motherson

MOTHERSON SUMI WIRING INDIA LIMITED

CIN: U29306MH2020PLC341326

Registered Office: Unit No. 705, C Wing, ONE BKC, G Block Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India

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

Tel: 0120-6679293 | **Website:** www.mswil.motherson.com | **Email:** investorrelations@mswil.motherson.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF THE COMPANY

Statutory advertisement in compliance with Paragraph A.5 of Part II of the Securities and Exchange Board of India ("SEBI") Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, read with Rule 19(7) of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") pursuant to grant of relaxation by SEBI from the applicability of Rule 19(2)(b) of SCRR

A. ABOUT THE SCHEME OF AMALGAMATION AND ARRANGEMENT ("SCHEME")

The Hon'ble National Company Law Tribunal, Mumbai bench, vide its order dated December 22, 2021 (certified copy received on December 23, 2021) sanctioned the composite scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited ("MSSL"), Samvardhana Motherson International Limited (*now amalgamated*) (**"SAMIL"**), and Motherson Sumi Wiring India Limited (**"Company"**) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Pursuant to the terms of the Scheme, inter alia, the DWH Undertaking (*as defined in the Scheme*) of MSSL has been demerged into and with our Company (**"Demerger"**). The effective date of the Demerger is January 5, 2022 with effect from the Appointed Date 1 of the Scheme, i.e. April 1, 2021.

B. DETAILS OF CHANGE OF NAME AND/OR OBJECT CLAUSE:

Motherson Sumi Wiring India Limited was incorporated as an unlisted public company under the provisions of Companies Act, 2013 on July 2, 2020 within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai. The registered office of the Company is situated at Unit No. 705, C Wing, ONE BKC, G Block Bandra Kurla Complex, Bandra East, Mumbai -400051, Maharashtra, India. There has been no change in the name of the Company or the object clause of the Memorandum of Association of the Company.

C. CAPITAL STRUCTURE OF THE COMPANY

Share Capital of the Company *(Pre Scheme)*		Share Capital of the Company *(Post Scheme i.e. as on January 19, 2022, the date of allotment)*	
Particulars	**Aggregate nominal value (in ₹)**	**Particulars**	**Aggregate nominal value (in ₹)**
Authorised Share Capital 33,00,00,000 equity shares of ₹1/- each	33,00,00,000	**Authorised Share Capital** 333,00,00,000 equity shares of ₹1/- each	333,00,00,000
Total	**33,00,00,000**	**Total**	**333,00,00,000**
Issued, Subscribed and Paid-up Share Capital		**Issued, Subscribed and Paid-up Share Capital**	
5,00,000 equity shares of ₹1/- each	5,00,000	315,79,34,237 equity shares of ₹1/- each	315,79,34,237
Total	**5,00,000**	**Total**	**315,79,34,237**

D. SHAREHOLDING PATTER GIVING DETAILS OF THE PROMOTER GROUP SHAREHOLDING, GROUP COMPANIES SHAREHOLDING PATTERN PRE SCHEME

Table I : Summary Statement holding of specified securities

Category	Category of Shareholder	Nos. of Shareholders	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of Shares Underlying Depository Receipts (VI)	Total No. of Shares Held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII+X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares Pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(XIII)	(XIV)					
(A)	Promoter & Promoter Group*	1	500000	0	0	500000	100.00	500000	0	500000	100.00	0	100.00	0	0.00	NA	NA	0
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	NA	NA	0
(C)	Non Promoter- Non Public	0	0	0	0	0	NA	0	0	0	0.00	0.00	0.00	0	0.00	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0.00	0.00	0	0.00	NA	NA	0
(C2)	Shares held by Employee Trust	0	0	0	0	0	NA	0	0	0	0.00	0.00	0.00	0	0.00	NA	NA	0
	Total	**1**	**500000**	**0**	**0**	**500000**	**100**	**500000**	**0**	**500000**	**100**	**0**	**100**	**0**	**0**	**0**	**0**	**0**

Table II : Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. of shares held (VII + IV + V + VI) =	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % Total Voting rights			No. (a)	As a % of total Shares held	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)				(IX)	(X)	(XI)		(XII)		(XIII)
(1)	**Indian**																	
(a)	Individuals/Hindu Undivided Family	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Central Government/ State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/ Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other (Body Corporates)	1	500000	0	0	500000	100.00	500000	0	500000	100.00	0	0.00	0	0.00	0	0	0
	MOTHERSON SUMI SYSTEMS LIMITED	1	500000	0	0	500000	100.00	500000	0	500000	100.00	0	0.00	0	0.00	0	0	0
	Sub-Total (A)(1)	**1**	**500000**	**0**	**0**	**500000**	**100.00**	**500000**	**0**	**500000**	**100.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
(2)	**Foreign**																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (Body Corporates)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1**	**500000**	**--**	**--**	**500000**	**100.00**	**500000**	**--**	**500000**	**100.00**	**--**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**

1. SHAREHOLDING PATTERN POST SCHEME

Table I : Summary Statement holding of specified securities

Cate-gory	Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. of shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	9	1949286546	0	0	1949286546	61.73	1949286546	0	1949286546	61.73	0	61.73	0	0.00	85442623	4.38	1949286546
(B)	Public	675251	1208647691	0	0	1208647691	38.27	1208647691	0	1208647691	38.27	0	38.27	0	0.00	NA	NA	1199280105
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	**675260**	**3157934237**	**0**	**0**	**3157934237**	**100.00**	**3157934237**	**0**	**3157934237**	**100.00**	**0**	**100.00**	**0**	**0.00**	**85442623**	**4.38**	**314856651**

Table II : Statement showing shareholding pattern of the Promoter and Promoter Group

Cate-gory	Category & Name of the Shareholder	No. of Shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares Underlying Depository Receipts	Total nos. of shares held (IV + V + VI)	Shareholding as a % of total no. of shares (calculated as per SCRR. 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Share held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)				(IX)	(X)	(XI)		(XII)		(XIII)
(1)	**Indian**																	
(a)	Individuals/Hindu undivided Family	4	16630226	0	0	16630226	0.53	16630226	0	16630226	0.53	0	0.53	0	0.00	0	0.00	16630226
	GEETA SONI	1	8610328	0	0	8610328	0.27	8610328	0	8610328	0.27	0	0.27	0	0.00	0	0.00	8610328
	RENU SEHGAL	1	150085	0	0	150085	0.00	150085	0	150085	0.00	0	0.00	0	0.00	0	0.00	150085
	NEELU MEHRA	1	7869690	0	0	7869690	0.25	7869690	0	7869690	0.25	0	0.25	0	0.00	0	0.00	7869690
	LAKSH VAAMAN SEHGAL	1	123	0	0	123	0.00	123	0	123	0.00	0	0.00	0	0.00	0	0.00	123
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	1	1055750653	0	0	1055750653	33.43	1055750653	0	1055750653	33.43	0	33.43	0	0.00	82000000	7.77	1055750653
	MOTHERSON SUMI SYSTEMS LIMITED*	1	1055750653	0	0	1055750653	33.43	1055750653	0	1055750653	33.43	0	33.43	0	0.00	82000000	7.77	1055750653
	Sub-Total (A)(1)	**5**	**1072380879**	**0**	**0**	**1072380879**	**33.96**	**1072380879**	**0**	**1072380879**	**33.96**	**0**	**33.96**	**0**	**0.00**	**82000000**	**7.77**	**1072380879**
(2)	**Foreign**																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals	1	73165402	0	0	73165402	2.32	73165402	0	73165402	2.32	0	2.32	0	0.00	0	0.00	73165402
	VIVEK CHAAND SEHGAL	1	73165402	0	0	73165402	2.32	73165402	0	73165402	2.32	0	2.32	0	0.00	0	0.00	73165402
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other	3	803740265	0	0	803740265	25.45	803740265	0	803740265	25.45	0	25.45	0	0.00	3442623	0.43	803740265
	H.K. WIRING SYSTEMS, LIMITED	1	7660351	0	0	7660351	0.24	7660351	0	7660351	0.24	0	0.24	0	0.00	0	0.00	7660351
	RADHA RANI HOLDINGS PTE LTD	1	3442623	0	0	3442623	0.11	3442623	0	3442623	0.11	0	0.11	0	0.00	3442623	100.00	3442623
	SUMITOMO WIRING SYSTEMS LIMITED	1	792637291	0	0	792637291	25.10	792637291	0	792637291	25.10	0	25.10	0	0.00	0	0.00	792637291
	Sub-Total (A)(2)	**4**	**876905667**	**0**	**0**	**876905667**	**27.77**	**876905667**	**0**	**876905667**	**27.77**	**0**	**27.77**	**0**	**0.00**	**3442623**	**0.43**	**876905667**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**9**	**1949286546**	**0**	**0**	**1949286546**	**61.73**	**1949286546**	**0**	**1949286546**	**61.73**	**0**	**61.73**	**0**	**0.00**	**85442623**	**4.38**	**1949286546**

E. NAMES OF TEN LARGEST SHAREHOLDERS OF THE COMPANY, AS ON DATE:

Sr. No.	Name	No. of Equity Shares	Percentage of the Equity Share Capital (%)
1.	Motherson Sumi Systems Limited	1055750653	33.43%
2.	Sumitomo Wiring Systems Limited	792637291	25.10%
3.	Mr. Vivek Chaand Sehgal	73165402	2.32%
4.	Axis Mutual Funds	123405249	3.91%
5.	ICICI Prudential Life Insurance Company Limited	50329142	1.59%
6.	ICICI Prudential MNC Fund	48965408	1.55%
7.	UTI-Unit Linked Insurance Plan	36283248	1.15%
8.	SBI Blue Chip Fund	31474449	1.00%
9.	LICI New Endowment Plus-Secured Fund	29960726	0.95%
10.	Reetha Shetty	24400000	0.77%
	Total	**2266371568**	**71.77%**

F. DETAILS OF PROMOTERS OF THE COMPANY

The Promoters of our Company are:

(a) Individual Promoters
- Mr. Vivek Chaand Sehgal
- Mr. Laksh Vaaman Sehgal

(b) Corporate Promoters
- Motherson Sumi Systems Limited
- Sumitomo Wiring Systems Limited

Promoters of our company hold 192,15,53,469 Equity Shares, equivalent to 60.85% of the issued, subscribed and paid-up Equity Share capital of our Company

Name and details	Details / Educational Qualification & Experience
Mr. Vivek Chaand Sehgal **Address:** Villa No. 40, Dubai Creek Villas Dubai Creek Golf and Yacht Club, Port Saeed Deira, Dubai	Mr. Vivek Chaand Sehgal, aged 65 years, is one of our Promoters. Mr. V. C. Sehgal, Chairman of Motherson Group, established Motherson Group in 1975 along with his mother. In 1977 he entered the field of manufacturing with a cable and wire manufacturing unit. Today Motherson Group is a USD 9.80 billion Group present in 41 countries with over 270 facilities across the globe. Motherson Sumi Systems Limited (MSSL), the flagship company of the Group, is one of the largest auto ancillary companies in India. Under the leadership of Mr. Sehgal, Motherson Group has evolved as a leading full system solutions provider to the global automotive industry. MSSL features among the Forbes Asia Fab 50 companies. The Group is ranked 21st among the global automotive suppliers. Among the many accolades he has received, some of them include 'Man of the Year 2010' by Auto Car Professional Magazine, Ernst & Young's 'Entrepreneur of the Year Award for Manufacturing' in 2012, 'Best CEO, 2013 for Auto Ancillaries' by Business Today Magazine in India and 'CEO of the Year 2015' by Business Standard. He has also received the 'Best CEO Award' in the 2016 and 2018 All Asia Executive Team Rankings for Autos and Auto Parts sector by Institutional Investor Magazine and 'Entrepreneur of the Year 2016, India' by Ernst & Young. Mr. Sehgal was also declared ETAuto Global Indian of the Year Award at the ETAuto Global Auto Business Summit 2018 and Entrepreneur of the year 2018 by Forbes India. **Educational Qualification:** Graduate, University of Delhi
Mr. Laksh Vaaman Sehgal **Address:** 48, Queens Grove, London, NW86HH, United Kingdom.	Mr. Laksh Vaaman Sehgal, aged 39 years, is one of our Promoters. Mr. Laksh Vaaman Sehgal is a Director on the boards of Motherson Sumi Systems Limited, the flagship Company of Motherson Group. He is also the Vice Chairman of the USD 9.80 Billion Motherson Group, which has over 150,000 employees across 41 countries. He has a rich experience of working with the major Companies of the Motherson Group. He has also spent 3 years working with the group's collaborators in Germany and Japan. Post-acquisition of Visiocorp (now known as Samvardhana Motherson Reflectec - SMR) he lead the company as the CEO and was instrumental in turnaround of the company. He is also the director on board for Motherson Innovations, the cross divisional team for support, development and production of the enhanced solutions for the future requirement of the transport industry. **Educational Qualification:** MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo, Japan
Motherson Sumi Systems Limited **Registered Office:** Unit No. 705, C Wing, ONE BKC, G Block Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India.	Motherson Sumi Systems Limited was incorporated on December 19, 1986 under the Companies Act, 1956. The registered office of Motherson Sumi Systems Limited is situated at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra. The equity shares of Motherson Sumi Systems Limited are listed on BSE Limited and National Stock Exchange of India Limited. **Educational Qualification:** N.A.
Sumitomo Wiring Systems Limited **Registered Office:** 1-14 Nishisuehiro-Cho, Yokkaichi, Mie, Japan, 510-8503	Sumitomo Wiring Systems Limited ("SWS") was incorporated on December 22, 1917 under the laws of Japan. The registered office of SWS is situated at 1-14 Nishisuehiro-Cho, Yokkaichi, Mie, Japan, 510-8503. **Educational Qualification:** N.A.

G. DETAILS OF BOARD OF DIRECTORS OF THE COMPANY

Sr. No.	Name, Designation, Date of Birth, Age, Address, DIN, Occupation, Date of appointment, Nationality and Tenure	Directorship / Partnership in other entities (including foreign companies)
1.	**Mr. Vivek Chaand Sehgal** **Designation:** Chairman (Non Executive Director) **Date of birth:** September 28, 1956 **Age:** 65 years **Address:** Villa No. 40, Dubai Creek Villas Dubai Creek Golf and Yacht Club, Port Saeed Deira, Dubai **Nationality:** Australian **DIN:** 00291126 **Occupation:** Business **Date of appointment:** July 2, 2020 **Tenure:** Not liable to retire by rotation	(i) Motherson Sumi Systems Limited (ii) Marelli Motherson Automotive Lighting India Private Limited (iii) Fritzmeier Motherson Cabin Engineering Private Limited (iv) Kyungshin Industrial Motherson Private Limited (v) Renu Farms Private Limited (vi) Motherson Auto Limited (vii) Hero Fincorp Limited (viii) Motherson Techno Tools Limited (ix) Shri Sehgals Trustee Company Private Limited (x) MSSL Mauritius Holdings Limited (xi) Samvardhana Motherson Holding (M) Private Ltd. (xii) Motherson Electrical Wires Lanka Pvt. Ltd. (xiii) A Basic Concepts Designs Pty. Ltd. (xiv) MSSL Mideast (FZE) (xv) MSSL (S) Pte. Ltd (xvi) MSSL (GB) Ltd. (xvii) Global Environment Management (FZE) (xviii) Motherson Techno Tools Mideast (FZE) (xix) Motherson Wiring System (FZE) (xx) Samvardhana Motherson Finance Services Cyprus Ltd. (xxi) Samvardhana Motherson Global Holdings Limited (xxii) SMR Automotive Technology Holding Cyprus Limited (xxiii) SMR Automotive Holding Hong Kong Limited (xxiv) SMR Automotive Mirror Parts and Holdings UK Ltd. (xxv) Samvardhana Motherson Reflectec Group Holdings Limited (xxvi) SCCL Global Project (FZE) (xxvii) SMR Automotives Systems Macedonia Dooel Skopje (xxviii) SCCL Infra Projects Limited (xxix) MSSL Consolidated Inc., USA (xxx) Samvardhana Motherson Global (FZE) (xxxi) MSSL Estonia WH OU (xxxii) PKC Group Ltd., Finland (xxxiii) Samvardhana Motherson Employees Benefit Limited, Mauritius (xxxiv) SMRC Automotive Holdings B.V. (xxxv) SMP Deutschland GmbH (xxxvi) Samvardhana Motherson Automotive Systems Group B.V. (xxxvii) Motherson PKC Harness Systems FZ-LLC (xxxviii) Motherson (Partnership Firm) (xxxix) Son Grows System Limited **Experience:** *For experience statement of Mr. Vivek Chaand Sehgal, please see* ***Paragraph F*** *(Details of Promoters of the Company) above.*
2.	**Mr. Laksh Vaaman Sehgal** **Designation:** Non Executive Director **Date of Birth:** November 29, 1982 **Age:** 39 years **Address:** 48, Queens Grove, London, NW86HH, United Kingdom **Nationality:** Australian **DIN:** 00048584 **Occupation:** Business **Date of appointment:** July 02, 2020 **Tenure:** Liable to retire by rotation.	(i) Advantedge Investment Advisors LLP (ii) Motherson Sumi Systems Limited (iii) Samvardhana Motherson Adsys Tech Limited (iv) Mothersonsumi Infotech And Designs Limited (v) Advantedge Technology Partners Private Limited (vi) Renu Farms Private Limited (vii) Motherson Auto Limited (viii) Motherson Air Travel Agencies Limited (ix) Motherson Auto Solutions Limited (x) Shri Sehgals Trustee Company Private Limited (xi) Global Environment Management (FZE) (xii) Samvardhana Motherson Employees Benefit Limited (xiii) MSSL Mauritius Holdings Limited (xiv) Samvardhana Motherson Holding (M) Private Limited (xv) SMR Automotive Holding Hong Kong Ltd. (xvi) SMRC Automotive Holdings B.V. (xvii) SMR Automotive Mirrors Stuttgart GmbH (xviii) SMR Automotive Beteilligungen Deutschland GmbH (xix) SMR Automotive Mirror Systems Holding Deutschland GmbH (xx) SMR Automotive Mirrors UK Ltd. (xxi) SMR Automotive Mirror Part and Holdings UK Limited (xxii) SMR Mirror UK Limited (xxiii) Motherson Sintermetal Products S.A. (xxiv) MSSL Consolidated Inc., USA (xxv) Samvardhana Motherson Automotive Systems Group B.V. (xxvi) SMR Automotive Technology Holdings Cyprus Limited (xxvii) Samvardhana Motherson Reflectec Group Holdings Ltd. (xxviii) Motherson Innovations Company Limited, U.K. (xxix) Motherson Innovations Deutschland GmbH (xxx) MSSL Estonia WH OÜ (xxxi) Motherson Ossia Innovations LLC (xxxii) Motherson Innovations LLC (xxxiii) Ganpati Auto Industries (Partnership Firm) (xxxiv) Vaaman Auto Industry (Partnership Firm) (xxxv) Motherson (Partnership Firm) (xxxvi) SMP Deutschland GmbH (xxxvii) ATAR Mauritius Pvt. Ltd. (xxxviii) JSRR Holdings (M) Pvt. Ltd. (xxxix) Radha Rani Holdings Pte. Ltd. (xl) Advance Technologies and Automotive Resources Pte. Ltd. (xli) Yujin SMRC Automotive Techno Corp. (xlii) Samvardhana Motherson Corp. Management Shanghai Co. Ltd. (xliii) Son Grows System Limited (xliv) SMR Plast Met Molds and Tools Turkey Kalp Imalat Anonim Sirketi (xlv) SMR Plast Met Automotive Tec Turkey Plastik Imalat Anonim Sirketi **Experience:** For experience statement of Mr. Laksh Vaaman Sehgal, please see **Paragraph F** (Details of Promoters of the Company) above.
3.	**Mr. Norikatsu Ishida** **Designation:** Non Executive Director **Date of birth:** March 13,1961 **Age:** 61 years **Address:** 1-509 Hoshimigaoka, Kuwana, Japan - 5110912 **Nationality:** Japanese	(i) Motherson Sumi Systems Limited **Experience:** Mr. Norikatsu Ishida has extensive accounting experience and expertise, having worked for Sumitomo Wiring Systems, Ltd. for over 30 years (SWS). He is a Bachelor of Economics from Chuo University, Japan. **DIN:** 09443998 **Occupation:** Employment **Date of appointment:** January 28, 2022 **Tenure:** Liable to retire by rotation. He began his career in 1984 as a member of the cost planning department at Sumitomo Wiring Systems, Ltd., where his primary responsibilities included cost planning for overseas companies. He has been assigned to SWS's group companies in Indonesia, Thailand, and the United Kingdom for a total of more than ten years, handling international business and multi-cultural communication as well as accounting. From 2017 to 2019, he was the Executive Officer / General Manager of the Wiring Harness Business Planning Department (SWS), where his main responsibilities included planning the wiring harness business of Toyota, Suzuki, and others. From 2019 to 2021, he was Deputy Managing Director, Vice President Sumitomo Electric Wiring Systems (Europe) Ltd. in the United Kingdom, where he managed SWS group companies in the United Kingdom and the European continent, as well as accounting, tax, and finance. He has been the Executive Officer and General Manager of the Indian Business Planning Office since 2021, where he supports the management of group companies in India and plans for the Indian business.
4.	**Mr. Yoshio Matsushita** **Designation:** Non Executive Director **Date of birth:** November 19,1964 **Age:** 57 years **Address:** 120, Sotobori, Kuwana, Mie-pref., Japan **Nationality:** Japanese **DIN:** 09480897 **Occupation:** Employment **Date of appointment:** January 28, 2022 **Tenure:** Liable to retire by rotation.	Nil. **Experience:** Mr. Yoshio Matsushita is an automotive industry veteran with extensive experience in quality assurance and production engineering. He has a degree in Bachelor of Engineering from Aichi Institute of Technology, Japan. He started his career in 1987 with Sumitomo Wiring Systems, Ltd. He has majorly been engaged in quality assurance and production engineering of wiring harnesses for Toyota, Honda and Nissan. His assignment also included a 12 year stint in the USA and Mexico where he looked after production / factory management and international business in addition to quality assurance. He was the Vice President, Production and Factory Management (2016-2018) in Sumitomo Electric Wiring System, a subsidiary of SWS in USA. From 2018-2021, he was the President, Production and Factory Management in Autosistemas de Torreon S.A de C.V., a subsidiary of SWS in Mexico. Since 2021 he is General Manager, Western Customers Group, Division 2 (Suzuki Business Group) where his major responsibilities include management of Suzuki, Mazda and Mitsubushi Business.
5.	**Mr. Arjun Puri** **Designation:** Independent Director **Date of birth:** August 01,1956 **Age:** 65 years **Address:** ECO House, Certitude Auroville Villupuram, Tamil Nadu- 605101, India **Nationality:** Indian **DIN:** 00211590 **Occupation:** Retired **Date of appointment:** January 28, 2022 **Tenure:** From January 28, 2022 till March 31, 2024 and is not liable to retire by rotation.	(i) MothersonSumi Infotech & Designs Limited (ii) Motherson Techno Tools Limited (iii) Systematic Conscom Limited (iv) Varuna Energy & Water Pvt. Ltd. (v) For All – Pour Tous Trust (Trustee) **Experience:** Mr. Arjun Puri is a Economics (Honours) from Shri Ram College of Commerce, University of Delhi. For the past 38 years, Mr. Puri has been associated with Auroville, Pondicherry and has vast experience of inspiring and implementing many initiatives for sustainable life styles. He has been member of Central Coordination Committee, responsible for day to day affairs of Auroville. Financial advice and risk assessment of socio economic factors analysis by Mr. Arjun Puri has been of immense use during various overseas acquisitions.
6.	**Ms. Geeta Mathur** **Designation:** Independent Director/ Woman Director **Date of birth:** November 21,1966 **Age:** 56 years **Address:** B-1/8, Vasant Vihar-1, South West Delhi, Vasant Vihar, Delhi- 110057, India **Nationality:** Indian **DIN:** 02139552 **Occupation:** Professional **Date of appointment:** January 28, 2022 **Tenure:** From January 28, 2022 till March 31, 2024 and is not liable to retire by rotation.	(i) NIIT Limited (ii) IFL Finance Limited (iii) Info Edge (India) Limited (iv) IIFL Wealth Management Limited (v) Onmobile Global Limited (vi) Healthcare Global Enterprises Limited (vii) Tata Communication Transformation Services Ltd. (viii) Canara HSBC Oriental bank of Commerce Life Insurance Company Ltd (ix) Sentiss Pharma Private Limited (x) Ummeed Housing Finance Private Limited (xi) IPE Global Centre for Knowledge and Development (xii) SMP Deutschland GmbH (xiii) Samvardhana Motherson Automotive Systems Group B.V. (xiv) Saajha (NGO member) **Experience:** Ms. Geeta Mathur holds a Bachelor Degree of Commerce with Honours from Sri Ram College of Commerce, University of Delhi and is a qualified Chartered Accountant. Ms. Mathur has more than 20 years of experience in the field of finance, treasury, strategic planning, investor relations. Ms. Geeta Mathur possess strong understanding of processes and systems with ability to identify key success/risk factors across several industries. Besides finance, Ms. Geeta Mathur is equipped with strong understanding and experience in operations and commercial contracts

(...contd. from page 1)

Sr. No.	Name, Designation, Date of Birth, Age, Address, DIN, Occupation, Date of appointment, Nationality and Tenure	Directorship / Partnership in other entities (including foreign companies)
		Professional Career: April 1990 – October 2000 Senior Vice President, ICICI Bank November 2000 – November 2001 Regional Manager – North and East, IBM Global Finance January 2002 – March 2004 General Manager, DSCM July 2007 – November 2008 Vice President, Emaar MGF April 2012 – January 2015 Chief Financial officer, HelpAge India
7.	**Mr. Anupam Mohindroo** **Designation:** Independent Director **Date of birth:** September 30,1960 **Age:** 61 years **Address:** H-34, Block H, South City-1,Gurgaon, Industrial Estate, Haryana, 122007 **Nationality:** Indian **DIN:** 06544719 **Occupation:** Retired **Date of appointment:** January 28, 2022 **Tenure:** 5 years from January 28, 2022 and is not liable to retire by rotation	Nil. **Experience:** Mr. Anupam Mohindro, has 39 years of rich experience in the Indian automotive industry. He holds a Mechanical Engineering degree from Punjab Engineering College, Chandigarh. His core competence is in material management and supply chain management. He started his career with Eicher Tractors, as Assistant Manager, Purchase where he contributed significantly to enhancing the supplier base of the company. He has been instrumental in framing policies as well as business strategies from time to time for the company. He then joined Yamaha Motors India as Dy. General Manager, Purchase for 14 years & during this tenure, he achieved many milestones in the purchase function. He was appointed as Director on Honda Motorcycle & Scooter India Pvt. Ltd. (HMSI) Board in April 2013 & since then, he was instrumental in framing Policies as well as Business Strategies from time to time for the company. His operating domain was widened to Honda's overseas operations and was assigned the additional responsibility of Director, Bangladesh Honda Limited. He joined HMSI at the time of its establishment and had been instrumental in establishing a strong & competitive supplier base, thereby realizing a stringent challenge of 100% localization and increase production capacity which led to new models being launched in quick succession over the years. Material management being his core competence, he developed a cost-competitive and quality-focused supplier base. In response to the implementation of Govt. regulations on safety and environment, he contributed at HMSI towards making strategy for Part & Process as well as Procurement Structure refinement, for a smooth switch-over to BS6. After completing the term with HONDA on 31-Mar-2020, started his proprietorship firm, 'Aspire Business Solutions' and is currently providing Business Management Consultancy to a few auto parts' manufacturing companies (Japanese & local) to improve their business efficiency.
8.	**Colonel Virendra Chand Katoch (Retd.)** **Designation:** Independent Director **Date of Birth:** August 27, 1956 **Age:** 65 years **Address:** 1K,302, Gurjinder Vihar, AWHO Colony, Pocket-5, Ch- I Kasna, Gautam Budh Nagar, Greater Noida- 201301, Uttar Pradesh **Nationality:** Indian **DIN:** 08452183 **Occupation:** Retired **Date of appointment:** January 28, 2022 **Tenure:** 5 years from January 28, 2022 and is not liable to retire by rotation	(i) Samvardhana Motherson Adsys Tech Limited **Experience:** Colonel Virendra Chand Katoch (Retd.) an officer with Indian Army with over 40 years of experience. He has served as Directing Staff (Instructor class A) at Army War College at Madhya Pradesh from 1978 till October 2014 and has retired from Serivce in October 2014. An alumnus of BPS, Pilani from where he did his schooling, he graduated from Govt College Ajmer in 1976. He started his career with Indian Army in 1978. He commanded a tank unit with over 800 personnel & equipment worth 1000 crores, total 16 years of experience in commanding troops at various levels. He has successfully led an Armoured Regiment to perform exceedingly well on International Border during Operation Parakram. He has been instrumental in implementing training policies and developing new concepts for training army personnel on leadership and human resource management. As an Instructor at National Defence Academy, Pune, for two years, he was responsible for training, discipline, administration & building of overall personality & leadership qualities of approximately 500 young cadets to lead the troops from the front in adverse situation. During his posting at Army HQ in weapons & equipment directorate for 3 years, he was dealing in procurement of tanks and all related equipment from Israel, UK, France, Germany, Belgium & Russia. He was associated with tanks and related equipped trials for approx. 8 years. He was also member of the delegation to France & Belgium, ascertaining the manufacturing capabilities of specific defence equipment in 2001. He has effectively trained Officers and Junior Commissioned Officers in operations of war, logistics, administration, and human resource management / development in the Army. He has approx. 11 years of instructional experience in various prime training institutions of the Indian Army vis. Armed Corps Centre & School, Ahmednagar, National Defence Academy – Khadakwasla and Army War College – Mhow. He has functioned as Trial Officer & head of trials during introduction of tanks & connected equipment for the Indian Army. During his long and distinguished career, he has undergone many professional trainings, like he is an Alumnus of Officers Training Academy, Chennai, where he was rated amongst top 4. He has also successfully completed 10 courses related to training, management, administration, and security at progressive levels in the army to augment decision making and administrative capabilities of staying abreast in the latest tactical security and management techniques. He is also Qualified in Tank Technology Course (1986-1987) & Technical Staff Course (1992-1994) on design & development of tanks, vehicles, missiles, and armament technology at Institute of Armament Technology, Girinagar – Pune Defence Research & Development Organization (DRDO), Ministry of Defence, Govt. Of India. He is skilled in handling large workforces, maintaining peaceful & amicable work environment in the organisation and initiating measures for the benefit of people in the organisation. He has very good experience in managing modern HR Systems with deftness in maintaining harmonious relations among management and workers through efficient administration and resolution of employees' grievances. He has strong ability to master a situation quickly. He is highly knowledgeable in a wide variety of professional disciplines and an expert at organising & directing turnaround situations.
9.	**Mr. Rajesh Kumar Seth** **Designation:** Independent Director **Date of birth:** September 20,1963 **Age:** 58 years **Address:** 37/2, West Patel Nagar, Near Community Centre, Patel Nagar S.O., Delhi- 110008, India **Nationality:** Indian **DIN:** 09477684 **Occupation:** Retired **Date of appointment:** January 28, 2022 **Tenure:** 5 years from January 28, 2022 and is not liable to retire by rotation	Nil. **Experience:** Mr. Rajesh Kumar Seth, has vast and varied experience of over 34 years in Cost & Sourcing, Purchasing Operations and Corporate Strategy Planning. He holds a Mechanical Engineering degree and is an MBA in Operations management. He is well-versed and fluent in Hindi, English, Japanese, and Thai. Mr. R. K. Seth started his career with the Shriram Group where he served for 6 years as the Department Manager at Honda India power products, where he was responsible for strategic planning, product pricing & business development. He has spent time at Honda Motors Japan, learning various purchasing techniques & best practices. He joined Honda Cars India Ltd in 1996 as an Asst. Manager in the Purchasing Department, where he held key positions within the Purchasing Operations. He also received several trainings in Japan, China, Indonesia, Malaysia, Thailand, Vietnam, Philippines and served at Asian Honda, Thailand from 2007-2010 at the New Model Centre. He has travelled extensively to various Honda plants worldwide. In his preceding professional assignment, Mr. Rajesh Kumar Seth was GM & Sr. Divisional Head of Cost & Sourcing (Purchasing Operations) of Honda Cars India Ltd. comprising of two manufacturing plants at Greater Noida and Tapukara respectively. In this role, Mr. R.K. Seth was responsible for all the Cost and Sourcing aspects including the strategy, evaluation of various operational capabilities of suppliers and finalising the business. During the last 3 years, he was interacting with the Central & State Government for GST Taxation, QCO's and Land related matters. He is also a corporate member of FICCI, CII, ASSOCHAM, SIAM & ACMA.
10.	**Mr. Anurag Gahlot** **Designation:** Whole Time Director/ Chief Operating Officer **Date of birth:** July 25,1974 **Age:** 47 years **Address:** Flat No. -507, F-21A, Mahagun Maestro, Sector-50, Noida – 201301, Uttar Pradesh **Nationality:** Indian **DIN:** 09455743 **Occupation:** Employment **Date of appointment:** January 28, 2022 **Tenure:** 5 years from January 28, 2022 and is liable to retire by rotation.	(i) MSSL Ireland Private Limited (ii) MSSL (GB) Limited. **Experience:** Mr. Anurag Gahlot has completed his diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh, India in 1994. He also holds a Certification in Financial Analysis & Financial Management from IIM Kozhikode, India. He started his career in 1994 with Motherson Sumi Systems Ltd (MSSL) as Engineer Trainee Design with responsibilities of Design & Development of wiring harnesses for Passenger Vehicle, SUV and Off-road Equipment. In 1997 he was moved to the Quality department as Engineer Parts Inspection. From 1998 till 2001, he was seconded to KIML, Chennai to set up a joint venture as member of core management team. He underwent training at KIC Korea for 5 weeks and handled marketing, quality, production in various capacities. In 2002, as Motherson group did its first acquisition, he was seconded as plant head to MSSL Mideast Sharjah, which was set up to acquire business of Wexford Electronix, Ireland. He successfully transitioned the manufacturing from Ireland to Sharjah in record time. This was an important step as this laid the foundation of future expansions in the UAE & Europe. In 2004, he was shifted to Europe (Ireland) to set up an engineering centre and as worked as the interface between the company's UAE operations and its European customers. In 2006, he was seconded as Director to MSSL GB Limited which acquired business of ASL Systems Limited. He was overall responsible for P&L of the business and established warehousing for MSSL India export to Europe. In 2010, he came back to India and since 2011 he is heading the Human Resource Management team of MSSL, looking after its people and their requirements including talent management, industrial relations, resource development etc. He holds Extensive experience in HR due diligence and integration of acquired companies. He has assisted these entities in assimilating the organizational culture smoothly. He has over 27 years of experience in the automobile sector.

H. BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

The journey started in 1986 when Motherson Sumi Systems Limited (MSSL) was established as a joint venture with Sumitomo Wiring Systems (SWS), Japan; this was followed by a listing in 1993 on stock exchanges in India. Our Company was incorporated as a public unlisted company on July 2, 2020 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Mumbai, Maharashtra. Motherson Sumi Wiring India Limited was established as a result of the demerger of the domestic wiring harness business from its parent company Motherson Sumi Systems Limited (MSSL). This step also helped the company to streamline and enhance focus on the wiring harness business in India and better equipped the company to meet the current and future needs of the customers in India. Motherson Sumi Wiring India Limited enjoys a product profile that benefits from favourable industry trends of premiumization, leading to an increase in electrification in automobiles and supports existing and future automotive themes.

A wire harness, also known as a cable harness, is an assembly of electrical cables which transmit signals or electrical power. The cables are assembled together by a durable material such as rubber, vinyl, electrical tape, conduit, or a combination thereof. Due to the importance of wiring harness to the electrical function of the vehicle, any change in a minor electrical circuit of vehicle calls for a change in wiring harness. As a result, this product is highly sensitive to variations. The Company manufactures wiring harness for the entire cross section of automotive industry – from passenger cars to commercial vehicles, two wheeler and three wheeler, multi utility vehicles, farm equipment / tractors, material handling equipment and off-road vehicles. The company deploys state of the art technology in Manufacturing. Auto Cut, Strip , Crimp and Assemble Machine with different modules initiate the Wiring Harness manufacturing process with poka-yokes, autonomation to ensure First Time Right -Every Time Right product. Heat Resistance welding (A.C. & D.C. Types) & Ultrasonic welding is deployed for creating a solid metallurgical bond between the individual wires through vibrating the strands together.

Assembly Operations involve deployment of conveyorized systems with automated controls. First Time Right is the key mantra which is followed at all process levels in Assembly Operations. Final Product testing is done using test machines equipped with Poka-Yokes to ensure conformance to defined product specifications. Vision Camera's are also used for inspections to eliminate manual intervention. Auto Guide Vehicles (AGV's) are deployed for real time movement of Finished Goods from Assembly Lines. IT enabled navigation systems are deployed in Stores for error free material issuance. The certain pro-forma financial line items giving effect to the demerger of the Domestic Wiring Harness Undertaking into and with the Company is mentioned in *"Our Business"* of the Information Memorandum.

Strategy

Our vision is to be a preferred solutions provider in the automotive industry in India, which we aim to achieve by continuing to pursue the following strategic actions driven by our philosophy that focuses on consistent, outstanding performance, strengthening of customer relationships built on trust and increasing client engagement as well as developing and supplying long-term sustainable value additions and content per vehicle:

1. **Customer-centric approach**
   We are a customer-focused company. In assessing new investment opportunities, we will continue to consider, among other things, whether an investment will result in an attractive internal rate of return. Client requests and recommendations have also been an important factor in majority of our past decisions to acquire other businesses, which we believe demonstrate our clients' trust in our ability to assist their business. Our philosophy focuses on consistent outstanding performance, strengthening customer relationships built on trust and pursuing greater client engagement.
2. **Drive further efficiency and continue to improve our cost base and CAPEX efficiency**
   We intend to continue to improve the efficiency of our operations and reduce our cost base by taking advantage of our vast footprint and economies of scale as well as by targeting savings in our administrative, procurement and production processes. We also aim to continue investing in capital expenditures to strengthen our capabilities, which we believe would lead to a more efficient utilization of our assets and lead to better profitability across our business segments.
3. **Leverage on India Growth story with focus on domestic market**
   The Company is focused on catering to the domestic market, which has high growth potential, while also undergoing changes due to new industry trends. With a focus on the Indian domestic market, the Company will assist its customers in meeting new market requirements as they emerge. We are well-positioned to capitalise on industry megatrends such as increasing vehicle content, adding high-value SMART components, developing sustainable technologies (BS-VI / safety regulations), and working on high-voltage solutions harness and components for electric vehicles.
4. **Helping OEMs adapt to India's fast-evolving market**
   The Indian automotive and mobility industry is evolving rapidly, with a multitude of factors driving growth. As a result, OEMs are looking for partners who can deliver world-class wiring harness solutions that help them stay ahead of the competition.
5. **Being a full system solutions provider**
   Being a full system solutions provider to its customers, the Company brings outstanding skills and vast experience in manufacturing, assembly and in-sequence delivery of integrated, cutting-edge electrical and electronic distribution systems for power supply and data transfer across vehicle types. These systems range from simple, single wire leads to complex wire harnesses, containing hundreds of wires and connectors with a variety of protective coverings as per customer requirements.
   We also provide integrated electrification solutions for vehicles with "alternative" powertrains, including high-voltage wire harnesses. The company is equipped to support current and future trends in the wiring harness segment.
6. **Maintaining a strong focus on product and process innovation**
   The Company is continuously working towards meeting present and future customer requirements, focusing on weight and space reductions and productivity for wire harnesses, which continue to become bigger and more complex. We consistently develop and introduce new technological solutions, for internal combustion engine vehicles as well as electric and hybrid vehicles.
   In addition, we continuously improve our manufacturing process, to support our customers with the highest-quality products at optimum costs. With evolving vehicle technologies and broad spectrum of options being offered by OEMs to their customers, the wiring harnesses are becoming increasingly complex. In order to efficiently produce these complex wiring harness solutions, we are digitising our manufacturing process even further. For example, we have introduced digital assembly boards, colour detection systems, component presence sensors and online work instructions, which simplify the processes at our wiring harness plants in India and help deliver even better quality.
   The Company emphasise on thinking creatively to make all the processes simpler, efficient, and safer. We persistently challenge the current processes to improve and produce better quality products.
7. **Supporting a wide range of market segments**
   The Company is key player in the wiring harness product segment. We manufacture wiring harnesses for all road vehicle types produced by the automotive industry in India.
   This means, we supply solutions for passenger cars, two-wheelers and recreational vehicles, commercial vehicles (heavy, medium and light-duty), motorcycles and three-wheelers to multi-utility vehicles, farm and material-handling equipment, and off-highway vehicles. We also manufacture specialised wiring harnesses for consumer durables, office automation equipment, medical diagnostic equipment and other electrical and electronic equipment.
8. **Following our customers to where they need us**
   Over the years, our consistent outstanding performance has resulted in long-term relationships with our customers based on trust. In addition, we follow our customers to wherever they may need us. Today, we support our customers from 23 (twenty three) facilities in all automotive hubs across north, west, and south India. We set-up our plants in close proximity to their facilities, offering them the best solutions for their requirements.
9. **Expansion plans**
   We are currently expanding our capacity at Bangalore as well as setting up unit in Chennai to meet the customer demand for upcoming programs.

I. REASON FOR THE DEMERGER

Motherson Sumi Systems Limited ("MSSL") being a multi-business corporate that is a specialised full-system solutions provider and caters to a diverse range of customers in the automotive and other industries across Asia, Europe, North America, South America, Australia and Africa. MSSL, directly and through its subsidiaries and joint venture companies, is engaged in the business of manufacturing of automotive components, inter alia, wiring harness, manufacturing of vision system, manufacturing of moulded and polymer products etc. MSSL has created value for its customers, its investors, its employees and other stakeholders through organic growth, by way of greenfield operations and inorganic growth, by way of continuing strategic acquisitions, and as a result has expanded its business operations in various countries across Asia, Europe, North America, South America, Australia and Africa. The aforesaid businesses of MSSL have been nurtured over a period of time and are currently at different stages of growth. The DWH Undertaking, being focused on the Domestic Wiring Harness Business, and the Remaining Business (as defined in the Scheme), each have distinct market dynamics, like competition, distinct geographic focus, distinct strategy and distinct capital requirements. As a result, there are differences in the way in which the activities of the Domestic Wiring Harness Business and the Remaining Business are required to be organised and managed. The segregation and transfer of the DWH Undertaking into the Company, as was envisaged in the Scheme, enables sharper focus towards Indian customers of the Domestic Wiring Harness Business, better alignment of the businesses to its customers and the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace resulting in a more sustainable long term growth and competitive edge. The segregation and transfer of the DWH Undertaking into the Company will also align the interests of key stakeholders, which will benefit the strategic direction of the Company in the long term.

Separation of the Domestic Wiring Harness Business into the Company will result in the creation of two listed entities engaged in the auto-component business, enabling them to be used for future inorganic growth opportunities. The transfer and vesting of the DWH Undertaking into the Company, pursuant to the Scheme, will also enable the Company to have a strong presence among original equipment manufacturers - catering to passenger vehicle, commercial vehicle, 2-wheeler and off-highway vehicle segments. Accordingly, in view of the above, the demerger will result in the following benefits:

(i) creation of separate and distinct entities housing the DWH Undertaking and the Remaining Business (as defined in the Scheme) with well-defined strategic priorities;
(ii) dedicated and specialised management focus on the specific needs of the respective businesses;
(iii) benefit to all stakeholders of MSSL and the Company, leading to growth and value creation in the long run and maximising the value and returns to the shareholders, unlocking intrinsic value of the assets, achieving cost efficiencies and operational efficiencies;
(iv) to ensure standalone focus on the Domestic Wiring Harness Business (as defined in the Scheme).

J. AUDITED FINANCIALS FOR THE PREVIOUS THREE FINANCIAL YEARS PRIOR TO THE DATE OF LISTING;

The Company was incorporated on July 2, 2020, accordingly, the figures have been provided from the date of incorporation. The figures for period ended March 31, 2021 are from the date of incorporation.

INDEPENDENT AUDITOR'S REPORT

To the Members of Motherson Sumi Wiring India Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Motherson Sumi Wiring India Limited ("the Company"), which comprise the Balance sheet as at March 31, 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss including other comprehensive income, its cash flows and the changes in equity for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act based on our audit , we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
   (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
   (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
   (g) No managerial remuneration has been paid during the current period, therefore no matter to be reported under section 143(3) of the Act ;
   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which would impact its financial position;
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per Pankaj Chadha
Partner
Membership Number: 091813
UDIN: 21091813AAAACK7853

Place of Signature: Gurugram
Date: May 14, 2021

ANNEXURE "1" REFERRED TO IN PARAGRAPH 1 OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re: Motherson Sumi Wiring India Limited (the "Company")

(i) The Company does not hold any property, plant and equipment during the period ended March 31, 2021. Therefore, the provisions of clause 3(i)(a), (b) and (c) of the said Order are not applicable to the Company.
(ii) The Company does not hold any inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
(vi) Since the Company has not carried out any business operations, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, goods and service tax and other statutory dues applicable to it.
(vii) (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, goods and service tax and other statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable.
(vii) (c) According to the information and explanations given to us, there are no dues of income tax, goods and service tax, customs duty, and cess which have not been deposited on account of any dispute.
(viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the period.
(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the period.
(xi) The Company has not provided for any managerial remuneration in the current period. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company.
(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
(xiii) According to the information and explanations given by the management and audit procedures performed by us, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of sec 177 are not applicable to the company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and, not commented upon.
(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per Pankaj Chadha
Partner
Membership Number: 091813

Place of Signature: Gurugram
Date: May 14, 2021

ANNEXURE "2" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MOTHERSON SUMI WIRING INDIA LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Motherson Sumi Wiring India Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per Pankaj Chadha
Partner
Membership Number: 091813

Place of Signature: Gurugram
Date: May 14, 2021

BALANCE SHEET

(All amounts in INR million, unless otherwise stated)

	Notes	As at March 31, 2021
Assets		
Non-current assets		
Financial assets		
Other financial assets	3	0.01
Total non-current assets		**0.01**
Current assets		
Financial assets		
Cash and cash equivalents	4	0.28
Other current assets	5	0.08
Total current assets		**0.36**
Total assets		**0.37**
Equity and liabilities		
Equity		
Equity share capital	6	0.50
Other equity		
Reserves and surplus	7	(4.11)
Total equity		**(3.61)**
Liabilities		
Current liabilities		
Financial liabilities		
Borrowings	8	3.53
Trade Payables	9	
Total outstanding dues of micro, small and medium enterprises and		–
Total outstanding dues of creditors other than micro, small and medium enterprises		0.34
Other financial liabilities	10	0.08
Other current liabilities	11	0.03
Total current liabilities		**3.98**
Total liabilities		**3.98**
Total equity and liabilities		**0.37**
Summary of significant accounting policies	2	

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors

Sd/-	Sd/-	Sd/-
per **Pankaj Chadha**	**Sanjay Mehta**	**V.C. Sehgal**
Partner	Director	Director
Membership No.: 091813	DIN: 03215388	DIN: 00291126
Place: Gurugram	Place: Faridabad	Place: Dubai
Date: May 14, 2021	Date: May 14, 2021	Date: May 14, 2021

STATEMENT OF PROFIT AND LOSS

(All amounts in INR million, unless otherwise stated)

	Notes	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of March 31, 2021
Revenue		
Revenue from operations		–
Total income		**–**
Expenses		
Finance costs	13	0.08

(...contd. from page 2)

B Cash flow from Investing activities:	
C Cash flow from financing activities:	
Proceeds from issue of shares	0.50
Proceeds from short term borrowing	3.53
Net cash flow from financing activities	**4.03**
Net increase in cash and cash equivalents	**0.28**
Net cash and cash equivalents at the beginning of the period	**–**
Cash and cash equivalents as at current period end	**0.28**
Cash and cash equivalents comprise of the following	
Balances with banks	0.28
Cash and cash equivalents as per balance sheet (note 4)	**0.28**
Summary of significant accounting policies (note 2)	

Notes:

i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) Figures in brackets indicate Cash Outflow.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Pankaj Chadha**
Partner
Membership No.: 091813

Place: Gurugram
Date: May 14, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388
Place: Faridabad
Date: May 14, 2021

Sd/-
V.C. Sehgal
Director
DIN: 00291126
Place: Dubai
Date: May 14, 2021

1. Corporate Information

Motherson Sumi Wiring India Limited ('the Company') was incorporated on July 2, 2020 and domiciled in India. It is a wholly owned subsidiary of Motherson Sumi Systems Limited ("MSSL" or "Holding Company").The address of its registered office is Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra. The Company is a public limited company and is planning to be engaged primarily in the manufacture and sale of components to automotive original equipment manufacturers.

The Board of Directors of the holding company in their meeting dated July 02, 2020, approved the Composite Scheme of Amalgamation and Arrangement (scheme) amongst Motherson Sumi Systems Limited ("MSSL" or "Amalgamated company"), Samvardhana Motherson International Limited ("SAMIL" or "Amalgamating company"), the Company (Resulting company), and their respective shareholders and creditors. SAMIL is one of the shareholders of MSSL. The scheme among other things, entails demerger of Domestic Wiring Harness ("DWH") business from MSSL into this newly incorporated entity and subsequent merger of SAMIL into MSSL.

This scheme has also been approved by the board of directors of the Company as well in their meeting dated July 17, 2020. The transaction is being contemplated pursuant to a composite scheme of amalgamation and arrangement under the Companies Act, 2013 ("Scheme") and is subject to regulatory approvals and other approvals inter-alia from shareholders, creditors, NCLT etc.as may be applicable. Subsequent to the Balance Sheet date, the scheme has been approved by the shareholders of the MSSL on April 29, 2021 in the meeting convened by the NCLT.

The financial statements were authorised for issue in accordance with a resolution of the Board of directors on May 14, 2021.

2.1 Significant accounting policies

(a) Basis of preparation

The first financial statements for the period July 02, 2020 (date of incorporation) to March 31, 2021, which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss, including other comprehensive income, Cash Flow Statement and the Statement of Changes in Equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statement.

These are the first year end financial statements prepared after its incorporation, thus the corresponding amounts (comparatives) for the immediately preceding reporting period for all items shown in the financial Statements are not required to be furnished.

The financial statements have been prepared on a historical cost basis.

The Company's functional currency is Indian Rupee (INR). The financial statements are presented in Indian Rupee (INR) and all values are rounded to the nearest millions (INR 000,000), except when otherwise indicated.

(b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Company classifies all other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(c) Cash and cash equivalents

Cash and cash equivalent include cash on hand, cash at banks and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(d) Provisions

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

(e) Borrowing Costs

Borrowing costs consist of interest cost that an entity incurs in connection with the borrowing of funds which are expensed in the period in which they occur.

(f) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

– the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

– The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In preparation of financials statement, the Company has not used significant judgements, accounting estimates and assumptions.

NOTES TO FINANCIAL STATEMENTS

(All amounts in INR million, unless otherwise stated)

3 Other financial assets - non current

	As at March 31, 2021
Unsecured, considered good	
– Security deposits	0.01
Total	**0.01**

4 Cash and cash equivalents

	As at March 31, 2021
Balances with banks:	
- in current accounts	0.28
Total	**0.28**

* There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period.

Changes in liabilities arising from financing activities	
Opening balance as on July 02, 2020	-
Cash flow	
– current borrowings	3.53
Non cash flow	-
Total liabilities from financing activities	**3.53**

5 Other current assets

	As at March 31, 2021
Unsecured, considered good, unless otherwise stated	
Balances with government authorities	0.08
Total	**0.08**

6 Share capital

	As at March 31, 2021
Authorised:	
330,000,000 Equity shares of INR 1/- each	330.00
Issued, subscribed and paid up:	
500,000 Equity shares of INR 1/- each	0.50

a Movement in equity share capital

	Number	Amount
As at July 02, 2020	–	–
Add: Issued during the period	500,000	0.50
As at March 31, 2021	**500,000**	**0.50**

b Rights, preferences and restrictions attached to shares

Equity Shares:

The Company has only one class of equity shares having a par value of INR 1 per share. Each holder of equity is entitled to one vote per share held.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at March 31, 2021	
	Nos.	%
Equity shares:		
Motherson Sumi Systems Limited (including 6 shares held by its nominees)	500,000	100%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

7 Reserves and surplus

	As at March 31, 2021
Retained earnings	
As at July 02, 2020	–
Loss during the period	(4.11)
As at March 31, 2021	**(4.11)**

8 Current borrowings

	As at March 31, 2021
Unsecured, considered good	
Indian rupee loan from related party (refer note 15)	3.53
Total	**3.53**

Indian rupee loan is unsecured and taken from holding company @ 5.5% p.a for one year.

9 Trade payables

	As at March 31, 2021
Total outstanding dues of micro, small and medium enterprises (refer note 16)	-
Total outstanding dues of creditors other than micro, small and medium enterprises	0.34
Total	**0.34**

10 Other financial liabilities

	As at March 31, 2021
Current	
Interest accrued but not due on borrowings	0.08
Total	**0.08**

11 Other current liabilities

	As at March 31, 2021
Statutory dues including tax deducted at source	0.03
Total	**0.03**

12 Other expenses

	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of March 31, 2021
Rates & taxes	3.25
Legal & professional expenses	0.16
Payment to auditor:	
– Audit fee	0.22
– Other services (certification)	0.40
Total	**4.03**

13 Finance costs

	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of March 31, 2021
Other finance costs	0.08
Total	**0.08**

14 Earnings per share

	As at March 31, 2021
Net loss after tax available for equity Shareholders	(4.11)
Weighted average number of equity shares used to compute basic and diluted earnings per share	446,886
Basic and diluted earnings per share of INR 1 each	(9.20)

The Company does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains same.

15 Related party disclosures

I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

Entity with control over the Company

Name	Ownership interest
	As at March 31, 2021
Motherson Sumi Systems Limited ("MSSL")	100%

Relationship where control exists

II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in 15 (I) above:

Transactions with related parties

	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of March 31, 2021
Holding company	
Issue of share capital	0.50
Loan received	3.53
Interest accrued but not due on borrowings	0.08

Outstanding balances arising from sales / purchases of goods and services

	As at March 31, 2021
Holding company	
Loan received	3.53
Interest accrued but not due on borrowings	0.08

16 As per information available with the Company there are no dues payable to enterprises covered under micro, small and medium enterprises development Act, 2006.

17 Financials Risk management

The Company is not exposed to any liquidity risk as it borrows money from holding Company (Shareholder).

The Company is not exposed to any foreign currency risk and accordingly, there is no market risk.

Regarding credit risk on balances with banks, the Company maintains relationship only with high rated banks.

18 Capital Management

In order to meet its capital requirement, the Company is generally funded by its shareholder, either as equity or debt. The Company doesn't monitor any ratio as such.

19 Cash and Cash equivalents and short term borrowing, trade payable are the only financials assets and financials liability respectively, which have been recorded at amortised cost. The carrying value of cash and cash equivalents, short term borrowings and other financial liabilities are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Pankaj Chadha**
Partner
Membership No.: 091813

Place: Gurugram
Date: May 14, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388
Place: Faridabad
Date: May 14, 2021

Sd/-
V.C. Sehgal
Director
DIN: 00291126
Place: Dubai
Date: May 14, 2021

K. LATEST AUDITED FINANCIALS OF THE COMPANY, AS ON SEPTEMBER 30, 2021

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Motherson Sumi Wiring India Limited

Opinion

We have audited the accompanying special purpose interim Ind AS financial statements of Motherson Sumi Wiring India Limited ("the Company"), which comprise the interim Balance Sheet as at September 30, 2021, and the interim Statement of Profit and Loss, including other comprehensive income, interim Cash Flow Statement and the interim Statement of Changes in Equity for the period then ended, and notes to the special purpose interim financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose interim Ind AS financial statements give a true and fair view in conformity with the accounting principle generally accepted in India including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Basis for Opinion

We conducted our audit of the special purpose interim Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Interim Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the special purpose interim Ind AS financial statements.

Management's Responsibility for the Special Purpose Interim Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these special purpose interim financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the special purpose interim Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the special purpose interim financial statements, Board of Directors are responsible for assessing the ability of the Company's to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Special Purpose Interim Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose interim financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these special purpose interim Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the special purpose interim financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the special purpose interim financial statements, including the disclosures, and whether the special purpose interim financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other matter - restriction of use

The accompanying special purpose interim Ind AS financial statements have been prepared, and this report thereon issued, solely for use by the management for its inclusion in the information memorandum to be filed by the Company with the relevant stock exchanges for the proposed listing of equity shares of the Company post NCLT approval of the scheme of demerger of Domestic Wiring harness business of Motherson Sumi Systems Limited ("Holding Company") into the Company. Accordingly, this report should not be used, referred to or distributed for any other purpose without our prior written consent. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per Rajeev Sawhney
Partner
Membership Number: 096333
UDIN: 21096333AAAABD9024

Place of Signature: Gurugram
Date: November 20, 2021

SPECIAL PURPOSE INTERIM FINANCIAL STATEMENTS
INTERIM BALANCE SHEET

(All amounts in INR million, unless otherwise stated)

	Notes	As at September 30, 2021	As at March 31, 2021
Assets			
Non-current assets			
Financial assets			
Other financial assets	3	0.01	0.01
Total non-current assets		**0.01**	**0.01**
Current assets			
Financial assets			
Cash and cash equivalents	4	0.34	0.28
Other current assets	5	0.15	0.08
Total current assets		**0.49**	**0.36**
Total assets		**0.50**	**0.37**
Equity and liabilities			
Equity			
Equity share capital	6	0.50	0.50
Other equity			
Reserves and surplus	7	(4.45)	(4.11)
Total equity		**(3.95)**	**(3.61)**
Liabilities			
Current liabilities			
Financial liabilities			
Borrowings	8	4.03	3.53
Trade Payables	9		
Total outstanding dues of micro, small and medium enterprises and		–	–
Total outstanding dues of creditors other than micro, small and medium enterprises		0.24	0.34
Other financial liabilities	10	0.18	0.08
Other current liabilities	11	–	0.03
Total current liabilities		**4.45**	**3.98**
Total liabilities		**4.45**	**3.98**
Total equity and liabilities		**0.50**	**0.37**
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the special purpose interim financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Rajeev Sawhney**
Partner
Membership No.: 096333

Place: Gurugram
Date: November 20, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388
Place: Faridabad
Date: November 20, 2021

Sd/-
Kunal Malani
Director
DIN: 07309466
Place: Mumbai
Date: November 20, 2021

INTERIM STATEMENT OF PROFIT AND LOSS

(All amounts in INR million, unless otherwise stated)

	Notes	For the period ended September 30, 2021	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of September 30, 2020
Revenue			
Revenue from operations		–	–
Total income		**–**	**–**
Expenses			
Finance costs	13	0.10	–
Other expenses	12	0.24	3.65
Total expenses		**0.34**	**3.65**
Loss before tax		**(0.34)**	**(3.65)**
Tax expenses		–	–
Loss for the period		**(0.34)**	**(3.65)**
Other comprehensive income for the period, net of tax		–	–
Total comprehensive income for the period, net of tax		**(0.34)**	**(3.65)**
Earnings per share:	14		
Nominal value per share: INR 1/- (not annualised)			
Basic and diluted		(0.68)	(10.70)
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the special purpose interim financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Rajeev Sawhney**
Partner
Membership No.: 096333

Place: Gurugram
Date: November 20, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388
Place: Faridabad
Date: November 20, 2021

Sd/-
Kunal Malani
Director
DIN: 07309466
Place: Mumbai
Date: November 20, 2021

INTERIM STATEMENT OF CHANGES IN EQUITY

(All amounts in INR million, unless otherwise stated)

A Equity share capital

	Notes	Amount
As at July 02, 2020		–
Issue of equity share capital		0.50
As at March 31, 2021	**6**	**0.50**
Issue of equity share capital		–
As at September 30, 2021	**6**	**0.50**

B Other equity

	Notes	Reserves and surplus Retained Earnings	Items of OCI	Total
Balance as at April 01, 2021		(4.11)	–	(4.11)
Loss for the period		(0.34)	–	(0.34)
Balance as at September 30, 2021	**7**	**(4.45)**	**–**	**(4.45)**

	Notes	Reserves and surplus Retained Earnings	Items of OCI	Total
Balance as at July 02, 2020	–	–	–	
Loss for the period		(3.65)	–	(3.65)
Balance as at September 30, 2020		**(3.65)**	**–**	**(3.65)**
Summary of significant accounting policies	2			

The accompanying notes are an integral part of the special purpose interim financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Rajeev Sawhney**
Partner
Membership No.: 096333

Place: Gurugram
Date: November 20, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388
Place: Faridabad
Date: November 20, 2021

Sd/-
Kunal Malani
Director
DIN: 07309466
Place: Mumbai
Date: November 20, 2021

INTERIM CASH FLOW STATEMENT

(All amounts in INR million, unless otherwise stated)

	For the period ended September 30, 2021	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of September 30, 2020
A Cash flow from operating activities:		
Loss before tax	(0.34)	(3.65)
Adjustments to reconcile profit before tax to net cash flow:		
Finance costs	0.10	–
Operating profit before working capital changes	**(0.24)**	**(3.65)**
Change in working Capital:		
Increase/(Decrease) in trade payables	(0.10)	3.65
Increase/(Decrease) in other current liabilities	(0.03)	–
Decrease/(Increase) in other current assets	(0.07)	–
Cash generated from operations	**(0.44)**	**–**
– Income taxes paid	–	–
Net cash flows from operating activities	**(0.44)**	**–**
B Cash flow from Investing activities:	**–**	**–**
C Cash flow from financing activities:		
Proceeds from issue of shares	–	0.50
Proceeds from current borrowings	0.50	–
Net cash flow from financing activities	**0.50**	**0.50**
Net increase in cash and cash equivalents (A+B+C)	**0.06**	**0.50**
Net cash and cash equivalents at the beginning of the period	**0.28**	**–**
Cash and cash equivalents as at current period end	**0.34**	**0.50**
Cash and cash equivalents comprise of the following		
Balances with banks	**0.34**	**0.50**
Cash and cash equivalents as per balance sheet (note 4)	**0.34**	**0.50**
Summary of significant accounting policies (note 2)		

Notes:

i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) Figures in brackets indicate Cash Outflow.

The accompanying notes are an integral part of the special purpose interim financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Rajeev Sawhney**
Partner
Membership No.: 096333

Place: Gurugram
Date: November 20, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388
Place: Faridabad
Date: November 20, 2021

Sd/-
Kunal Malani
Director
DIN: 07309466
Place: Mumbai
Date: November 20, 2021

1. Corporate Information

Motherson Sumi Wiring India Limited ('the Company') was incorporated on July 02, 2020 and domiciled in India. It is a wholly owned subsidiary of Motherson Sumi Systems Limited ("MSSL" or "Holding Company").The address of its registered office is Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra. The Company is a public limited company and is planning to be engaged primarily in the manufacture and sale of components to automotive original equipment manufacturers.

The Board of Directors of the holding company in their meeting dated July 02, 2020, approved the Composite Scheme of Amalgamation and Arrangement (scheme) amongst Motherson Sumi Systems Limited ("MSSL" or "Amalgamated company"), Samvardhana Motherson International Limited ("SAMIL" or "Amalgamating company"), the Company (Resulting company), and their respective shareholders and creditors. SAMIL is one of the shareholders of MSSL. The scheme among other things, entails demerger of Domestic Wiring Harness ("DWH") business from MSSL into this newly incorporated entity and subsequent merger of SAMIL into MSSL. This scheme was also approved by the board of directors of the Company as well in their meeting dated July 17, 2020 and is currently pending with NCLT for its final approval.

The special purpose interim financial statements were authorised for issue in accordance with a resolution of the Board of directors on November 20, 2021.

2.1 Significant accounting policies

(a) Basis of preparation

The special purpose interim financial statements for the period April 01, 2021 to September 30, 2021, which comprise the interim Balance Sheet as at September 30, 2021, and the interim Statement of Profit and Loss, including other comprehensive income, interim Cash Flow Statement and the interim Statement of Changes in Equity for the period then ended, and notes to the special purpose interim financial statements, including a summary of significant accounting policies and other explanatory information.

The special purpose interim financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, for the use by the management for its inclusion in the information memorandum to be filed by the Company with the relevant stock exchanges for the proposed listing of equity shares of the Company post NCLT approval of the Scheme as mentioned above in note 1.

Since the Company has been incorporated on July 02, 2020, hence the comparatives given in the interim statement of profit and loss and interim cash flow statement is for the period July 02, 2020 to September 30, 2020.

The special purpose interim financial statements have been prepared on a historical cost basis.

Upon the Scheme becoming effective, the entity will carry on business activities of DWH business of MSSL, hence these financial statements have been prepared on a going concern basis.

The Company's functional currency is Indian Rupee (INR). The special purpose interim financial statements are presented in Indian Rupee (INR) and all values are rounded to the nearest millions (INR 000,000), except when otherwise indicated.

(b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Company classifies all other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(c) Cash and cash equivalents

Cash and cash equivalent include cash on hand, cash at banks and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(d) Provisions

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

(e) Borrowing Costs

Borrowing costs consist of interest cost that an entity incurs in connection with the borrowing of funds which are expensed in the period in which they occur.

(f) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

– the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

– The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In preparation of financials statement, the Company has not used significant judgements, accounting estimates and assumptions.

NOTES TO SPECIAL PURPOSE INTERIM FINANCIAL STATEMENTS

(All amounts in INR million, unless otherwise stated)

3 Other financial assets - non current

	As at September 30, 2021	As at March 31, 2021
Unsecured, considered good		
– Security deposits	0.01	0.01
Total	**0.01**	**0.01**

4 Cash and cash equivalents

	As at September 30, 2021	As at March 31, 2021
Balances with banks:		
– in current accounts	0.34	0.28
Total	**0.34**	**0.28**

* There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period.

Changes in liabilities arising from financing activities		
Opening balance	3.53	–
Cash flow		
– current borrowings	0.50	3.53
Non cash flow	–	–
Total liabilities from financing activities	**4.03**	**3.53**

5 Other current assets

	As at September 30, 2021	As at March 31, 2021
Unsecured, considered good, unless otherwise stated		
Balances with government authorities	0.15	0.08
Total	**0.15**	**0.08**

(...contd. on page 4)

(...contd. from page 3)

6 Share capital

	As at September 30, 2021	As at March 31, 2021
Authorised:		
330,000,000 Equity shares of INR 1 each	330.00	330.00
Issued, subscribed and paid up:		
500,000 Equity shares of INR 1 each	0.50	0.50

a Movement in equity share capital

	Number	Amount
As at July 02, 2020	–	–
Add: Issued during the period	500,000	0.50
As at March 31, 2021	**500,000**	**0.50**
Add: Issued during the period	–	–
As at September 30, 2021	**500,000**	**0.50**

b Rights, preferences and restrictions attached to shares

Equity Shares:

The Company has only one class of equity shares having a par value of INR 1 per share. Each holder of equity is entitled to one vote per share held.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at September 30, 2021		As at March 31, 2021	
	Number	%	Number	%
Equity shares:				
Motherson Sumi Systems Limited (including 6 shares held by its nominees)	500,000	100%	500,000	100%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

d Shareholding of Promoters

Shares held by promoters at the end of the period

Promoter name	No. of shares	% of total shares	% Change during the period
Motherson Sumi Systems Limited	500,000*	100%	0%

* including 6 shares held by nominees of Motherson Sumi Systems Limited

7 Reserves and surplus

	As at September 30, 2021	As at March 31, 2021
Retained earnings		
Opening balance	(4.11)	–
Loss during the period	(0.34)	(4.11)
Closing balance	**(4.45)**	**(4.11)**

8 Current borrowings

	As at September 30, 2021	As at March 31, 2021
Unsecured, considered good		
Indian rupee loan from related party (refer note 15)	4.03	3.53
Total	**4.03**	**3.53**

Indian rupee loan is unsecured and taken from holding company @ 5.5% p.a for one year.

9 Trade payables

	As at September 30, 2021	As at March 31, 2021
Total outstanding dues of micro, small and medium enterprises (refer note 17)	–	–
Total outstanding dues of creditors other than micro, small and medium enterprises	0.24	0.34
Total	**0.24**	**0.34**

TRADE PAYABLES AGING AS AT SEPTEMBER 30, 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	–	–	–	–	–
(ii) Others	0.24	–	–	–	0.24
(iii) Disputed dues – MSME	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–

TRADE PAYABLES AGING AS AT MARCH 31, 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	–	–	–	–	–
(ii) Others	0.34	–	–	–	0.34
(iii) Disputed dues – MSME	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–

10 Other financial liabilities

	As at September 30, 2021	As at March 31, 2021
Current		
Interest accrued but not due on borrowings (refer note 15)	0.18	0.08
Total	**0.18**	**0.08**

11 Other current liabilities

	As at September 30, 2021	As at March 31, 2021
Statutory dues including tax deducted at source	–	0.03
Total	**–**	**0.03**

12 Other expenses

	For the period ended September 30, 2021	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of September 30, 2020
Rates & taxes	0.03	3.25
Legal & professional expenses	0.01	–
Payment to auditor:		
– Audit fees	0.20	0.10
– Other services (certification)	–	0.30
Total	**0.24**	**3.65**

13 Finance costs

	For the period ended September 30, 2021	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of September 30, 2020
Other finance costs	0.10	–
Total	**0.10**	**–**

14 Earnings per share

	For the period ended September 30, 2021	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of September 30, 2020
Net loss after tax available for equity Shareholders	(0.34)	(3.65)
Weighted average number of equity shares used to compute basic and diluted earnings per share	500,000	340,659
Basic and diluted earnings per share of INR 1/- each	(0.68)	(10.70)

The Company does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains same.

15 Related party disclosures

I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

Entity with control over the Company

Name	Ownership interest As at September 30, 2021	Ownership interest As at March 31, 2021
Motherson Sumi Systems Limited ("MSSL")	100%	100%

II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in 15 (I) above:

Transactions with related parties

	For the period ended September 30, 2021	For the period starting from the date of the incorporation i.e. July 02, 2020 and ended as of September 30, 2020
Holding company		
Issue of share capital	–	0.50
Loan received	0.50	–
Interest expense	0.10	–

Outstanding balances

	As at September 30, 2021	As at March 31, 2021
Holding company		
Loan payable	4.03	3.53
Interest accrued but not due on borrowings	0.18	0.08

16 Financial ratios

	As at September 30, 2021	As at March 31, 2021
Current Ratio	0.11	0.09

17 As per information available with the Company there are no dues payable to enterprises covered under micro, small and medium enterprises development Act, 2006.

18 Financials Risk and Capital management

Since, the Company does not have business operations hence the Company is not exposed to any liquidity risk and foreign currency risk.

In order to meet its funding requirements, the Company is generally funded by its shareholder, either as equity or debt.

19 Cash and Cash equivalents and short term borrowing, trade payable are the only financials assets and financials liability respectively, which have been recorded at amortised cost. The carrying value of cash and cash equivalents, short term borrowings and other financial liabilities are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

20 Amounts appearing as zero "0.00" in financials are below the rounding off norm adopted by the Company

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sd/-
per **Rajeev Sawhney**
Partner
Membership No.: 096333

Place: Gurugram
Date: November 20, 2021

For and on behalf of the Board of Directors

Sd/-
Sanjay Mehta
Director
DIN: 03215388

Place: Faridabad
Date: November 20, 2021

Sd/-
Kunal Malani
Director
DIN: 07309466

Place: Mumbai
Date: November 20, 2021

L. CHANGES IN THE ACCOUNTING POLICIES AND THEIR EFFECT ON PROFITS AND RESERVES

There is no change in the Accounting Policies of our Company.

M. SUMMARY OF CONTINGENT LIABILITIES

The Company has no contingent liability as on September 30, 2021.

Contingent liabilities transferred to the Company upon demerger of Domestic Wiring Harness Undertaking of Motherson Sumi Systems Limited and not acknowledged as debt is as below:

(Figures in ₹ million)

Sl. No.	Particulars	Amount *(Upon demerger of DWH Undertaking into and with the Company)*
1.	Excise, sales tax and service tax matters	7.25
2.	Claims from workmen	17.05

N. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of related party transactions as per the financial statement of the Company for the period from July 02, 2020 to September 30, 2020, from July 02, 2020 to March 31, 2021 and from April 01, 2021 to September 30, 2021.

(Figures in ₹ million)

Related Party	Particulars	For the audited period ended September 30, 2021	For the period audited from July 02, 2020 to March 31, 2021	For the period audited from July 02, 2020 to September 30, 2020
Motherson Sumi Systems Limited	Issue of share capital	–	0.50	0.50
	Loan received	0.50	3.53	---
	Interest expense	0.10	0.08	–

The DWH Business, has various inter-dependencies with inter alia the remaining business of MSSL. The DWH Business sources various goods or materials, including such as sourcing of various goods or materials, wires, various tools, jigs, fixtures, rubber parts, connectors and certain other components which are used to manufacture/ assemble wiring harnesses along with procurement of certain capital items as required for the DWH Business. Further, MSSL (either directly or through its subsidiaries or joint ventures) has a central team for some of the key functions in the areas of design and development services, finance, procurement engineering services, human resource, travel management, infrastructure support etc. To ensure that, the benefit of the in-house value chain continues to be available to the DWH Business, certain related party transactions have been entered into between the Company and MSSL (including its subsidiaries and joint venture companies), which are effective on and from Effective Date 1 i.e. January 5, 2022. Further, as on date, Motherson Lease Solution Limited (**"MLSL"**), extends car leasing services to MSSL and other entities under the Motherson group, for use by the employees of such companies and for other corporate purposes. This gives such entities availing services from MLSL a distinct cost advantage. The car leasing services is being extended to the Company. In addition to the above-mentioned transactions with MSSL (including its subsidiaries and joint ventures) and MLSL, there are various agreements and arrangements between the Company and Sumitomo Wiring Systems Limited, Japan (**"SWS"**), which include arrangements in relation, **(a)** purchase of components, such as wiring harness component and child parts, from SWS, as required for the DWH Business, **(b)** sale of wiring harness, and know-how and technical assistance to be provided by SWS, in relation to the manufacture and sale of domestic wiring harness and its components. The above agreements and arrangements are effective on and from Effective Date 1 i.e. January 5, 2022.

O. DETAILS OF GROUP COMPANIES

In terms of the SEBI (ICDR) Regulations, the term 'group companies', includes (a) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) any other companies considered material by the board of directors of the relevant issuer company. The Company has not entered into any transactions with Group Companies during the period for which financial information is disclosed accordingly, there are no Group Companies as on date.

However, it may be noted that, while the DWH Undertaking was housed in MSSL (prior to the Scheme becoming effective), MSSL undertook various related party transactions in relation to the DWH Undertaking with companies which were considered as Group Companies, in terms of the SEBI (ICDR) Regulations,. Since the DWH Undertaking has now been transferred to the Company pursuant to the Scheme, going forward, the Company will undertake such related party transactions with companies which will be considered as its Group Companies, including the Related Party Transactions described in Paragraph N. All such related party transactions with Group Companies will be undertaken by the Company at arm's length and in accordance with the requirements of Applicable Laws.

P. INTERNAL RISK FACTORS

1. ***Our inability to identify and adapt to evolving industry trends and preferences and develop new products to meet our customers' demands may adversely affect our business.***

Changes in competitive technologies may render certain of our products obsolete or less attractive, and to compete effectively we must be able to develop and produce new products or enhanced versions of existing products to meet our customers' demands in a timely manner. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and / or procure and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. Additionally, we may not be able to secure adequate financing for the capital expenditures required for the research and development and / or procurement of new technologies and products. If we are unable to secure adequate financing, or financing in time on commercially acceptable terms, or at all, we may be forced to curtail our product development programs, and our business, financial conditions and results of operations may be materially and adversely affected. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly.

2. ***The success of our newly designed products and other innovations depends in part on our ability to obtain, protect and preserve intellectual property rights to our designs and we cannot assure you that we will develop sufficient new revenue streams to replace revenue streams that may diminish as our current intellectual property rights expire.***

We have rights in respect of a number of intellectual properties relating to the products we manufacture. Our success and competitive position depends on a combination of trade secrets and other unpatented proprietary know-how, including, in particular, engineering drawings, exclusively licensed- in technologies, data and manufacturing processes and materials expertise. In addition, due to the high degree of customization of our technologies, new products and processes may be developed jointly with customers or suppliers. While the terms of these collaborations with customers or suppliers vary, in a limited number of cases, customers and suppliers restrict us from using the developed technology or producing the developed products for competitors for a period of time, while in a limited number of cases we may be prevented from exploiting such technology or product or selling to other customers at any time. Any dispute we may have with our customers regarding the ownership of patents or other forms of intellectual property, could negatively affect our business.

We believe that having a significant level of protected proprietary technology gives us a competitive advantage in marketing our products and services. We therefore try to obtain and protect certain intellectual property rights to our newly designed products and other innovations. However, we cannot be certain that the measures that we employ will result in the protection of our intellectual property rights or will result in the prevention of unauthorized use of our proprietary technology. We also rely upon unpatented proprietary know-how and continuing technological innovations and other trade secrets to develop and maintain our competitive position. While it is our policy to enter into confidentiality agreements with our key employees to protect our intellectual property, there can be no assurance that these confidentiality agreements will not be breached or that they will provide meaningful protection for our trade secrets or our proprietary know-how, if at all. In addition, there can be no assurance that other companies will not obtain knowledge of these trade secrets through independent development or other legal means of access. Any failure to protect our proprietary rights relating to our designs, processes, components, technology, trade secrets or proprietary know-how could have a material adverse effect on our business, financial condition and results of operations.

In addition, our existing intellectual property rights are not indefinite and will expire. There can be no assurance that we will develop sufficient revenue streams protected by equivalent rights in the future to replace revenue streams as the relevant intellectual property rights lapse. Furthermore, intellectual property rights can be challenged on the basis of invalidity. Although we typically confirm that our processes do not violate existing intellectual property rights of third parties, we may face claims that our product designs or manufacturing processes infringe third party intellectual property rights. Even though many of our manufacturing services contracts generally require our customers to indemnify us for infringement claims relating to the product specifications and designs, a particular customer may be unwilling or unable to satisfy its indemnity obligations. In addition, we may be responsible for claims that the processes or components that we use in manufacturing infringe third party intellectual property rights. Infringement claims could subject us to significant liability for damages and potentially injunctive action and, regardless of merits, could be time-consuming and expensive to resolve.

3. ***Our future success depends on our ability to satisfy changing customer demands by offering innovative products in a timely manner and maintaining such products' competitiveness and quality.***

Our competitors may gain significant advantages if they are able to offer products satisfying customer needs earlier than we are able to and this could adversely impact our sales, results of operations and financial condition. Unanticipated delays or cost overruns in implementing new product launches, expansion plans or capacity enhancements could also materially and adversely impact our financial condition and results of operations. Customer preferences seem to be moving in favor of more fuel efficient and environmentally friendly vehicles. In addition, increased government regulations, as exemplified by a number of initiatives, volatile fuel prices and evolving environment preferences of consumers has brought significant pressure on the automotive industry to reduce carbon dioxide emissions. Our operations may be significantly impacted if we experience delays in developing fuel efficient products that reflect changing customer preferences. In addition, deterioration in the quality of our automotive parts could force us to incur substantial costs and damage our reputation. There can be no assurance that the market acceptance of our future products will meet our sales expectations, in which case, we may be unable to realize the intended economic benefits of our investments and our financial condition and results of operations may be materially and adversely affected.

Private and commercial users of transportation increasingly use modes of transportation other than the automobile. The reasons for this include the rising costs of automotive transport, increasing traffic density in major cities and environmental awareness. Furthermore, the increased use of car-sharing concepts and other innovative mobility initiatives facilitates access to other methods of transport, thereby reducing dependency on the private automobile. A shift in consumer preferences away from private automobiles, and resulting decrease in the size and number of orders from our OEM customers, would also have a material adverse effect on our general business activity and on our sales, prospects, financial condition and results of operations.

4. ***Any delay in the implementation or failure in the operation of our information systems could disrupt our operations and cause an unanticipated increase in costs.***

We have implemented various information technology (**"IT"**) solutions to cover key areas of our operations. For instance, we have implemented systems to consolidate data and other key performance parameters at the regional and corporate levels. Other significant IT solutions include systems designed to provide data security and to allow for collaboration of information across the network, as well as supply chain solutions to cover critical processes in relation to customers and suppliers across our manufacturing facilities. Any delay in the implementation or failure in the operation of these information systems could result in material adverse consequences, including disruption of operations, loss of information and an unanticipated increase in costs.

Further, these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. A large-scale IT malfunction could disrupt our business or lead to disclosure of sensitive company information. Our ability to keep our business operating depends on the proper and efficient operation and functioning of various IT systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). A significant or large-scale malfunction or interruption of one or more of our IT systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. Such malfunction or disruptions could cause economic losses for which we could be held liable. A failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

5. ***Start-up costs and inefficiencies related to new products or programs can adversely affect our operating results and such costs may not be fully recoverable if new programs are cancelled.***

New programs often entail material start-up costs with respect to the design, development and testing of the products to match the customer's specifications, as well as establishing additional production lines or new facilities where required. If we are unable to recoup start-up costs, manage our labor and equipment resources effectively in connection with the establishment of new programs and new customer relationships, or to correctly estimate required resources, our gross margins and operating results could be adversely affected. These factors are particularly evident in the early stages of the life cycle of new products and new programs and in the opening of new facilities. These factors also affect our ability to efficiently use labor and equipment. In addition, if any of these new programs or new customer relationships were terminated or our existing customers shift their base of operations to a location where we do not have a manufacturing facility, our operating results could be adversely affected, particularly in the short term. We may not be able to adequately recover these start-up costs or replace anticipated revenues from any such new products or programs, which could adversely affect our business and financial condition.

6. ***Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, capital expenditure, long-term target payout ratios, growth & investment opportunities, current capital ratios, current & prospective financial performance and other macro & micro-economic factors.***

Our ability to pay dividends in the future will depend on our earnings, financial condition and capital requirements. Further, dividends distributed by us will attract tax deduction(s) and may be subject to other requirements. We have a board-approved dividend policy to govern our dividend payout. We may not generate sufficient income to cover our operating expenses and therefore may be unable to pay dividends to our shareholders.

7. ***We may not be successful in implementing our growth strategies, including our strategy to capture opportunity in the growing EV Market.***

The market for electric vehicles is relatively new, rapidly evolving, characterized by rapidly changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements and consumers' willingness to adopt electric vehicles. A decline in the trend towards electrification driven by changing consumer preference or any change in government policy, laws and regulations that reduces or eliminates support for electrification of vehicles, resulting in lower demand for electrical vehicles and consequently a significant reduction in production of electric vehicles could have an adverse effect on our sales to electric vehicles OEMs and lead to a decline in our earnings from the electric vehicles market.

We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls. We may not be successful in implementing our growth strategies due to various factors, including failure to adapt to rapidly evolving technological changes, anticipate and accurately assess potential growth opportunities and new markets and effectively allocate resources and capital investment in a timely and cost-effective manner to capitalize on such opportunities, attract new customers, obtain sufficient financing for our expected capital expenditures, control input costs, effectively manage our internal supply chain, manufacturing processes and operations and costs related to research & development and maintain sufficient operational and financial controls. We may also not be successful in implementing our goals due to factors beyond our control, including shift in customer preferences towards products that we are unable to manufacture, change in business and spending plans of our customers with whom we have collaborated to produce new and innovative systems and components or downturn in the global economic, financial and market conditions resulting in decline in demand for our products.

Our inability to effectively manage the expansion of our business and execute our strategies effectively, could adversely affect our business, results of operations and financial condition.

8. ***Breach of applicable laws and regulations, including those related to environmental, health and safety regulations could adversely affect our business, operations and reputation.***

Our operations are subject to various domestic laws and regulations governing, among other things, noise control, emissions to air, discharge to waters and the generation, handling, storage, transportation, treatment and disposal of waste and other materials, environmental concerns (including concerns about global climate change and its impact such as greenhouse gas emissions), fuel economy standards, health and safety of employees, labor and accounting laws, foreign trade and investment, import license requirements and tariffs and taxes and intellectual property enforcement issues. We are also required to obtain and comply with environmental permits for certain of our operations. For instance, we require approvals under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016 in order to establish and operate our manufacturing facilities in India.

We believe that our operations and manufacturing facilities will be operated in compliance, in all material respects, with such laws and regulations. However, there can be no assurance that we will be in complete compliance at all times with such laws, regulations and the terms and conditions of any consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators or our operations may be temporarily shut-down pending such compliance. Occurrence of any such events could adversely affect our business, reputation, financial condition or results of operations. In addition, these requirements may become more stringent over time and there can be no assurance that we will not incur significant costs or liabilities in the future in order to comply with evolving laws and regulations, including environmental, health and safety laws, regulations or other pertinent requirements that may be adopted or imposed in the future by governmental authorities. We do not carry any insurance to cover environmental liabilities in India where we operate. At same time, there is no pollution which is created in manufacturing process since the Company engaged in largely assembly operations.

9. ***Our continued operations are critical to our business and any shutdown of our manufacturing facilities or other manufacturing or production problems caused by unforeseen events may reduce sales and adversely affect our business, results of operations and financial condition.***

Our manufacturing facilities are subject to operating risks and we may encounter manufacturing problems or experience difficulties or delays in production as a result of occurrence of the following events or any other events beyond our control:

(a) forced or voluntary closure of manufacturing plants, including as a result of regulatory inspections.
(b) problems with supply chain continuity, including as a result of natural or man-made disasters at one of our facilities or at a suppliers or vendors' facility;
(c) manufacturing shutdowns, breakdown or failure of equipment, performance below expected levels of efficiency, obsolescence of our equipment and production facilities, industrial accidents and the need to comply with the directives of relevant government authorities;
(d) labor disputes, strikes, lock-outs that may result in temporary shutdowns or manufacturing disruptions;
(e) failure of a supplier to provide us with the critical raw materials or components for an extended period of time, which could impact continuous supply.
(f) shortage of qualified personnel; or
(g) changes in applicable local and international laws and regulations impacting our manufacturing facilities where we operate;

10. ***We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facilities, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.***

We are required to obtain and maintain various statutory and regulatory permits and approvals to operate our business in relation to the environment laws and regulations, which requires us to comply with certain terms and conditions to continue our operations. Although we have no reason to believe that such statutory and regulatory permits and approvals will not be granted and / or renewed as and when requested, there could be events which may prevent us from being able to maintain, renew or obtain any required statutory and regulatory permits and approvals in the future, in a timely manner, or that no additional requirement will be imposed in connection with such request, including delay from the regulator in granting the licenses for any reasons beyond our control. In the event that we are unable to renew or maintain such statutory permits and approvals or comply with any or all of their applicable terms and conditions, or seek waivers or extensions of time for complying with such terms and conditions, our operations may be interrupted and penalties may be imposed on us by the relevant authorities.

Q. OUTSTANDING LITIGATIONS

As on date, there are no outstanding litigations against the Company, its Promoters, its Directors or any of the Group Companies.

However, there are approximately 8 labour cases which pertain to the DWH Undertaking out of which 7 cases are pending adjudication at labour courts of Noida and Gurgaon. These cases are on account of different labour disputes such as dismissal for wrong bill submission, dismissal for wilful damages to the property of DWH Undertaking, termination of services due to prolonged absenteeism, reinstatement with back wages initiated by the workmen, disobeying law and order etc. The total amount of claim involved in the aforesaid cases is estimated to be INR 17.05 Million.

Additionally, there are certain excise, sales tax and service tax matters pertaining to the DWH Undertaking, transferred to the Company pursuant to the demerger. The total amount of claim involved in the aforesaid cases is estimated to be INR 7.25 Million.

Accordingly, summary of contingent liabilities transferred to the Company upon demerger of DWH Undertaking and not acknowledged as debt is as below:

(Figures in ₹ million)

Sl. No.	Particulars	Amount *(Upon demerger of DWH Undertaking into and with the Company)*
1.	Excise, sales tax and service tax matters	7.25
2.	Claims from workmen	17.05

R. REGULATORY ACTION

No action has been initiated by SEBI or the Stock Exchanges against the Promoters during the five years preceding the date hereof.

S. OUTSTANDING CRIMINAL PROCEEDINGS AGAINST THE PROMOTERS

As on date, there are no outstanding criminal proceedings against the Promoters.

T. PARTICULARS OF HIGH, LOW AND AVERAGE PRICES OF THE SHARES OF MOTHERSON SUMI SYSTEMS LIMITED DURING THE PRECEDING THREE YEARS

The equity shares of Motherson Sumi Systems are listed on BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**). The following table provides details of high, low and average price on BSE and NSE for the preceding three years:

Particulars	FY 2021	FY 2020	FY 2019***
High*			
BSE	233.85	157.90	355.85
NSE	233.75	158.20	356.20
Low*			
BSE	54.80	53.40	129.00
NSE	54.70	53.40	128.75
Average**			
BSE	128.62	119.59	240.48
NSE	128.62	119.58	240.55

* The high and low prices during a particular financial year are derived from the closing prices of trading days prevalent during a particular financial year.

** The average stock price is the simple average of closing prices for all trading days of a particular financial year.

*** Company has issued bonus shares in the ratio of one equity share for every two equity shares held by the shareholders as on the record date of October 31, 2018.

U. MATERIAL DEVELOPMENT AFTER THE DATE OF THE BALANCE SHEET.

1. The Hon'ble NCLT vide order dated December 22, 2021 (certified copy received on December 23, 2021) sanctioned the composite scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited, Samvardhana Motherson International Limited, and the Company and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Pursuant to the terms of the Scheme, inter alia, the DWH Undertaking (as defined in the Scheme) of MSSL has been demerged into and with our Company. The effective date of the Demerger is January 5, 2022 with effect from the Appointed Date 1 of the Scheme, i.e. April 1, 2021. Accordingly, 315,79,34,237 Equity Shares of Re. 1 was allotted to the shareholders of MSSL as on January 17, 2022 (record date) on January 19, 2022 and 5,00,000 Equity Shares of Re. 1 of the Company, held by MSSL were cancelled.
2. Our Board of Directors was reconstituted and KMPs were appointed. Formation of Committees was done.
3. The equity shares of our Company are proposed to be listed on the BSE Limited and the National Stock Exchange of India Limited. Our Company has received in-principle approval for listing from BSE and NSE on February 28, 2022 and March 2, 2022, respectively. Our Company has also received an exemption from SEBI granting relaxation from the applicability of Rule 19(2)(b) of SCRR read with the Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 for listing of the shares of the Company vide letter dated March 11, 2022.

For and on behalf of Motherson Sumi Wiring India Limited

Sd/-
Anurag Gahlot
Whole Time Director and Chief Operating Officer
DIN No.: 09455743

Sd/-
Vivek Chaand Sehgal
Chairman
DIN No.: 00291126

Sd/-
Pooja Mehra
Company Secretary and Compliance Officer
Membership No.: FCS 5088

Place: Noida
Date: March 15, 2022

सेन्ट बैंक होम फायनेंस लिमिटेड
Cent Bank Home Finance Limited
Corporate Office : Mumbai
सेन्ट्रल बैंक ऑफ इण्डिया की अनुषंगी — Subsidiary of Central Bank of India
Central Bank of India, Mumbai Main Office Building, 6th Floor,MG Road, Fort, Flora Fountain, Hutatma Chowk, Mumbai- 400023

TENDER NOTICE

Tender Ref : RFP NO. CBHFL/2021-22/RFP-2 Dated : 16.03.2022

Item/Job Description : Supply, Install, Implement, Support, Manage "Cloud Based Home Loans, Loans Against Property(LAP) and Fixed Deposits IT Solution" including Cloud and Networking Infrastructure Services.For downloading document and apply for RFP, please visit website https://eprocurement.abcprocure.com or www.cbhfl.com. Further addendum and corrigendum, if any will be published on website only and not in newspaper.

Date and Time of Tender Publication : 16.03.2022, Time upto - 18.00 Hours
Last Date and Time for Bid Submission : 05.04.2022.

कॉनकॉर CONCOR
भारतीय कंटेनर निगम लिमिटेड
CONTAINER CORPORATION OF INDIA LTD.
एक नवरत्न कम्पनी (भारत सरकार का उपक्रम)
A Navratna Company (A Govt. of India Undertaking)
कॉनकॉर एनेक्स, एनएसआईसी एमडीबीपी बिल्डिंग, तीसरी मंजिल, ओखला इंडस्ट्रियल एस्टेट, नई दिल्ली–110020

ई–निविदा आमंत्रण सूचना

कॉनकोर द्वारा निम्नलिखित कार्य हेतु एकल पैकेट प्रणाली में ई–निविदा आमंत्रित की जाती है:–

निविदा सं.	सीओएन/ईआर/सिविल/एएमसी–1/2022
कार्य का नाम	माजेरहाट (सीटीकेआर), शालीमार, दुर्गापुर, सिंगूर (पीसीसी), ठाकुरपुकुर में स्टाफ क्वार्टर और क्लस्टर कार्यालय–कोलकाता में टर्मिनलों के लिए जोनल वार्षिक सिविल रखरखाव और मामूली कार्य संविदा
अनुमानित लागत	रु. 72.30 लाख
पूर्ण करने की अवधि	24 महीने
धरोहर राशि	रु. 2,00,000/– (ई–भुगतान के माध्यम से)
निविदा दस्तावेज की लागत	शून्य
निविदा प्रोसेसिंग फीस (अप्रतिदेय)	रु.4,266/– + (ई–भुगतान के माध्यम से सभी करों और शुल्कों सहित)
निविदा की बिक्री की तारीख (ऑनलाइन)	16/03/2022 (पूर्वाह्न 11:00 बजे) से 05/04/2022 (अपराह्न 17:00 बजे) तक
निविदा जमा करने की तारीख एवं समय	06/04/2022 (अपराह्न 17:00 बजे तक)
निविदा खोलने की तारीख एवं समय	08/04/2022 पूर्वाह्न 11:30 बजे

वित्तीय पात्रता मानदंड, सदृश प्रकृति के कार्य के संबंध में अनुभव इत्यादि हेतु कृपया वेबसाइट **www.concorindia.com** पर उपलब्ध विस्तृत निविदा सूचना देखें, परन्तु संपूर्ण निविदा दस्तावेज को वेबसाइट **www.tenderwizard.com/CCIL** से ही डाउनलोड किया जा सकता है। इसके अलावा, इस निविदा के संबंध में शुद्धिपत्र/अनुशेष, यदि कोई हो, केवल वेबसाइट **www.concorindia.co.in, www.tenderwizard.com/CCIL** और सेंट्रल प्रोक्यूरमेंट पोर्टल (सीपीपी) पर ही प्रकाशित किया जाएगा। उक्त हेतु समाचार पत्र प्रेस विज्ञापन जारी नहीं किया जाएगा।

ग्रुप महाप्रबंधक (इंजीनियरी)
टेलीफोन नं.: 011–41222500

U.P. CO-OPERATIVE SUGAR FACTORIES FEDERATION LTD.
9-A, Rana Pratap Marg, Lucknow.
Telephone: (0522) 2200183, 2628310 Fax: (0522) 2627994

e-Auction Notice for sale of Scrap

Online e-Auction are invited for the sale of various type of Scrap on the basis of "As is where is" from Cooperative Sugar Mills of U.P.

S.No	Particulars	Date and Time
1.	Document upload time	15.03.2022 upto 6:55 PM
2.	Technical Bid submission (e-auction fee. EMD and other supporting documents)	26.03.2022 upto 1.00 PM
3.	Date and time of opening of online e-auction	29.03.2022 From 10.00 AM to 3:00 PM

The e-Auction EMD for M.S Scrap - Rs. 1950.00 per ton, C.I Scrap Rs.2000.00 Per Ton, C S Scrap- Rs 2050.00 per ton, Old Bearings Rs. 3250.00 per Ton, G.I. Sheet Rs. 1500.00 per ton, Brass Scrap Rs. 2375.00 Per Qtl, Nickel Scrap Rs. 63.00 per kg, Copper Scrap is Rs. 2750.00 per Quintal. The details for submission of e-Auction will be available on the e-Auction portal http://eAuction.gov.in and also on Federation's website www.upsugarfed.org from 15.03.2022. The Federation reserves the right to cancel any or all the e-Auction without assigning any reason. The decision of the Managing Director shall be final and binding.

इस निविदा के सम्बन्ध में सभी संशोधन, स्पष्टीकरण, शुद्विपत्र, परिशिष्ट, समय वृद्वि आदि को केवल **http://eAuction.gov.in** एवं **www.upsugarfed.org** पर ही दिया जायेगा। निविदादाता अद्यतन जानकारी के लिए नियमित रूप से इन वेबसाइट्स को पढ़ते रहें।

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Managing Director

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