



Motherson Sumi Wiring India Limited

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra

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

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

E-mail: investorrelations@mswil.motherson.com;

Website: www.mswil.motherson.com

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of Motherson Sumi Wiring India Limited (“**MSWIL**” or “**Company**”) is scheduled to be held on Friday, April 22, 2022 at 1100 Hours (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India, (“**MCA Circulars**”) to transact the following business(s):

SPECIAL BUSINESS:

ITEM NO. 1:

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Norikatsu Ishida (DIN: 09443998) as a Director of the Company, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory

¹ The Equity shares of the Company got listed and admitted for trading on National Stock Exchange of India Limited and BSE Limited effective from March 28, 2022 and accordingly, the Company is under process of getting its Corporate Identification Number (CIN) changed from unlisted to listed category of Company.

modification(s) or re-enactment thereof for the time being in force, Mr. Norikatsu Ishida (DIN: 09443998), who was appointed as an Additional Director of the Company with effect from January 28, 2022, by the Board of Directors of the Company, pursuant to Section 161(1) of the Act and Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Norikatsu Ishida for the office of Director, be and is hereby appointed as a Director of the Company, who will be liable to retire by rotation.

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

ITEM NO. 2:

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Yoshio Matsushita (DIN: 09480897) as a Director of the Company, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Yoshio Matsushita (DIN: 09480897), who was appointed as an Additional Director of the Company with effect from January 28, 2022, by the Board of Directors of the Company, pursuant to Section 161(1) of the Act and Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Yoshio Matsushita for the office of Director, be and is hereby appointed as a Director of the Company, who will be liable to retire by rotation.

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

ITEM NO. 3

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Arjun Puri (DIN: 00211590) as an Independent Director of the Company, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Arjun Puri (DIN: 00211590) who was appointed as an Additional Director in the

capacity of an Independent Director by the Board of Directors with effect from January 28, 2022, pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Arjun Puri for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office as such for a period from January 28, 2022 upto March 31, 2024.

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

ITEM NO. 4

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Geeta Mathur (DIN: 02139552) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from January 28, 2022, pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Ms. Geeta Mathur for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office as such for a period from January 28, 2022 upto March 31, 2024.

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

ITEM NO. 5

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Rajesh Kumar Seth (DIN: 09477684) as an Independent Director of the Company, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Rajesh Kumar Seth (DIN: 09477684) who was appointed as an Additional Director in

the capacity of an Independent Director by the Board of Directors with effect from January 28, 2022 pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Rajesh Kumar Seth for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office as such for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027.

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

ITEM NO. 6

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Anupam Mohindroo (DIN: 06544719) as an Independent Director of the Company, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Anupam Mohindroo (DIN: 06544719) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from January 28, 2022 pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Anupam Mohindroo for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office as such for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027.

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

ITEM NO. 7

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Col. Virendra Chand Katoch (Retd.) (DIN: 08452183) as an Independent Director of the Company, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

including any statutory modification(s) or re-enactment thereof for the time being in force, Col. Virendra Chand Katoch (Retd.) (DIN: 08452183) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from January 28, 2022 pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Col. Virendra Chand Katoch (Retd.) for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office as such for a term of five (5) years, i.e., from January 28, 2022 and up to January 27, 2027.

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

ITEM NO. 8

To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Anurag Gahlot (DIN: 09455743) as a Whole-Time Director, designated as Chief Operating Officer (COO) of the Company, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Anurag Gahlot (DIN: 09455743), who was appointed as an Additional Director in the capacity of Whole-Time Director designated as Chief Operating Officer (“**COO**”) by the Board of Directors of the Company at their meeting held on January 28, 2022 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 196, 197 and other applicable provisions, if any, of the Act read with schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby approves the appointment and terms of remuneration of Mr. Anurag Gahlot (DIN - 09455743) as a Whole-time Director designated as Chief Operating Officer of the Company, liable to retire by rotation, for a period of five (5) years with effect from January 28, 2022 to January 27, 2027, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, subject to the same not exceeding the limits specified under section 197 of the Act read with schedule V to the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution), be and is hereby authorized to vary

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

ITEM NO 9.

To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of the remuneration payable to Cost Auditors for Financial Year 2021-22, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants (Firm Registration No. 101394 with the Institute of Cost Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22, amounting upto INR 1,100,000 (Indian Rupees One Million One Hundred Thousand only) plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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

By order of Board of Motherson Sumi
Wiring India Limited

Place: Noida (Uttar Pradesh)
Date: March 29, 2022

Pooja Mehra
Company Secretary
Membership No. – FCS 5088

Registered Office Address:

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

Notes:

1. A statement under Section 102 of the Companies Act, 2013 (“**the Act**”) and/or as required under Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) concerning the business under Item Nos. 1-9 of the Notice is annexed hereto.

2. In view of the outbreak of the COVID-19 pandemic and pursuant to the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India, (“MCA Circulars”) and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI Circulars”) physical attendance of the Members at the Extra-Ordinary General Meeting (“EGM”) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM and thus the attendance slip is not attached to this notice.
3. Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this EGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address at support@dp Gupta.com with a copy marked to investorrelations@mswil.motherson.com.
5. In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.
7. The Members can join the EGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the EGM, by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. This will not include large shareholders (shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come first-served basis.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the

Companies Act, 2013.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL.
10. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.mswil.motherson.com. The Notice can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL (agency for providing the remote e-voting and e-voting facility) at www.evoting.nsdl.com.
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
12. Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS No. 2411, CP No. 1509) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the EGM, will first count the votes cast at meeting and thereafter unblock the votes cast through remote evoting in presence of at least two witnesses not in employment of the Company and shall make, within 48 hours from the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
13. The result of the voting shall be announced on or before April 24, 2022, upon receipt of Scrutinizer’s report and same shall be displayed on the website of the Company at www.mswil.motherson.com and on the website of NSDL at www.evoting.nsdl.com besides being sent to BSE Limited and National Stock Exchange of India Limited.
14. EGM has been convened through VC/OAVM in compliance with MCA Circulars and SEBI Circulars. Since EGM is being held through VC/OAVM, the route map of the venue of EGM is not annexed herewith and the venue of EGM shall be deemed to be the Registered Office of the Company. The recorded transcript of the meeting shall also be made available on the website of the Company.
15. **Voting by Electronic Means**
 - A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), the Company has provided to the members with a facility to exercise their voting right at the Extra-Ordinary General Meeting (“EGM”) by electronic means and the business may be transacted through such voting. The facility of

casting the votes by the members using an electronic voting system from a place other than venue of EGM (“**remote e-voting**”) will be provided by NSDL. The facility of voting through e-voting / insta poll will also be available at EGM and members attending EGM who have already cast their vote by remote e-voting may attend EGM but shall not be entitled to cast their vote again.

- B. **The remote e-voting period begins on Tuesday, April 19, 2022 at 0900 Hours (IST) and ends on Thursday, April 21, 2022 at 1700 Hours (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., April 15, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. April 15, 2022.
- C. The instructions of e-voting are as under:

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

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

	<p>directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B. Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</p> <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p> <p>4. Your User ID details are given below :</p>	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

- 1 Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to support@dpgupta.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical](#)

[User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in, who will also address the grievances connected with the voting by electronic means.
- 4 Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut-Off Date, i.e., April 15, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at investorrelations@motherson.com.

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

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

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF

THE EGM ARE AS UNDER:-

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

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@mswil.motherson.com. Such shareholders must register their request three (3) days in advance of the Meeting, i.e., on or before, April 18, 2022 with the Company.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@mswil.motherson.com. The same will be replied by the company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or call on toll free no.: 1800-0120-990 / 1800-22-44-30.

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

ITEM NO. 1

The members may note that M/s Sumitomo Wiring Systems Ltd, Japan (“**SWS**”) had proposed nomination of Mr. Norikatsu Ishida (DIN: 09443998) as a Director on the Board of your Company.

Mr. Norikatsu Ishida is a Bachelor of Economics from Chuo University, Japan. He has extensive accounting experience and expertise and has worked for SWS for over thirty (30) years. Mr. Ishida began his career in 1984 as a member of the cost-planning department at SWS, where his primary responsibilities included cost planning for overseas companies. Mr. Ishida was assigned responsibility of SWS's group companies in Indonesia, Thailand and United Kingdom for more than ten (10) years, handling international business and multi-cultural communication as well as accounting.

The Board has evaluated profile of Mr. Norikatsu Ishida and considering skills, knowledge and experience possessed by Mr. Ishida and synergy of such skills and expertise with business of the Company and need of such knowledge from Company’s customers and other stakeholders perspective, has recommended in its meeting held on January 28, 2022 appointment of Mr. Ishida as an Additional Director of the Company, with immediate effect. Mr. Ishida as a non-executive Director, will be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Norikatsu Ishida and other requisite details, pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this Notice.

The members may note that pursuant to the Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Further, Regulation 17(1C) of SEBI Listing Regulations requires that approval of the shareholders for appointment of a person on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) of SEBI Listing Regulations, approval of shareholders by way of an Ordinary Resolution be and is hereby sought for the appointment of Mr. Norikatsu Ishida as a non-executive Director on the Board of Directors and to be liable to retire by rotation as mentioned in the enabling resolution. The Board of Directors considers that Mr. Norikatsu Ishida’s appointment as a Director would be of immense benefit to the Company.

Mr. Norikatsu Ishida had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act and disclosure of his interest in accordance with the provisions of Section 184(1) of the Act. The copies of declaration and disclosure received from Mr. Norikatsu Ishida shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Norikatsu Ishida, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of this General Meeting.

ITEM NO. 2

The members may note that M/s Sumitomo Wiring Systems Ltd, Japan (“**SWS**”) had proposed nomination of Mr. Yoshio Matsushita (DIN: 09480897) as a Director on the Board of your Company.

Mr. Yoshio Matsushita is an automotive industry veteran with extensive experience in quality assurance and production engineering. He holds a degree in Bachelor of Engineering from Aichi Institute of Technology, Japan. Mr. Matsushita began his career in 1987 with SWS. 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.

The Board has evaluated profile of Mr. Yoshio Matsushita and considering skills, knowledge and experience possessed by Mr. Matsushita and synergy of such skills and expertise with business of the Company and need of such knowledge from Company’s customers and other stakeholders perspective, had recommended in its meeting held on January 28, 2022 appointment of Mr. Matsushita as an Additional Director of the Company, with immediate effect. Mr. Matsushita as a non-executive Director, will be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Matsushita and other requisite details, pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this notice.

The members may note that pursuant to the Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Further, Regulation 17(1C) of SEBI Listing Regulations requires that approval of the shareholders for appointment of a person as Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) of SEBI Listing Regulations, approval of shareholders by way of an Ordinary Resolution be and is hereby sought for the appointment of Mr. Yoshio Matsushita as a non-executive Director on the Board of Directors and to be liable to retire by rotation as mentioned in the enabling resolution. The Board of Directors considers that Mr. Yoshio Matsushita's appointment as a Director would be of immense benefit to the Company.

Mr. Yoshio Matsushita had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act and disclosure of his interest in accordance with the provisions of Section 184(1) of the Act. The copies of declaration and disclosure received from Mr. Yoshio Matsushita shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Yoshio Matsushita, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of this General Meeting.

ITEM NO. 3

Hon'ble National Company Law Tribunal, Mumbai Bench – IV (**"Hon'ble NCLT"**) vide its order dated December 22, 2021 approved the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (**"SAMIL"**), Motherson Sumi Systems Limited (**"MSSL"**) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (**"Scheme"**), certified copy of which was received on December 23, 2021 and consequently, the Domestic Wiring Harness Undertaking (as defined under the Scheme) of MSSL has been demerged and stands vested into the Company effective from January 5, 2022.

Subsequent to the effectiveness of the demerger of Domestic Wiring Harness Undertaking of MSSL, in order to ensure continuity of Board participation and benefit the Company with the vast experience and knowledge of the Independent Director, Mr. Arjun Puri was opted as an Independent Director on the Board of Company for his remaining tenure in MSSL, i.e., up to March 31, 2024.

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), at least half of the Board of Directors of the Company is required to consist of Independent Directors.

Mr. Arjun Puri holds Economics (Honours) degree from Shri Ram College of Commerce, University of Delhi. For the past thirty eight (38) years, Mr. Puri has been associated with Auroville, Pondicherry and has vast experience of inspiring and implementing many initiatives for sustainable lifestyles. He has been member of Central Coordination Committee, responsible for day to day affairs of Auroville.

The Board of Directors of the Company, has evaluated profile of Mr. Puri and considering skills, knowledge and experience possessed by Mr. Puri and synergy of such skills and expertise with business of the Company, need of such knowledge from Company's

customers and other stakeholders perspective, and approved the appointment of Mr. Puri as an Additional Director of the Company in the capacity of Independent Director subject to the approval of the shareholders of the Company effective from January 28, 2022 till March 2024.

Mr. Puri as a non-executive Independent Director, will not be liable to retire by rotation in accordance with the provisions of section 152 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Arjun Puri and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this notice.

The members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) and 25(2A) of SEBI Listing Regulations, approval of shareholders by way of Special Resolution be and is hereby sought for the appointment of Mr. Arjun Puri as a non-executive and an Independent Director on the Board of Directors for a term from January 28, 2022 till March 31, 2024, not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Mr. Arjun Puri’s appointment as an Independent Director would be of immense benefit to the Company.

Mr. Arjun Puri had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Mr. Arjun Puri shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Arjun Puri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of this General Meeting.

ITEM NO. 4

Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon’ble NCLT**”) vide its order dated December 22, 2021, had approved the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (“**SAMIL**”), Motherson Sumi Systems Limited (“**MSSL**”) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“**Scheme**”), certified copy of which was received on December 23, 2021 and consequently, the Domestic Wiring Harness Undertaking (as defined under the Scheme) of MSSL has been demerged and stands vested into the Company effective from January 5, 2022.

Subsequent to the effectiveness of the demerger of Domestic Wiring Harness Undertaking of the MSSL, in order to ensure continuity of Board participation and benefit the Company with the vast experience of the Independent Director, Ms. Geeta Mathur was opted as an Independent Director on the Board of Company for her remaining tenure in MSSL, i.e., up to March 31, 2024.

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), at least half of the Board of Directors of the Company is required to consist of Independent Directors.

Ms. Geeta Mathur holds a Bachelor Degree of Commerce with Honours from Sri Ram College of Commerce, University of Delhi and is also a qualified Chartered Accountant with more than 20 years of experience in the field of finance, treasury, strategic planning, investor relations. Ms. Geeta Mathur started her career with ICICI, where she worked for over ten (10) years in the field of project, corporate and structured finance as well as represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. 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.

The Board of Directors of the Company, has evaluated profile of Ms. Geeta Mathur and considering skills, knowledge and experience possessed by Ms. Mathur and synergy of such skills and expertise with business of the Company, need of such knowledge from Company’s customers and other stakeholders perspective, and approved the appointment of Ms. Mathur as an Additional Director of the Company in the capacity of Independent Director subject to the approval of the shareholders of the Company effective from January 28, 2022 till March 2024.

Ms. Mathur as a non-executive Independent Director, will not be liable to retire by rotation in accordance with the provisions of section 152 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Ms. Geeta Mathur and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this notice.

The members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing her candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) and 25(2A) of SEBI Listing Regulations, approval of shareholders by way of Special Resolution be and is hereby sought for the appointment of Ms. Mathur as a non-executive and an Independent Director on the Board of Directors for a term from January 28, 2022 till March 31, 2024, not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Ms. Geeta Mathur's appointment as an Independent Director would be of immense benefit to the Company.

Ms. Geeta Mathur had provided a declaration that she is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of her interest in accordance with the provisions of Section 184(1) of the Act and declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Ms. Geeta Mathur shall be made available for inspection during normal business hours and at the meeting.

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

ITEM NO. 5

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), at least half of the Board of Directors of the Company is required to consist of Independent Directors.

In view of above, the Board of Directors of your Company in its meeting held on January 28 2022, appointed Mr. Rajesh Kumar Seth (DIN: 09477684), as an Additional Director of the Company in capacity of Independent Director subject to the approval of the shareholders of the Company for a term of five (5) years i.e. for a period from January 28, 2022 up to January 27, 2027.

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.

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.

Further, a brief profile of Mr. Rajesh Kumar Seth and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this notice.

The members may note that pursuant to Section 161 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) and 25(2A) of SEBI Listing Regulations, approval of shareholders by way of an Special Resolution be and is hereby sought for the appointment of Mr. Rajesh Kumar Seth as a non-executive Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from January 28, 2022 up to January 27, 2027 not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Mr. Rajesh Kumar Seth’s appointment as an Independent Director would be of immense benefit to the Company.

Mr. Seth had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Mr. Rajesh Kumar Seth shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Rajesh Kumar Seth, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of this General Meeting.

ITEM NO. 6

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), at least half of the Board of Directors of the Company is required to consist of Independent Directors.

In view of above, the Board of Directors of your Company in its meeting held on January 28 2022, appointed Mr. Anupam Mohindroo (DIN: 06544719), as an Additional Director of the Company in capacity of Independent Director subject to the approval of the shareholders of the Company for a term of five (5) years i.e. for a period from January 28, 2022 up to January 27, 2027.

Mr. Anupam Mohindroo, has 39 years of rich experience in the Indian automotive industry. His core competence is in material management and supply chain management. He holds a Mechanical Engineering degree from Punjab Engineering College, Chandigarh. He started his career with Eicher Tractors, as Assistant Manager, Purchase where he contributed significantly in 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 that 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 Government 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 March 31, 2020, he 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.

Further, a brief profile of Mr. Anupam Mohindroo and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this notice.

The members may note that pursuant to Section 161 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) and 25(2A) of SEBI Listing Regulations, approval of shareholders by way of a Special Resolution be and is hereby sought for the appointment of Mr. Anupam Mohindroo as a non-executive Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from January 28, 2022 up to January 27, 2027 not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Mr. Anupam Mohindroo's appointment as an Independent Director would be of immense benefit to the Company.

Mr. Mohindroo had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Mr. Anupam Mohindroo shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Anupam Mohindroo, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of this General Meeting.

ITEM NO. 7

The members may note that pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), at least half of the Board of Directors of the Company is required to consist of Independent Directors.

In view of above, the Board of Directors of your Company in its meeting held on January 28 2022, appointed Col. Virendra Chand Katoch (Retd.) (DIN: 08452183), as an Additional Director of the Company in capacity of Independent Director subject to the approval of the shareholders of the Company for a term of five (5) years i.e. for a period from January 28, 2022 up to January 27, 2027.

Col. Virendra Chand Katoch (Retd.) is an officer with Indian Army with over forty (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 Service in October 2014. An alumnus of BPS, Pilani from where he did his schooling, he graduated from Government 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 effectively trained Officers and Junior Commissioned Officers in operations of war, logistics, administration, and human resource management / development in the Army. He has approx. eleven (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.

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.

Further, a brief profile of Col. Virendra Chand Katoch and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India are annexed to this notice.

The members may note that pursuant to Section 161 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company. Also, Regulation 17(1C) read with Regulation 25(2A) of SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.

The Company has received notice in writing under the provisions of section 160 of the Act from member proposing his candidature for the office of Director of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) and 25(2A) of SEBI Listing Regulations, approval of shareholders by way of a Special Resolution be and is hereby sought for the appointment of Col Virendra Chand Katoch (Retd.) as a non-executive Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from January 28, 2022 up to January 27, 2027 not liable to retire by rotation as mentioned in the enabling resolution read with the terms and conditions of appointment of Independent Directors as made available on the website of the Company for inspection by the members during normal business hours through electronic mode. The Board of Directors considers that Col. Katoch's appointment as an Independent Director would be of immense benefit to the Company.

Col. Katoch (Retd.) had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. The copies of declarations and disclosure received from Col. Virendra Chand Katoch (Retd.) shall be made available for inspection during normal business hours and at the meeting.

Except Col. Virendra Chand Katoch (Retd.), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of this General Meeting.

ITEM NO. 8

The Board of Directors of the Company, considering the declaration and consent given by Mr. Anurag Gahlot and considering his vast experience in Financial Analysis and Financial Management, in its meeting held on January 28, 2022, appointed Mr. Anurag Gahlot, as Additional Director in the capacity of Whole-time Director (“WTD”) designated as the Chief Operating Officer (“COO”) of the Company for a period of five (5) years effective from January 28, 2022 till January 27, 2027, at the remuneration approved by the Board as mentioned below herein. Mr. Anurag Gahlot will be liable to retire by rotation. The aforesaid appointment and terms hereof is subject to approval of the members and such other approvals, as may be required.

Mr. Anurag Gahlot holds 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 has over 27 years of experience in automobile sector and the Company has benefited immensely from his wide and varied experience.

The main terms and conditions of appointment and remuneration of Mr. Anurag Gahlot as WTD designated as COO are given below:

1. Tenure of Appointment:

The appointment of Whole-time Director, designated as Chief Operating Officer of the Company is for a period of five (5) years, effective from January 28, 2022, to January 27, 2027. The appointee will be liable to retire by rotation.

2. Remuneration:

i) **Basic Salary:** Current Basic Salary of INR 5,54,562 (Rupees Five Lacs Fifty Four Thousand Five Hundred Sixty Two only per month; up to a maximum of INR 10,00,000 (Rupees Ten Lacs per month). The annual increments which will be effective from April 1 each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee within the said maximum amount.

ii) **Benefits, Allowances and Perquisites are as below:**

- (a) The Appointee will be entitled to Bonus as per rule of the Company and other allowances like House Rent Allowance in lieu thereof, medical allowance, leave travel allowance for self and his family including dependents, fees of Club, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.
- (b) The Appointee will be entitled to Company’s contribution to Provident Fund, Superannuation Fund, National Pension Scheme (NPS) and Annuity Fund, if any.
- (c) The Appointee will be entitled to car facility, telecommunication facility, housing loan facility as per rule of the Company.
- (d) Payment of gratuity as per the policy of the Company.
- (e) Encashment of leave as per the policy of the Company.

- iii) Other terms of appointment
- (a) The Appointee will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.
- (b) The terms and conditions of the appointment and remuneration of the WTD & COO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 (hereinafter referred to as the “Act”) or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD & COO, subject to such approvals (if any) as may be required.
- (c) All personal policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the WTD & COO, unless specifically provided otherwise.
- (d) The terms and conditions of appointment of the WTD & COO also include clauses pertaining to adherence with the Company’s Code of Conduct and maintenance of confidentiality.

General Information	
Nature of Industry	Wiring Harness Company in Automobile Sector
Date or expected date of commencement of commercial production	Company has been formed on July 2, 2020. In compliance with the order of Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“Hon’ble NCLT”) dated December 23, 2021, sanctioning the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (“SAMIL”), MSSL and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“Scheme”), the Domestic Wiring Harness Undertaking (as defined under the Scheme) of MSSL as part of Domestic Wiring Harness Business of MSSL has been demerged and stands vested into the Company effective from January 5, 2022. Appointed date of Demerger is April 1, 2021.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	
Financial Performance based on given indicators	
Foreign Investment or collaborations, if any	Sumitomo Wiring Systems Limited is the foreign collaborator for the company
Information about the Appointee	
Background details	Mr. Anurag Gahlot holds 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 has over last 27 years of experience in Automobile Sector and the Company has

	benefited immensely from his wide and varied experience. Mr. Gahlot has been working in various capacities including overseas posting.
Past Remuneration	INR 1,20,27,500
Job profile and his suitability	Mr. Anurag Gahlot is the Whole Time Director and COO of the company. Considering his vast experience in Operations, Financial Analysis and Financial Management, technical expertise Board considers him suitable for his job profile in the company
Remuneration Proposed	Set out in Remuneration details above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Proposed remuneration commensurate with remuneration paid as per industry norms and profile of Mr. Anurag Gahlot

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

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

Mr. Anurag Gahlot shall perform such duties as shall from time to time be entrusted to him, subject to the superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors. The above may be treated as a written memorandum setting out the terms of the appointment of Mr. Anurag Gahlot under section 190 of the Companies Act, 2013.

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

A declaration has been received from Mr. Anurag Gahlot that he is not disqualified from being appointed as a WTD in terms of Section 164 of the Companies Act, 2013 and satisfies all the conditions set out in section 196(3) read with Part I of Schedule V of the of the Act for being eligible for his appointment along with his consent to act as a WTD of the Company.

The Board recommends an Ordinary Resolution set forth in Item No. 8 for approval of Members.

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

ITEM NO. 9

The members may note that, pursuant to Section 148(3) of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with Rules 14 of Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of Motherson Sumi Systems Limited (“**MSSL**”) had approved the appointment of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394 with Institute of Cost Accountant of India), as the cost auditors of MSSL and other terms and conditions including the remuneration. Thereafter, the shareholders of MSSL had ratified the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants as the cost auditors of MSSL to conduct audit of cost records of MSSL relating to the products including the products forming part of Domestic Wiring Harness Business of MSSL, for the financial year 2021-22.

In compliance with the order of Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon'ble NCLT**”) dated December 22, 2021 certified copy of which was obtained on December 23, 2021, sanctioning the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (“**SAMIL**”), MSSL and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“**Scheme**”), the Domestic Wiring Harness Undertaking (*as defined under the Scheme*) of MSSL as part of Domestic Wiring Harness Business of MSSL has been demerged and stands vested into the Company effective from January 5, 2022.

In view of the above, the members may note that out of the payment of remuneration of INR 1,510,000 (Rupees One Million Five Hundred Ten Thousand Only), as ratified by the shareholders of MSSL payable to M/s. M.R. Vyas and Associates, Cost Auditors for the FY 2021-22, INR 1,100,000 (Rupees One Million One Hundred Thousand Only) is apportioned to the company on implementation of the aforesaid demerger.

Further, consequent to the aforesaid demerger, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. Accordingly, Pursuant to Section 148(3) of the Act read with Rules 14 of Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the Board of Directors of the Company on recommendation of the Audit Committee had approved appointment of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394 with Institute of Cost Accountant of India), as the cost auditors of the Company for the Financial Year 2021-22 and also approved other terms and conditions including the remuneration of INR 1,100,000 (Rupees One Million One Hundred Thousand Only) payable to the cost auditors for the Financial Year 2021-22.

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

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 9 of the Notice

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

By order of Board of Motherson Sumi
Wiring India Limited

Place: Noida (Uttar Pradesh)
Date: March 29, 2022

Pooja Mehra
Company Secretary
Membership No. – FCS 5088

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

Details of Directors seeking appointment at the forthcoming General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Mr. Norikatsu Ishida	Mr. Yoshio Matsushita	Mr. Arjun Puri	Ms. Geeta Mathur
Director Identification No. (DIN)	09443998	09480897	00211590	02139552
Date of Birth	13/03/1961	19/11/1964	01/08/1956	21/11/1966
Date of first Appointment on the Board	28/01/2022	28/01/2022	28/01/2022	28/01/2022
Qualification	Bachelor of Economics from Chuo University, Japan	Bachelor of Engineering from Aichi Institute of Technology, Japan	Economics (Honours) from Shri Ram College of Commerce, University of Delhi.	Bachelor Degree of Commerce with Honours from Sri Ram College of Commerce, University of Delhi and a qualified Chartered Accountant
Nature of expertise in specific Functional area	He has extensive accounting experience and expertise	He has extensive experience in quality assurance and production engineering.	He has extensive experience in the field of planning and other related management areas.	She is a Chartered Accountant having experience in the field of Finance, Treasury, Strategic Planning etc.
Remuneration last drawn from Company (in ₹)	N.A.	NA	NA	NA
Remuneration sought to be paid	N.A.	NA	The company will pay sitting fees for attending meetings of Board of Directors / Committee thereof and commission as per applicable laws	The company will pay sitting fees for attending meetings of Board of Directors / Committee thereof and commission as per applicable laws
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation	Liable to retire by rotation	Not liable to retire by rotation and other terms as mentioned in the explanatory statement	Not liable to retire by rotation and other terms as mentioned in the explanatory statement

Number of Board Meetings attended during the year	2*	2*	2*	2*
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	None	None	None
Membership/ Chairmanship of the Committee of the Company	<p><u>Membership in following Committees of the Company:</u></p> <ol style="list-style-type: none"> Audit Committee Stakeholder Relationship Committee Risk Management Committee Share Transfer Committee Committee of Directors (Administrative Matters) 	None	<p><u>Membership in following Committees of the Company:</u></p> <ol style="list-style-type: none"> Audit Committee Corporate Social Responsibility Committee Committee of Directors (Administrative Matters) 	<p><u>Membership in following Committees of the Company:</u></p> <ol style="list-style-type: none"> Nomination and Remuneration Committee <p><u>Chairmanship in the following Committees of the Company</u></p> <ol style="list-style-type: none"> Audit Committee-Chairperson Risk Management Committee-Chairperson
Directorship held in other Indian companies	Motherson Sumi Systems Limited	None	<ol style="list-style-type: none"> MothersonSumi Infotech & Designs Limited Motherson Techno Tools Limited Systematic Conscom Limited Varuna Energy & Water Pvt. Ltd. For All – Pour Tous Trust (Trustee) 	<ol style="list-style-type: none"> NIIT Limited IFL Finance Limited Info Edge (India) Limited IIFL Wealth Management Limited On mobile Global Limited Healthcare Global Enterprises Limited Tata Communication Transformation Services

				<p>Ltd. (viii) Canara HSBC Oriental bank of Commerce Life Insurance Company Ltd (ix) Sentiss Pharma Private Limited (x) Ummeed Housing Finance Private Limited</p>
<p>Membership/ Chairmanship of the Committee of other Indian Companies</p>	NIL	NIL	<p>1. MothersonSumi Infotech & Designs Limited - Audit Committee (Chairman)</p> <p>2. Motherson Techno Tools Limited- Audit Committee (Chairman)</p> <p>3. Systematic Conscom Limited- Audit Committee (Membership)</p>	<p>(i) NIIT Limited- Audit Committee (Chairperson), (ii) IFL Finance Limited- Audit Committee (Membership) (iii) Info Edge (India) Limited Audit Committee (Chairperson), (iv) IIFL Wealth Management Limited -Audit Committee (Chairperson), (v) Onmobile Global Limited- Audit Committee (Member) (vi) Healthcare Global Enterprises Limited -Audit Committee (Chairperson) (vii) Tata Communication Transformation Services Ltd. -Audit Committee (Membership) (viii) Canara HSBC Oriental bank of Commerce Life Insurance Company Ltd - Audit Committee (Chairperson) (ix) Sentiss Pharma Private Limited- Audit Committee (Membership)</p>

				(x) Ummeed Housing Finance Private Limited-Audit Committee (Membership)
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil	Name of Listed Companies in which he holds Directorship and the membership of Committees of the Board- NIL Listed Entities from which he has resigned in the past three years- Motherson Sumi Systems Limited	Name of Listed Companies in which She holds Directorship and the membership of Committees of the Board- (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 Listed Entities from which she has resigned in the past three years- i)Motherson Sumi Systems Limited ii).JTEKT India Limited iii)Schneider Electric Infrastructure Limited iv) IIFL Securities Limited
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil	3750	10125
In case of independent directors, the skills and capabilities required for the role and the	NA	NA	As mentioned in explanatory statement	As mentioned in explanatory statement

manner in which the proposed person meets such requirements				
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*Board Meetings held during tenure were 2 (two)

Name of Director	Mr. Rajesh Kumar Seth	Mr. Anupam Mohindroo	Col Virendra Chand Katoch (Retd.)	Mr. Anurag Gahlot
Director Identification No. (DIN)	09477684	06544719	08452183	09455743
Date of Birth	20/09/1963	30/09/1960	27/08/1956	25/07/1974
Date of first Appointment on the Board	28/01/2022	28/01/2022	28/01/2022	28/01/2022
Qualification	Mechanical Engineering and an MBA in Operations management	Mechanical Engineering degree from Punjab Engineering College, Chandigarh	Graduate from Government College Ajmer.	Diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh,
Nature of expertise in specific Functional area	He has vast and varied experience of over 34 years in Cost & Sourcing, Purchasing Operations and Corporate Strategy Planning.	He has 39 years of rich experience in the Indian automotive industry	He was officer with Indian Army with over 40 years of experience. Has immense experience in implementing training policies and developing new concepts for training personnel on leadership and human resource management.	He has over 27 years of experience in the automobile sector.
Remuneration last drawn from Company (in ₹)	NA	NA	NA	NA
Remuneration sought to be paid	The company will pay sitting fees for attending meetings of board of directors/committee thereof and commission subject to applicable laws	The company will pay sitting fees for attending meetings of board of directors/committee thereof and commission subject to applicable laws	The company will pay sitting fees for attending meetings of board of directors/committee thereof and commission subject to applicable laws	As mentioned in Explanatory Statement
Terms and Conditions of appointment / re-appointment	Not liable to retire by rotation and other terms as mentioned in the explanatory statement	Not liable to retire by rotation and other terms as mentioned in the explanatory statement	Not liable to retire by rotation and other terms as mentioned in the explanatory statement	Liable to retire by rotation
Number of Board Meetings attended during the year	2*	2*	2*	2*
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	None	None	None

Membership/ Chairmanship of the Committee of the Company	1. Audit Committee 2. Stakeholder Relationship Committee-Chairman	1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee	1. Nomination and Remuneration Committee- Chairman 2. Stakeholder Relationship Committee 3. Share Transfer Committee	1. Risk Management Committee 2. Share Transfer Committee 3. Committee of Directors (Administrative Matters)
Directorship held in other Indian companies	NIL	NIL	Samvardhana Motherson Adys Tech Limited	NIL
Membership/ Chairmanship of the Committee of other Indian Companies	NIL	NIL	NIL	NIL
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
Number of shares held in the Company including shareholding as a beneficial owner	77545	NIL	NIL	24200
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in explanatory statement	As mentioned in explanatory statement	As mentioned in explanatory statement	NA