers. The Securities shall be made available for allocation to all category(ies) of persons as permitted under the applicable laws, including without limitation, eligible employees and promoters of the Company.

#### Details of investors

The Company is yet to identify the investor(s) and decide quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and the quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the ICDR Regulations, the Listing Regulations, the Act, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, GoI from time to time, each as amended; and other applicable law and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

#### Notice

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorised or where it is unlawful to do so.

#### Change in Control

No change in control of the Company or its management of its business is intended or expected pursuant to the issuance of Securities as proposed hereinabove.

The Board believes that the issue of Securities of the Company is in the interest of the Company and accordingly recommends the Special Resolution as set out in Item No. 11 of this Notice for your approval.

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

By order of Board

Place: Noida, Uttar Pradesh  
Date: 02.08.2024

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

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

**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	Mr. Vivek Chaand Sehgal
Director Identification No.	00048584	00291126
Date of Birth and Age	29.11.1982 (41 years)	28.09.1956 (67 years)
Date of first Appointment on the Board	30.04.2009	19.12.1986
Qualification	MBA	Graduate in Commerce
Experience in specific Functional area	<p>Mr. Laksh Vaaman Sehgal is closely involved in all the new ventures and is a key member of the core strategic team for the overall management and growth of the Motherson Group while steering the group through evolving trends, future outlook and macro-economic factors affecting businesses. Under the leadership of Mr. Laksh Vaaman Sehgal, Motherson Group is diversifying and expanding its presence to new industry segments including aerospace, technology, logistics and health and medical. He is also leading the Group's drive towards development and production of enhanced solutions for the future requirement of the transport industry. Mr. Laksh Vaaman Sehgal also provides strategic guidance on performance improvement plans and troubleshooting through focused teams. He is a key member of the executive team which is driving ESG and Sustainability practices at Motherson. Further, he is driving innovative and technology solutions and working for developing and bringing new future technology for strategic advancement and growth for the entire group.</p>	<p>Under the leadership and direction of Mr. Vivek Chaand Sehgal, Chairman of the Company, Motherson has evolved as a leading full system sustainable solutions provider to the global automotive industry. The Group is ranked among the top 25 global automotive suppliers. Mr. Sehgal's visionary ability to sight opportunities for the benefit of the Group, be it in the form of joint ventures, acquisitions, expansion of existing businesses, development of emerging business markets is remarkable. Today the Group has multiple partners for its various product ranges and has 43 successful acquisitions to date. Mr. Vivek Chaand Sehgal spends extensive time and contribute significantly to provide strategic guidance <i>inter-alia</i> for expanding and enhancing business, profitability, capacity enhancement, fostering relationship with customers/suppliers, to drive growth and competitive advantage. Further, his involvement and connect with the employees is instrumental in keeping them motivated right up to the shop floor.</p>
Remuneration last drawn from Company (in ₹)	Mr. Laksh Vaaman Sehgal being a non-executive director, is not entitled for any remuneration from the Company.	Mr. Vivek Chaand Sehgal being a non-executive director, is not entitled for any remuneration from the Company.

	However, for the financial year 2023-24, Motherson Innovations Company Limited, U.K. ('MI'), indirect subsidiary of the Company, has remunerated Mr. Laksh Vaaman Sehgal Euro 1,842,972.29 and post-employment benefits equivalent to Euro 324,918.39 along with insurance, company car and an accommodation for his stay in London, UK. The total remuneration and benefits from MI accounts for Euro 2,167,890.68.	However, given international focus of businesses of the Company, including the wiring harness business, MSSL Mideast (FZE), has appointed Mr. Vivek Chaand Sehgal, Chairman (on part time basis). For the financial year 2023-24, MSSL Mideast (FZE) has paid or accrued remuneration of Euro 2,137,500 to Mr. Vivek Chaand Sehgal Chairman of the Company. Further, Samvardhana Motherson Automotive Systems Group B.V. has paid sitting fees of Euro 100,000 to Mr. Vivek Chaand Sehgal during F.Y. 2023-24.
Remuneration sought to be paid	Nil	Nil
Terms and Conditions of appointment / re-appointment	Liabile to retire by rotation	To be re-appointed as Director of the Company for a period of 5 years effective April 1, 2024 and shall not be liable to retire by rotation.
Number of Board Meetings attended during the year	16*	16*
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	Mr. Laksh Vaaman Sehgal is son of Mr. Vivek Chaand Sehgal, Chairman of the Company	Mr. Vivek Chaand Sehgal is father of Mr. Laksh Vaaman Sehgal.
Membership/ Chairmanship of the Committee of the Company	<ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee</li> <li>2. Corporate Social Responsibility Committee</li> <li>3. Finance Committee-Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee- Chairman</li> </ol>
Directorship held in other companies	<p>Mr. Laksh Vaaman Sehgal holds directorship in following companies**:</p> <p><b>A. Subsidiaries of the Company:</b></p> <ol style="list-style-type: none"> <li>1. Motherson Auto Solutions Limited</li> <li>2. Samvardhana Motherson Adsys Tech Limited</li> <li>3. Motherson Technology Services Limited</li> <li>4. CIM Tools Private Limited</li> <li>5. Global Environment Management (FZE)</li> <li>6. MSSL Mauritius Holdings Limited</li> <li>7. Samvardhana Motherson Holding (M) Private Limited</li> <li>8. SMR Automotive Holding Hong Kong Ltd.</li> <li>9. SMR Automotive Mirrors Stuttgart GmbH</li> </ol>	<p>Mr. Vivek Chand Sehgal holds directorship in following companies**:</p> <p><b>A. Subsidiaries of the Company:</b></p> <ol style="list-style-type: none"> <li>1. Motherson Techno Tools Limited</li> <li>2. Fritzmeier Motherson Cabin Engineering Pvt Limited.</li> <li>3. MSSL Mauritius Holdings Limited.</li> <li>4. Smvardhana Motherson Honding (M) Private Limited.</li> <li>5. Motherson Electrical Wires Lanka Pvt. Ltd.</li> <li>6. MSSL Mideast (FZE)</li> <li>7. MSSL (S) Pte. Ltd.</li> <li>8. MSSL (GB) Ltd.</li> <li>9. Global Environment Management (FZE)</li> <li>10. Motherson Techno Tools Mideast (FZE)</li> <li>11. Motherson Wiring System (FZE)</li> <li>12. Samvardhana Motherson Finance Services Cyprus Ltd.</li> </ol>

	<p>10.SMR Automotive Beteiligungen Deutschland GmbH</p> <p>11.SMR Automotive Mirror Systems Holding Deutschland GmbH</p> <p>12.SMR Automotive Mirrors UK Ltd.</p> <p>13.SMR Automotive Mirror Part and Holdings UK Limited</p> <p>14.SMR Mirror UK Limited</p> <p>15.MSSL Consolidated Inc., USA</p> <p>16.Samvardhana Motherson Automotive Systems Group B.V.</p> <p>17.SMR Automotive Technology Holdings Cyprus Limited</p> <p>18.Samvardhana Motherson Reflectec Group Holdings Ltd.</p> <p>19.Motherson Innovations Company Limited, U.K.</p> <p>20.Motherson Innovations Deutschland GmbH</p> <p>21.SMP Deutschland GmbH</p> <p>22.MSSL Estonia WH OÜ</p> <p>23.Yujin SMRC Automotive Techno Corp.</p> <p>24.Samvardhana Motherson Corp Management Shanghai Co Ltd.</p> <p>25.PKC Group OY (Finland)</p> <p>26.Samvardhana Motherson Global FZE</p> <p>27.Motherson Sequencing and Assembly Services Global Group GmbH</p> <p><b>B. Others:</b></p> <ol style="list-style-type: none"> <li>1. Motherson Auto Limited</li> <li>2. Motherson Sumi Wiring India Limited</li> <li>3. Renu Farms Private Limited</li> <li>4. Advantedge Technology Partners Pvt. Ltd.</li> <li>5. Shri Sehgal's Trustee Company Private Limited</li> <li>6. ATAR Mauritius Pvt. Ltd.</li> <li>7. JSSR Holdings (M) Pvt. Ltd.</li> <li>8. Radha Rani Holdings Pte. Ltd.</li> <li>9. Advance Technologies and Automotive Resources Pte. Ltd.</li> <li>10. Son Grows Systems Limited, UAE</li> </ol>	<p>13.Samvardhana Motherson Global Holdings Limited</p> <p>14.SMR Automotive Technology Holding Cyprus Limited</p> <p>15.SMR Automotive Holding Hong Kong Limited</p> <p>16.SMR Automotive Mirror Parts and Holdings UK Ltd.</p> <p>17.Samvardhana Motherson Reflectec Group Holdings Limited</p> <p>18.SMR Automotives Systems Macedonia Doel Skopje</p> <p>19.MSSL Consolidated Inc., USA</p> <p>20.Samvardhana Motherson Global (FZE)</p> <p>21.MSSL Estonia WH OU</p> <p>22.PKC Group OY., Finland</p> <p>23.SMP Deutschland GmbH</p> <p>24.Samvardhana Motherson Automotive Systems Group B.V.</p> <p>25.Motherson PKC Harness Systems FZ-LLC</p> <p><b>B. Others:</b></p> <ol style="list-style-type: none"> <li>1. Motherson Sumi Wiring India Limited</li> <li>2. Motherson Auto Limited</li> <li>3. Marelli Motherson Automotive Lighting India Private Limited</li> <li>4. Kyungshin Industrial Motherson Private Limited</li> <li>5. Renu Farms Pvt Limited</li> <li>6. Shri Sehgal's Trustee Company Private Limited</li> <li>7. A Basic Concepts Designs Pty. Ltd.</li> <li>8. Son Grows Systems Limited, UAE</li> </ol>
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	<b>11. Son Grown Material Foods Trading LLC</b>	
Membership/ Chairmanship of the Committee of other Indian Companies	<u>Motherson Sumi Wiring India Limited</u> - Nomination and Remuneration Committee - Stakeholders Relationship Committee - Risk Management Committee	<u>Motherson Sumi Wiring India Limited</u> - Corporate Social Responsibility Committee-Chairman  <u>Kyungshin Industrial Motherson Private Limited</u> - Audit Committee-Member  <u>Fritzmeier Motherson Cabin Engineering Pvt Limited</u> - Audit Committee-Member - Corporate Social Responsibility Committee-Member - Nomination and Remuneration Committee-Member  <u>Motherson Auto Limited</u> - Corporate Social Responsibility Committee-Member
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	Motherson Sumi Wiring India Limited	Motherson Sumi Wiring India Limited
Name of listed entities from which the person has resigned in the past three years	Nil	Hero Fincorp Limited (Debt listed company) Sun Pharmaceuticals Industries Limited
Number of shares held in the Company (as on March 31, 2024)	1,714	87,87,82,644
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

\* No. of meetings held during the financial year were 16 (sixteen).

\*\* As on August 2, 2024.