



# Motherson Sumi Wiring India Limited

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## **NOTICE**

**NOTICE** is hereby given that the 2<sup>nd</sup> Annual General Meeting of Motherson Sumi Wiring India Limited (“**MSWIL**” or “**Company**”) is scheduled to be held on Monday, August 29, 2022 at 12:15 P.M/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, General Circular No. 20/2021 dated December 08, 2021 and General Circular No 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India, (“**MCA Circulars**”) to transact the following business(s):

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Re. 0.85 (Eighty Five Paise only) on equity shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN- 00048584), who retires by rotation and being eligible offers himself for re-appointment.

## **SPECIAL BUSINESS:**

### **ITEM NO 4.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non – Executive Directors of the Company (including Independent Directors) who are neither in the whole –time employment nor Whole Time Director or some or any of them and the said remuneration in form of commission shall be in addition to Sitting Fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committee thereof, in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company from the financial year 2021-22 for a period of five years, commencing from April 1, 2021 upto March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee constituted or to be constituted) be and is hereby authorized to decide the commission within the permissible limit or any statutory thereof, from time to time and manner of distribution of the aforesaid commission in such manner as it may deem fit and to do all such acts, deeds and things as may be required from time to time in this regard.

### **ITEM NO. 5**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the 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 2022-23, 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.”

**ITEM NO. 6:**

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

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

- purchase of components, such as wires, rubber parts, tools, jig, fixtures, connectors, certain capital items and other components, required to manufacture / assemble wiring harness;
- sale / supply of wiring harness and other parts and/or components thereof;
- to take on lease, sub-lease, license or sub-license properties / land in addition to premises taken on leases earlier for manufacturing units and other office premises;
- to avail various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, Tax and legal services, information technology support etc.;
- to avail various management services, including management support

and advice, local relationships and ground level assistance

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

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

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

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

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

- purchase of wiring harness components including Wire, Metal Tape and other components , purchase of Child parts of wiring harness components and moulds and purchase of Equipments & Machines, printer & spares;
- sale of wiring harness and its components

- to avail Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness;
- to avail various support services by the company towards design and development, engineering services and software;

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

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

By order of Board of Motherson Sumi  
Wiring India Limited

Pooja Mehra  
Company Secretary

Place: Noida, Uttar Pradesh

Membership No.: FCS 5088

Date: July 4, 2022

**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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) concerning the business

under Item Nos. 4-7 of the Notice is annexed hereto.

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), physical attendance of the Members to the Annual General Meeting ("**AGM**") venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus the attendance slip is not attached to this notice.
3. Details required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and Regulation 36 of SEBI Listing Regulations including brief profile of Director seeking appointment/re- appointment, are annexed hereto.
4. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this AGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.motherson.com).
6. 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.
7. 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.
8. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. The limit of 1000 members will not include large Shareholders (Shareholders holding 2% or more of the shareholding),

Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come first-served basis.

9. Register of Members and Share Transfer Books of the Company will be closed from Thursday, August 18, 2022 to Monday, August 22, 2022 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2022.
10. In terms of the provisions of the Income Tax, 1961 (as amended by the Finance Act, 2020) dividend paid or distributed by a company on or after April 1, 2020 is taxable in the hands of the shareholders. The Company is, therefore required to deduct tax at source ("TDS") at the time of payment of dividend. The Company vide an e-mail dated July 29, 2022 communicated to shareholders regarding deduction of TDS on dividend and procedure for submission of documents for tax rate determination/ deduction. In case of any query, the shareholders may reach out to KFin Technologies Limited (Formerly KFin Technologies Private Limited) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). or to the Company at [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.motherson.com)
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, change of e-mail address, contact numbers etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent, M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited) to provide efficient services.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.mswil.motherson.com](http://www.mswil.motherson.com) and on the website of Registrar and Share Transfer Agent at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd)



13. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY 2021-22 will also be available on the Company's website [www.mswil.motherson.com](http://www.mswil.motherson.com) , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (agency for providing the remote e-voting and e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
14. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Register of contracts or arrangements in which directors are interested will be produced at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.
16. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.
17. The AGM is being held by VC/ OAVM in compliance with MCA Circulars, since AGM has been held through VC/OAVM route map of the venue of AGM is not annexed herewith and the venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript shall also be made available on the website of the Company.



## 18. Voting by Electronic Means

- A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), the Company has provided to the members with a facility to exercise their voting right at the Annual General Meeting (“AGM”) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM (“remote e-voting”) will be provided by NSDL. The facility of voting through e-voting / insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to again cast their vote again.
- B. **The remote e-voting period begins on Friday, August 26, 2022 at 0900 Hours (IST) and ends on Sunday, August 28, 2022 at 1700 Hours (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Monday, August 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Monday, August 22, 2022.
- C. The instructions of e-voting are as under:

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

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

#### **Step 1: Access to NSDL e-Voting system**





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

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

Login method for Individual shareholders holding securities in demat

mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 &amp; 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit

client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

### **General Guidelines for shareholders**

- 1 Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [support@dpgupta.com](mailto:support@dpgupta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms.



Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

- 4 Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut-Off Date, i.e., Monday, August 22, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.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](mailto: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](mailto: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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.motherson.com). Such shareholders must register their request three (3) days in advance of the Meeting, i.e., on or before, August 25, 2022 with the Company.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio

number, email id, mobile number at [investorrelations@mswil.motherson.com](mailto: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. 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](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800-1020-990 / 1800-22-44-30.

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

### Item No 4

Keeping in view guidance provided by Directors it is proposed to pay a sum (including Commission to be paid if approved) not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, amongst the Directors of the Company (including Independent Directors) who are neither in the whole – time employment nor a Managing Director of the Company nor Whole Time Director or some or any of them in such amounts or proportions and in such manner and in all respects from the financial year 2021-22 for a period of five years i.e. from April 1, 2021 to March 31, 2026, as may be directed by the Board of Directors and subject to other applicable requirements under law. The said remuneration shall be in addition to Sitting Fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committee thereof, in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors.

Further for Financial Year 2021 -22 it is proposed to pay the total commission of INR 12,375,000 to the Independent Directors. Company's Independent Directors are leading professionals with high level of expertise and rich experience in functional areas. Aforesaid commission payable to Independent Directors has been recommended in view of the performance of the company for the Financial Year 2021-22 and is commensurate with industry standards and contribution given by Independent Directors on the Board of the company. Company is proposing to pay Commission for the financial year 2021-22 as per below details to the Independent Directors:

	<b>Name of Independent Director</b>	<b>Amount in INR (subject to deduction of applicable taxes)</b>	<b>Remarks</b>
1	Mr. Arjun Puri	4,500,000	Demerger of Domestic Wiring Harness Division of Samvardhana Motherson
2	Ms. Geeta Mathur	4,500,000	

			<p>International Limited (SAMIL) (formerly Motherson Sumi Systems Limited) into the company was approved in December, 2021. Mr. Arjun Puri and Ms. Geeta Mathur who were Independent Directors of SAMIL were appointed in the company in January 28, 2022 for the continuance of their guidance and expertise in the company from SAMIL to the company. Commission amount to be paid to Mr. Arjun Puri and Ms. Geeta Mathur is for full year keeping in view continuance of their directorship from SAMIL to the company and guidance provided by them for full year in SAMIL. No commission is being paid to them from SAMIL for the year 2021-22.</p>
3	Mr. Anupam Mohindroo	1,125,000	Commission proposed keeping in view their period of appointment in the company
4	Mr. Rajesh Kumar Seth	1,125,000	
5	Col. (Retd.) Virendra Chand Katoch	1,125,000	
	<b>TOTAL</b>	<b>12,375,000</b>	

Accordingly, it is proposed to seek approval from the shareholders of the company for the same.

All the Directors of the Company including Independent Directors except the Whole-time Director are concerned or interested in the Resolution at Item No. 4 of the Notice to the extent of the remuneration that may be received by each of them.

#### **ITEM NO. 5**

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

Pursuant to Section 148(3) of the Act read with Rules 14 of Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Works Accountants Act, 1959 (Firm Registration Number 101394 with Institute of Cost Accountant of India), as the cost auditors of the Company to conduct audit of cost records of the Company relating to the products mentioned below across various segments, for the financial year 2022-23.

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

Accordingly, ratification by the members is sought for the remuneration of INR 1,100,000 payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice. The fees proposed by the Board of Directors on the recommendation of the Audit Committee, is commensurate to the work involved, size of the Audit team, frequency of Audit and time involved.

The Board recommends an Ordinary Resolution set forth in Item No. 5 of the Notice for approval of Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the resolution.

## **Item No. 6**

The Composite Scheme of Amalgamation and Arrangement (“**Scheme**”) undertaken amongst Samvardhana Mothercon International Limited (formerly known as Mothercon Sumi Systems Limited (“SAMIL”), erstwhile Samvardhana Mothercon International Limited (now amalgamated), Company and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013, was approved by the Hon’ble National Company Law Tribunal, Mumbai Bench – IV by way of its order dated December 22, 2021. Pursuant to the Scheme, the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) of SAMIL was demerged into Company with effect from January 5, 2022 with April 1, 2021 as the Appointed Date of Demerger (Referred to as “Scheme”)

There continues to be various inter-dependencies with, *inter alia*, the remaining business of SAMIL. SAMIL has, over the years, developed an in-house value chain of products through various backward integration initiatives which give it a distinct cost advantage. Therefore, it is critical for the Company to leverage the in-house value chain of products of SAMIL to provide it with a distinct cost advantage, which is instrumental to the future performance of the Company and are required to manufacture/assemble the wiring harness product as required by the original equipment manufacturers. Similarly, SAMIL leverages Company’s business’ world-class technology and vast experience in cost-efficient manufacturing and procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components.

Thus, keeping in view such criticality of the transactions to be undertaken by Company with SAMIL (as explained above), the members may note that the members of SAMIL, in its EGM held on April 29, 2021, *inter- alia*, had approved, on behalf of the Company, related party transactions, for prescribed periods on specified terms and conditions, to be entered into between SAMIL and the Company, on the Scheme becoming effective. The said related party transactions were approved by 99.44% of the shareholders of SAMIL who voted on the resolution (except the related parties of the Company).

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Sixth Amendment) Regulations, 2021 (“**LODR Amendment Regulations**”) all Material Related Party Transactions with Related Parties exceeding the materiality threshold as laid down in the LODR Amendment Regulations, shall require approval of the shareholders through resolution, with validity of such Material Related Party Transactions approved at the Annual General Meeting, as per the LODR Amendment Regulations, being up to next Annual General Meeting and for a period not exceeding fifteen months. The amended provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015 (“**SEBI Listing Regulations**”) defines a “material related party transaction” as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity.

In view of all the above, the Company is seeking approval of the Related Party Transactions with Samvardhana Motherson International Limited (SAMIL). The brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under:

**6(a): Purchase of components and capital goods by Company**

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party and nature of Related Party</b>	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transactions are in relation to purchase of various goods or materials, including various tools, jig, fixtures, wires, rubber parts, connectors, capital items and other components and raw materials, which are used to manufacture/ assemble wiring harnesses, as required by Company.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers’ requirements.</p> <p>The transactions will be at an arm’s length basis and in the ordinary course of business</p>
<b>Rationale of the Transaction</b>	<p>SAMIL over the years has developed an in house capability of manufacturing various products including certain child parts required in the manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby giving wiring harness business a distinct advantage. The domestic wiring harness business of SAMIL has been demerged into and with the company. The Company continues to have various interdependencies with SAMIL and sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components (in-house value chain) which are required to manufacture/assemble the wiring</p>

	<p>harness product as required by the original equipment manufactures(“OEMs”) from SAMIL. Company also procures certain capital items as required for its business from other divisions of the Company.</p> <p>The above transactions will benefit the company for its continued business and ensure that benefit of group in-house value chain continues to be available to company , at arm’s length prices.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement sought will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost-benefit. The agreement for this transaction contain termination provisions in line with long term commercial contracts of this nature</p>
<b>Pricing and Financial Arrangements</b>	<p>Pricing for products will be based on an arm’s-length transfer price established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and trading margins as applicable for different activities based on transfer pricing principles.</p>

#### 6 (b) Sale of wiring harness and other parts and/or components thereof to SAMIL

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party and nature of Related Party</b>	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transactions are in relation to the sale to SAMIL of various goods or materials, including the sale of components of wiring harness and wiring harness.</p> <p>The products will include current and future</p>

	<p>products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers' requirements.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business</p>
<b>Rationale of the Transaction</b>	<p>The domestic wiring harness business of company is presently the leading wiring harness supplier for the OEMs in India. It is a supplier of choice for several OEMs due to its superior quality customer centricity.</p> <p>SAMIL require wiring harness and components for supply to and manufacturing / assembly of the final product. Given the Company's competitive position, the company supplies wiring harness and components in its Ordinary Course of Business (some of which may be sourced by the company from outside suppliers) to SAMIL at Arms length price.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost-benefit. The agreement for this transaction contain termination provisions in line with long term commercial contracts of this nature</p>
<b>Pricing and Financial Arrangements</b>	<p>The prices are mutually decided at arm's' length basis and based on comparable terms (appropriate trading margins if applicable) with third party and/or customer target price decided at the time of award of contract by OEMs</p>

**6(c): To lease, sub-lease, license or sub-license properties, including provision of maintenance services in relation to such properties (on need basis) by SAMIL to Company**

Particulars	Information
<b>Name of the Related Party and nature of Related Party</b>	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>The transaction involves leasing/ sub-leasing of various immovable properties owned/leased by SAMIL on which manufacturing or for office premises of the company are/will be situated.</p> <p>Prior to the Scheme becoming effective, the members of SAMIL in its EGM held on April 29, 2021, <i>inter- alia</i>, had approved this related party transaction for a period of 10 years covering inter-alia, that new areas may be added within the limit and areas of the manufacturing unit(s) may change in future considering expansion and other business requirements.</p> <p>In addition to the list of units/properties transferred as part of Domestic Wiring Harness Undertaking pursuant to Scheme, company has taken additional new immovable properties, one for land for factory at Chennai and another for building for Noida factory.</p> <p>Details of two (2) additional immovable properties owned / leased by SAMIL is as under:</p> <ol style="list-style-type: none"> <li>1. Land situated at State Highway 120 Kattavakkam Village, Kancheepuram District- Chennai ("Chennai Land") will be taken on long term lease. The rental is proposed to begin from construction commencement date.</li> <li>2. Plot No. A-60-61, Sector- 6, Noida- Uttar Pradesh- 201301.</li> </ol> <p>Area for the abovesaid properties may change in future considering the expansion and other business requirements. In case of change in leased area, the rental will vary and</p>

	<p>such change in rental will be supported by an independent third-party report on an arm's length justification.</p> <p>The monthly rents have been presently determined basis fair rental value determined in independent reports prepared by Knight Frank, a third party valuer.</p> <p>The transactions will be undertaken at an arm's length basis.</p>
<b>Rationale of the Transaction</b>	<p>The domestic wiring harness business demerged by SAMIL into the Company, <i>inter-alia</i>, consists of various manufacturing units and offices located in Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand and Tamil Nadu.</p> <p>The land and building of such manufacturing and offices units are originally owned and/or leased in name of SAMIL. Many of the factories pertaining to the domestic wiring harness business are on long term leases taken from government authorities / industrial parks.</p> <p>Further, as part of the Scheme, it was decided that SAMIL will continue to retain such immovable assets and company will work on an asset light model for domestic wiring harness business.</p> <p>Accordingly, all such manufacturing units and offices have been leased / sub-leased to company by SAMIL.</p>
<b>Duration of the proposed transactions</b>	<p>Considering continuity of business perspective as approved earlier also by shareholders of SAMIL on behalf of the company, the agreement for these lease / sub-lease will be on long term lease which will be for a period of 10 years from effective date with a lock-in of 5 years during which, neither party shall be entitled to terminate the agreement.</p> <p>The agreements contain termination provisions, applicable post the expiry of lock-in period, in line with long term commercial contracts of this nature.</p>

<b>Pricing and Financial Arrangements</b>	To ensure that the fair value of Lease Rentals are evaluated in a transparent manner, Knight Frank was appointed to carry out independent studies and basis the report from Knight Frank the lease rentals and annual escalations have been worked out in the respective lease agreements.
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#### 6(d): Functional Support Services

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party and nature of Related Party</b>	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
<b>Nature, material terms and particulars of the contract or arrangement</b>	The agreement includes providing of functional support in the areas of accounting, human resource, consulting, procurement services, design and development services for product and process, engineering services, finance, procurement, logistics, information technology support, infrastructure support and other professional and support services by SAMIL to company and sharing of manpower and resources. The services will include current and future services. The transactions will be at an arm's length basis.
<b>Rationale of the Transaction</b>	<p><b>A. Functional Services to be provided by SAMIL</b></p> <p>SAMIL has a central team for the wiring harness business operating out of India (domestic and export business) for key functions across all the plants, such as:</p> <ul style="list-style-type: none"> <li>- Finance, procurement, logistics, human resource services and other common services.</li> <li>- Design and development and Information technology teams.</li> <li>- Supplier qualification, quality assurance and validation of new parts etc.</li> <li>- Process and production engineering teams</li> </ul> <p>These services are being shared for domestic wiring harness business of company in India and the export wiring</p>

	<p>harness business operating of the Company, out of India.</p> <p><b>B. Others</b></p> <p>Further, there are certain other services which MSWIL avails from SAMIL such as corporate taxation, legal, internal audit etc.</p> <p>The key rationale for undertaking these arrangements is to avoid duplication of resources thus making both the businesses, i.e., the business of SAMIL and company, cost-efficient.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, these arrangements will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost- benefit.</p>
<b>Pricing and Financial Arrangements</b>	<p><b>A. Functional Services to be provided by SAMIL</b></p> <p>Costs of common resources shall be allocated between the company and SAMIL, based on either</p> <ol style="list-style-type: none"> <li>1. Revenues; or</li> <li>2. Any other applicable metric as may be considered appropriate where revenue-based allocation may not be feasible.</li> </ol> <p><b>B. For Others</b></p> <p>Pricing to be governed by the following principles:</p> <ol style="list-style-type: none"> <li>1. In case of any trading activities, there will be a mark-up on an arm's length basis; or</li> <li>2. In-house developed solutions / services</li> </ol>



	will be priced at comparable levels to market prices
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#### 6(e): Management Services

Particulars	Information
<b>Name of the Related Party and nature of Related Party</b>	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
<b>Nature, material terms and particulars of the contract or arrangement</b>	The transaction shall involve provision of various management services by SAMIL to company including management support and advice, local relationships and ground level assistance. The transactions will be at an arm's length basis.
<b>Rationale of the Transaction</b>	SAMIL and SWS had entered into a Technical Assistance Agreement dated December 20, 1986 for the manufacture of wiring harness and components. The technical assistance and grant of license were, <i>inter-alia</i> , to manufacture and sell wiring harness and its components by using technical information, know-how and technical assistance from SWS including design & development fee, software computer maintenance fee, technician absence fee etc. The said technical assistance has been extended from time to time and new products been included as per the requirements of the customers. Since these agreement(s) were in relation to the domestic wiring harness business, these stands transferred and vested into company consequent to the demerger. Further, the domestic wiring harness business of company benefits from the management guidance and support of the management of SAMIL. The contribution of SAMIL in terms of management support and advice and other such incidental aspects is crucial to the growth and development of domestic wiring harness business of company and domestic wiring harness business requires continuous and ongoing management support and advice from

	the Company, even after the demerger. Accordingly, SAMIL will continue to provide strategic guidance and management support from operational and local relationships perspective to company
<b>Duration of the proposed transactions</b>	The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.
<b>Pricing and Financial Arrangements</b>	For Management Services to be provided by SAMIL to company, the arrangement will have identical commercial terms / parameters as of the technical services agreement with Sumitomo Wiring Systems Ltd., Japan which has been transferred to company as a part of the Scheme.  All agreement(s)/ arrangement(s) will be at an arm's length basis.

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

The Audit Committee and the Board of Directors of the Company have approved and consented to seek shareholders' approval for the said related party transactions. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material related party transactions under the SEBI Listing Regulations. Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 6 to this notice.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter and Director of SAMIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and son of Mr. Vivek Chaand Sehgal is also Promoter and Director of SAMIL. Accordingly, above promoter directors and/or their nominees may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. Mr. Norikatsu Ishida is a Nominee of Sumitomo Wiring Systems Limited in company and SAMIL and may be deemed concerned. Except to the extent mentioned

hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

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

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

Sl. No.	Particulars*	Proposed monetary limits (Amount in INR Millions / % to revenue)	FY 22 quantum as % to revenue (approx)	Basis
6(a)	Purchase of wires, components , tools, jigs , fixtures, capital items etc.	30,000	32.73%	Proposed limits based on current market demand forecast, consideration on copper prices and enhanced localization specifically of wires.
6(b)	Sales of components, WH etc.	1,500	0.09%^	Proposed limits based on current market demand potential of new business and consideration on copper prices.
6(c)	Lease / Sub-lease Arrangement	665	1.00%	The amount may vary based on change in lease area as well as basis escalation of 5% per annum.
6(d)	Functional Support Services	3.25%*	2.75%	On actual / arms' length basis.
6 (e)	Management Services	1.00%*	0.59%^	As disclosed above in rationale for transaction under Management Services.

\* % to revenue

^% is Negligible

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

## **Item No. 7**

As already mentioned in Item No. 6 above, the Composite Scheme of Amalgamation and Arrangement ("**Scheme**") undertaken amongst Samvardhana Motherson International Limited (*formerly known as Motherson Sumi Systems Limited* ("**SAMIL**"), erstwhile Samvardhana Motherson International Limited (*now amalgamated*), Company and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013, was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench – IV by way of its order dated December 22, 2021. Pursuant to the Scheme, the Domestic Wiring Harness Undertaking or DWH Undertaking (*as defined in the Scheme*) of SAMIL was demerged into Company with effect from January 5, 2022. Prior to the effectiveness of the Scheme, SAMIL and SWS had entered into a technical assistance agreement, in relation to the DWH Business (*as defined under the Scheme*). Further SAMIL had been purchasing and selling sale of wiring harness components including Wire, Metal Tape and other components pricing is as per contract prices used for quoting to the customer, purchase of Child parts of wiring harness components and moulds and purchase of Equipments & Machines, printer & spares to and/from Sumitomo Wiring Systems Limited (SWS).

Separately, keeping in view such criticality of the transactions to be undertaken by Company with SWS (as explained above), the members may note that the members of SAMIL in its EGM held on April 29, 2021, *inter- alia*, had approved, on behalf of the Company, related party transactions, for prescribed period on specified terms and conditions, to be entered into between SAMIL and Company. The said related party transactions were approved by 99.44% of the shareholders of SAMIL, who voted on the resolution (except the related parties of the Company).

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Sixth Amendment) Regulations, 2021 ("**LODR Amendment Regulations**") all Material Related Party Transactions with Related Parties exceeding the materiality threshold as laid down in the LODR Amendment Regulations, shall require approval of the shareholders through resolution, with validity of such Material Related Party Transactions approved at the Annual General Meeting, as per the LODR Amendment Regulations, being up to next Annual General Meeting and for a period not exceeding fifteen months.

In view of the above, company is seeking approval of the Related Party Transactions with Sumitomo Wiring Systems Limited (SWS) as part of the business carried out by Domestic Wiring Harness division of the company. The objective of the proposed related party transactions is to ensure post Scheme continuity of economies of scale thereby bringing efficiencies for the Company. The brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under:

**Purchase and Sale of components and capital goods to/from Company and availing Technical Assistance Services and support Services by the company.**

Particulars	Information
<b>Name of the Related Party and nature of Related Party</b>	Sumitomo Wiring Systems Limited (SWS), Promoter Shareholder of the company
<b>Nature, material terms and particulars of the contract or arrangement</b>	<p>Transactions will involve:</p> <ol style="list-style-type: none"> <li>1. Purchase of components such as wires, rubber parts, tools, jig, fixtures, connectors, certain capital items and other components, required to manufacture / assemble wiring harness;</li> <li>2. sale / supply purchase of wiring harness and other parts and/or components thereof;</li> <li>3. Availing Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness</li> <li>4. Availing various support services by the company towards design and development, engineering services</li> </ol> <p>The transactions will be at an arm's length basis and in the ordinary course of business</p>
<b>Rationale of the Transaction</b>	<p>Prior to the effectiveness of the Scheme, SAMIL and SWS had entered into a technical assistance agreement, in relation to the DWH Business (as <i>defined under the Scheme</i>). Further SAMIL had been purchasing and selling sale of wiring harness components including Wire, Metal Tape and other components pricing is as per contract prices used for quoting to the customer, purchase of Child parts of wiring harness components and moulds and purchase of Equipments &amp; Machines, printer &amp; spares to and/from SWS.</p>

	<p>Separately, keeping in view such criticality of the transactions to be undertaken by Company with SWS (as explained above), the members may note that the members of SAMIL in its EGM held on April 29, 2021, <i>inter- alia</i>, had approved, on behalf of the Company, related party transactions, for prescribed period on specified terms and conditions, to be entered into between SWS and Company. The said related party transactions were approved by 99.44% of the shareholders of SAMIL, who voted on the resolution (except the related parties of the Company)</p> <p>The objective of the proposed related party transactions was to ensure post Scheme continuity of economies of scale thereby bringing efficiencies for the Company. These transactions will ensure continuity to existing operations and they are in the best interest of both, Company as well as SWS.</p>
<b>Duration of the proposed transactions</b>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.</p>
<b>Pricing and Financial Arrangements</b>	<p>Pricing for products/ services will be based on an arm's-length transfer price established by the parties.</p>

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

The Audit Committee and the Board of Directors of the Company have approved and consented to seek shareholders' approval for the said related party transactions. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material related party transactions under the SEBI Listing Regulations. Independent Directors of the company have also reviewed

these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 7 to this notice.

Mr. Norikatsu Ishida and Mr. Yoshio Matsushita are the Nominee Directors of SWS in the company. Accordingly, above directors may be deemed to be concerned in the enabling resolution. Except to the extent mentioned hereinabove, none other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

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

An extract of key commercial terms for above related party transaction(s) is summarised below for ease of reference:

Sl. No.	Particulars*	Proposed monetary limits (Amount in INR Millions / % to revenue)	FY 22 quantum as % to revenue	Basis
7	Purchase of components	6,300	9.20%	Limits proposed basis current level of localization
7	Sales of components	100	0.001%^	
7	Technical support services	1.00%*	0.59%^	
7	Design/ development and other Support Services	0.25%*	0.02%^	

\* % to revenue

^% is Negligible

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

By order of Board of Motherson Sumi Wiring  
India Limited

Pooja Mehra  
Company Secretary  
Membership No.: FCS 5088

Place: Noida, Uttar Pradesh  
Date: July 4, 2022

**Registered Office Address:**

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



**Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting**

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Mr. Laksh Vaaman Sehgal
Director Identification No.	00048584
Date of Birth	29.11.1982
Date of first Appointment on the Board	02.07.2020
Qualification	MBA
Experience in specific Functional area	He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo. He has a rich experience of working with major companies of the Motherson Group.
Remuneration last drawn from Company (in ₹)	Mr. Laksh Vaaman Sehgal is not entitled for any remuneration from the Company.
Remuneration sought to be paid	Nil
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation
Number of Board Meetings attended during the year*	8
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	Mr. Laksh Vaaman Sehgal is son of Mr. V. C. Sehgal, Chairman of the Company
Membership/ Chairmanship of the Committee of the Company	<ul style="list-style-type: none"> <li>(a) Audit Committee</li> <li>(b) Nomination and Remuneration Committee</li> <li>(c) Stakeholder Relationship Committee</li> <li>(d) Risk Management Committee</li> <li>(e) Sustainability Committee – Chairman</li> <li>(f) Committee of Directors (Administrative Matters)- Chairman</li> <li>(g) Share Transfer Committee – Chairman</li> </ul>
Directorship held in other companies	<ul style="list-style-type: none"> <li>(i) Samvardhana Motherson Adsys Tech Limited</li> <li>(ii) CIM Tools Private Limited</li> <li>(iii) Motherson Technology Services Limited (formerly MothersonSumi Infotech and Designs Limited)</li> <li>(iv) Motherson Air Travel Agencies Limited</li> <li>(v) Motherson Auto Solutions Limited</li> <li>(vi) Global Environment Management (FZE)</li> <li>(vii) MSSL Mauritius Holdings Limited</li> <li>(viii) Samvardhana Motherson Holding (M) Private Limited</li> <li>(ix) SMR Automotive Holding Hong Kong Ltd.</li> <li>(x) SMR Automotive Mirrors Stuttgart GmbH</li> <li>(xi) SMR Automotive Beteiligungen Deutschland GmbH</li> <li>(xii) SMR Automotive Mirror Systems Holding Deutschland GmbH</li> <li>(xiii) SMR Automotive Mirrors UK Ltd.</li> <li>(xiv) SMR Automotive Mirror Part and Holdings UK Limited</li> <li>(xv) SMR Mirror UK Limited</li> </ul>

	<p>(xvi) MSSL Consolidated Inc., USA</p> <p>(xvii) Samvardhana Motherson Automotive Systems Group B.V.</p> <p>(xviii) SMR Automotive Technology Holdings Cyprus Limited</p> <p>(xix) Samvardhana Motherson Reflectec Group Holdings Ltd.</p> <p>(xx) Motherson Innovations Company Limited, U.K.</p> <p>(xxi) Motherson Innovations Deutschland GmbH</p> <p>(xxii) MSSL Estonia WH OÜ</p> <p>(xxiii) Motherson Ossia Innovations LLC</p> <p>(xxiv) Motherson Innovations LLC</p> <p>(xxv) Yujin SMRC Automotive Techno Corp.</p> <p>(xxvi) Samvardhana Motherson Corp. Management Shanghai Co. Ltd.</p> <p>(xxvii) Samvardhana Motherson Automotive Systems Group B.V.</p> <p>(xxviii) SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Şirketi</p> <p>(xxix) SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi</p> <p>(xxx) SMP Deutschland GmbH (Member of Supervisory Board)</p> <p>(xxxi) PKC Group Ltd.</p> <p>(xxxii) Samvardhana Motherson International Limited</p> <p>(xxxiii) Advantedge Technology Partners Private Limited</p> <p>(xxxiv) Renu Farms Private Limited</p> <p>(xxxv) Motherson Auto Limited</p> <p>(xxxvi) Shri Sehgal's Trustee Company Private Limited</p> <p>(xxxvii) Samvardhana Motherson Employees Benefit Limited</p> <p>(xxxviii) ATAR Mauritius Pvt. Ltd.</p> <p>(xxxix) JSRR Holdings (M) Pvt. Ltd.</p> <p>(xl) Radha Rani Holdings Pte. Ltd.</p> <p>(xli) Advance Technologies and Automotive Resources Pte. Ltd.</p> <p>(xlii) Son Grows Systems Limited</p>
Membership/ Chairmanship of the Committee of other Indian Companies	<p>(a) Motherson Technology Services Limited (formerly MothersonSumi Infotech and Designs Limited)</p> <p>- Share Issuance Committee</p>
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	<p>Mr. Laksh Vaaman Sehgal is also a non-executive director on the Board of Samvardhana Motherson International Limited (Formerly known as Motherson Sumi Systems Limited) (SAMIL), listed at BSE and NSE.</p> <p>Mr. Laksh Vaaman Sehgal is member on the following committee of SAMIL</p> <p>(a) Audit Committee, Member;</p> <p>(b) Risk Management Committee, Member;</p> <p>(c) Nomination and Remuneration Committee, Member;</p> <p>(d) Corporate Social Responsibility Committee, Member;</p> <p>(e) Share Transfer Committee, Chairman;</p>

	(f) Committee of Directors (Strategic Business Matters), Chairman; (g) Committee of Directors (Administrative Matters), Chairman; and (h) Global Sustainability Committee, Chairman.
Number of shares held in the Company (as on March 31, 2022)	123

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