



Motherson Sumi Wiring India Limited

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra
CIN: L29306MH2020PLC341326

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Corporate Office: 5th Floor, Plot No. 1, Sector-127, Noida- Greater Noida Expressway, Noida-201301 (Uttar Pradesh)

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

POSTAL BALLOT NOTICE

[Pursuant to section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Saturday, July 13, 2024 at 0900 Hours (IST)	Sunday, August 11, 2024 at 1700 Hours (IST)

To,
The Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, if any, including any statutory modification or re-enactment(s) thereof for the time being in force that the resolution(s) appended below are proposed as a special business to be passed by the members of Motherson Sumi Wiring India Limited (**the Company**) by postal ballot by way of remote voting by electronic means (“**E-voting**”/ “**Remote e-voting**”). The explanatory statement pertaining to the proposed resolution(s) setting out the material facts concerning the resolution and the reasons thereof, is annexed hereto with this Postal Ballot Notice for your consideration.

For the purpose of postal ballot / e-voting process, the Company has engaged the services of M/s KFin Technologies Limited (formerly KFin Technologies Private Limited) (“**KFintech**”), the Registrar and Share Transfer Agent of the Company.

Further, the Board of Directors in compliance with Rule 22(5) of the Rules, has appointed Mr. D.P. Gupta, Practicing Company Secretary of M/s SGS Associates LLP (FCS-2411; C.P. No.-1509), as the Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or to any other person authorized by the Chairman after completion of scrutiny of the e-voting for declaration of results. The result of the postal ballot shall be declared on or before August 13, 2024 and communicated to the stock exchanges in accordance with the Listing Regulations,

and shall also be displayed on the Company's website, viz., www.mswil.motherson.com and the website of e-voting agency, viz., evoting.kfintech.com.

SPECIAL BUSINESS

1. Appointment of Ms. Anisha Motwani (DIN: 06943493) as an Independent Director of the Company

To consider and if thought fit, to pass following resolution 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. Anisha Motwani (DIN: 06943493) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from May 16, 2024 pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company 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 May 16, 2024 and up to May 15, 2029.

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.”

2. Appointment of Ms. Suparna Pandhi (DIN: 07087593) as an Independent Director of the Company

To consider and if thought fit, to pass following resolution 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. Suparna Pandhi (DIN: 07087593) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from May 16, 2024 pursuant to provisions of Section 161(1) of the Act read with Article 59 of the Articles of Association of the Company 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 May 16, 2024 and up to May 15, 2029.

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.”

By order of Board

Pooja Mehra
Company Secretary

Membership No.- FCS 5088

Place: Noida, Uttar Pradesh

Date: July 11, 2024

Registered Office:

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

Notes:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
2. **Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.**
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in practice of M/s SGS Associates LLP (FCS-2411; C.P. No.-1509) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **July 5 , 2024** (**‘Cut-off Date’**) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India of General Circular No. 14/2020 dated April 8, 2020, 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, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular 09/2023 dated September 25, 2023.
5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘**Listing Regulations**’) as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed KFin Technologies Limited (KFin Technologies Private Limited) (“**KFintech**”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “**E-voting**”/ “**Remote e-voting**”).
6. In accordance with the MCA Circulars, to facilitate shareholders to receive this Notice electronically and cast their vote electronically, the Company has made necessary arrangement with its Registrar & Share Transfer Agent, i.e. KFintech for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
 - i. Physical shareholders needs to submit the ISR forms at (<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>) along with the supporting documents with KFIN, Hyderabad for updating the KYC details in the records. The shareholders can download the Postal Ballot Notice from the KFIN website <https://evoting.kfintech.com/public/Downloads.aspx>.

- ii. Post successful registration of the email, the shareholder will get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com and / or investorrelations@mswil.motherson.com
- iii. It is clarified that for permanent registration of email address, shareholders are requested to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFinTech, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
- iv. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFinTech to enable servicing of notices / documents / Annual Reports electronically to their email address.

7. The procedure and instructions for E-voting are as follows:

- (a) Date and time of commencement of voting through electronic means: July 13, 2024 from 0900 Hours (IST).
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: August 11, 2024 upto 1700 Hours (IST).
- (c) Details of Website: <https://evoting.kfintech.com>
- (d) Details of persons to be contacted for issues relating to e-voting: Mr. Godavarthi Vasantha Rao Chowdari, Manager, Corporate Registry, KFin Technologies Limited (formerly KFin Technologies Private Limited), Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309-4001; Fax No. : +91 40 2300 1153; E-mail: evoting@kfintech.com
- (e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice of M/s SGS Associates LLP (FCS2411; C.P. No.1509).

8. Manner of Registering / Updating Email Addresses:

Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent, namely, KFin Technologies Limited, Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll Free Tel: 1-800-309-4001, Email: einward.ris@kfintech.com Website: <https://ris.kfintech.com/>

9. The instructions for e-voting are as under:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting process has been enabled to all individual shareholders who hold shares in dematerialized form, by way of single login credential, through their demat accounts on the websites of Depositories/ e-voting service provider in order to increase the efficiency of the voting process.

Accordingly, the shareholders would be able to cast their vote without having to register again with the e-voting service provider (ESP). Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

The details of the process and manner for remote e-Voting are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>
	<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown</p>

	<p>on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at : https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.</p> <p>V. Click on company name and you will be redirected to KFin-voting website for casting your vote during the remote e-voting period.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. Members facing any technical issue are requested to contact:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Step 2: Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

i) Open your web browser during the voting period and navigate to :

<https://evoting.kfintech.com>

ii) Enter the login credentials (i.e., user-id & password) mentioned in email forwarded through the electronic notice. Your Folio No./ DP Client ID will be your User-ID.

User – ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL :- 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <p>Even No. 8162 followed by Folio Number registered with the Company</p> <p>However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.</p>
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iii) After entering these details appropriately, click on “LOGIN”.

iv) You will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v) You need to login again with the new credentials.
 - vi) On successful login, system will prompt to select the “**Even No. 8162**” for Motherson Sumi Wiring India Limited and click on “Submit”.
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed the member’s total shareholding as on the cut-off date. A member may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution
 - (viii) Member(s) holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (ix) Member(s) may then cast their vote(s) by selecting an appropriate option and click on “Submit”.
 - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once confirmed, member(s) will not be allowed to modify their vote(s). During the voting period, member(s) can login any number of times till they have voted on the Resolution(s).
 - (xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: support@dpgupta.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENTNO.”
10. Once the vote on a resolution is cast by a member, member shall not be allowed to change it subsequently.
11. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at KFintech’s website <https://evoting.kfintech.com>.
12. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being July 5, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
13. The Scrutinizer shall within a period not exceeding forty eight (48) hours from the last date of receipt of conclusion of the e-voting period make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.
14. The result of the Postal Ballot will be announced on or before August 13, 2024 at the Registered / Corporate Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company’s website www.mswil.motherson.com and on KFintech’s website <https://evoting.kfintech.com>

and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

15. The date of declaration of the results of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed by the Members, if approved by requisite majority. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
16. Members are requested to carefully read the instructions mentioned in the notes before exercising their vote.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

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 May 16, 2024, appointed Ms. Anisha Motwani (DIN: 06943493), 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 May 16, 2024 up to May 15, 2029.

Ms. Anisha Motwani is a Brand and Innovation expert with over 30 years’ experience in Marketing across diverse industries FMCG automobiles, financial and health services.

Ms. Motwani holds a degree of Bachelor of Science from Sophia College and a Master of Business Administration (MBA) from University of Rajasthan.

In her former executive role, she was the Chief Marketing & Digital Officer of Max Life Insurance. She is the Founder and Partner at ‘Storm The Norm’ an innovation company. She is the author of two bestselling books; **Storm the Norm** – first-of-its-kind collection of 20 contemporary stories of truly inspiring businesses and brands from India that either wrote or rewrote the norms of their respective industries and brought in unprecedented change and vibrancy and **She Storms-** a ground-breaking book that celebrates the extraordinary journey of 17 women who defied norms and shattered barriers.

She has also been an Advisor to the World Bank and the Max Group. She was voted as one of the 50 Most Powerful Women in Indian Business by Business Today for three consecutive years since 2009. She was also recognized amongst the Top 50 Women in Media, Marketing and Advertising by Impact & Colors for 4 consecutive years since 2011. She has been conferred Women at Work Leadership Award 2011 by Asian Confederation of Business, Udyog Ratan by the Institute of Economic Studies and Brand Builder of the year award by NDTV.

She has also been in the forefront of behaviour change projects such as Swachh Bharat Programme, Adoption of Solar Rooftops and National Mission for Clean Ganga. She also writes for the Economic Times, Business Standard, India Today and Huffington Post.

Further, a brief profile of Ms. Anisha Motwani 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.

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 Ms. Anisha Motwani as a non-executive Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from May 16, 2024 up to May 15, 2029 not liable to retire by rotation as mentioned in the enabling resolution. The Board of Directors considers that Ms. Anisha Motwani's appointment as an Independent Director would be of immense benefit to the Company and thus recommends her appointment on the Board of the Company.

Ms. Motwani 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.

Except Ms. Anisha Motwani, 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 proposed resolution.

Item No. 2

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 May 16, 2024, appointed Ms. Suparna Pandhi, 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 May 16, 2024 up to May 15, 2029.

Ms. Suparna Pandhi has been an industry professional for over three decades with extensive experience in policy advocacy, corporate and government affairs, strategic planning and business advisory.

Her educational qualification includes MSc in Chemistry from Miranda House, Delhi University and a PG Diploma in Computer Applications from International Data Processing. She has attended an Executive Development Program on Human Resources from IIM Ahmedabad.

Throughout her career she has worked extensively with stakeholders in government, industry and other institutions and agencies.

She is currently a part of The Cohen group and enabling various multinational businesses with her strategic insights in diverse sectors such as healthcare, retail, energy, sustainability, technology and innovation, aerospace, infrastructure, chemicals etc.

In her former roles at The Confederation of Indian Industry (CII) such as Head of International and Head of Services, she has supported Indian industry in their global growth plans. She has also facilitated Indian industry's participation at multiple global forums such as Make in India shows, World Economic Forum at Davos, global media and entertainment events such as Cannes, Berlin and American film festivals and also curated many events to drive policy agenda across various sectors.

Further, a brief profile of Ms. Suparna Pandhi 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.

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 Ms. Suparna Pandhi as a non-executive Independent Director on the Board of Directors for a term of five (5) years, i.e., for a period from May 16, 2024 up to May 15, 2029 not liable to retire by rotation as mentioned in the enabling resolution. The Board of Directors considers that Ms. Suparna Pandhi’s appointment as an Independent Director would be of immense benefit to the Company and thus recommends her appointment on the Board of the Company.

Ms. Pandhi 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.

Except Ms. Suparna Pandhi, 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 proposed resolution.

By order of Board

Place: Noida, Uttar Pradesh
Date: July 11, 2024

Pooja Mehra
Company Secretary
Membership No. FCS 5088

Registered Office:

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

Details of Directors seeking appointment through Postal Ballot
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Ms. Anisha Motwani	Ms. Suparna Pandhi
Director Identification No.	06943493	07087593
Date of Birth	21/06/1963	25/07/1966
Date of first Appointment on the Board	May 16, 2024	May 16, 2024
Qualification	Degree of Bachelor of Science from Sophia College and a Master of Business Administration (MBA) from University of Rajasthan.	MSc in Chemistry from Miranda House, Delhi University and a PG Diploma in Computer Applications from International Data Processing
Nature of expertise in specific Functional area	She has experience of over 30 years' in Marketing across diverse industries-FMCG, automobiles, financial and health services.	She has experience of over three decades with extensive experience in policy advocacy, corporate and government affairs, strategic planning and business advisory.
Remuneration last drawn from Company (in ₹)	NA	NA
Remuneration sought to be paid	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	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	NA	NA
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	None

Membership/ Chairmanship of the Committee of the Company	None	None
Directorship held in other Indian companies	<ol style="list-style-type: none"> 1. Ceigall India Limited 2. Godrej Finance Limited 3. Versuni India Home Solutions Limited 4. Nuvama Wealth Management Limited 5. Hindware Home Innovation Limited 6. Star Health And Allied Insurance Company Limited 7. Abbott India Limited 8. Welspun Living Limited 9. Dvara Kshetriya Gramin Financial Services Private Limited 	Sanofi Consumer Healthcare India Limited
Membership/ Chairmanship of the Committee of other Indian Companies	<p><u>Membership in Committee:</u></p> <p>1.Welspun Living Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Nomination and Remuneration Committee-Member • Corporate Social Responsibility Committee-Member <p>2.Abott India Limited</p> <ul style="list-style-type: none"> • Audit Committee -Chairperson • Nomination and Remuneration Committee-Member • Stakeholder Relationship Committee-Member • Corporate Social Responsibility Committee-Member <p>3. Star Health and Allied Insurance Company Limited</p> <ul style="list-style-type: none"> • Audit Committee -Member 	<p><u>Membership in Committee:</u></p> <p>Sanofi Consumer Healthcare India limited</p> <p>-Audit Committee-Member -Nomination and Remuneration Committee-Chairperson</p>

	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Chairperson <p>4.Hindware Home Innovation Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member <p>5. Ceigall India Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member • Risk Management Committee-Member <p>6.Godrej Finance Limited</p> <ul style="list-style-type: none"> • Audit Committee-Chairperson • Risk Management Committee-Chairperson • Nomination and Remuneration Committee-Member 	
<p>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</p>	<p>Name of Listed Companies in which she holds Directorship and the membership of Committees of the Board-</p> <ol style="list-style-type: none"> 1. Nuvama Wealth Management Limited 2. Hindware Home Innovation Limited 3. Star Health and Allied Insurance Company Limited 4. Abott India Limited 5. Welspun Living Limited <p><u>Membership of Committees</u></p> <p>1. Welspun Living Limited</p> <ul style="list-style-type: none"> -Audit Committee -Member -Corporate Social Responsibility Committee-Member -Nomination and Remuneration Committee-member <p>2. Abott India Limited</p> <ul style="list-style-type: none"> -Audit Committee-Chairperson -Nomination and Remuneration Committee -member -Stakeholder relationship 	<p>Name of Listed Companies in which she holds Directorship and the membership of Committees of the Board-</p> <p>Nil</p> <p>Listed Entities from which she has resigned in the past three years- Nil</p>

	<p>Committee-member -Corporate Social Responsibility Committee-Member</p> <p>3. Star Health and Allied Insurance Company Limited</p> <p>-Corporate Social Responsibility Committee-Chairperson -Audit Committee-Member</p> <p>4. Hindware Home Innovation Limited -Audit Committee-Member</p> <p>Listed Entities from which she has resigned in the past three years- Nil</p>	
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil
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