



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)

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

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

NOTICE

NOTICE is hereby given that the 3rd (Third) Annual General Meeting ('AGM') of Motherson Sumi Wiring India Limited ("**MSWIL**" or "**Company**") is scheduled to be held on Monday, August 21, 2023 at 1300 Hours/01.00 P.M. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") 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, 2023 together with reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 0.65 (Sixty Five Paise only) per share on equity shares for the financial year ended March 31, 2023 as recommended by the Board of Directors of the company.
3. To appoint a Director in place of Mr. Norikatsu Ishida (DIN-09443998), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Yuichi Shimizu (DIN: 10059731) as a Director of the Company, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Yuichi Shimizu (DIN: 10059731), who was appointed as an Additional Director of the Company with effect from July 10, 2023, by the Board of Directors of the Company, pursuant to Section 161(1) of the Act and Article 59 of the Articles of Association of the Company be and is hereby appointed as a Director of the Company, who will be liable to retire by rotation.

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

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2023-24 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 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, pursuant to the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2023-24, 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 including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, for approval for entering into Related Party Transactions with Sumitomo Wiring Systems Limited, 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 goods and wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipment & Machines and capital spares/tools/jigs/fixtures etc;
- 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 engineering services, design and development and software etc;

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.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, for approval for entering into Related Party Transactions with Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) 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 capital goods and components, such as wires, rubber parts, tools, jig, fixtures, connectors, certain capital items and other components, required to manufacture / assemble wiring harness and services;
- Sale / supply of wiring harness and other parts and/or components thereof and services;
- 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.”

By order of Board of Motherson Sumi
Wiring India Limited

Place: Noida, Uttar Pradesh

Date: July 10, 2023

Pooja Mehra
Company Secretary
Membership No.: FCS 5088

Registered Office Address:

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

In view of the massive outbreak of the COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 10/2022 dated 28th December, 2022 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM"), physical attendance of the Members to the Annual General Meeting ("**AGM**") venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus the attendance slip is not attached to this notice.

2. 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.
3. 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.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend the 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 with a copy marked to investorrelations@mswil.motherson.com.
5. 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.
6. Register of Members and Share Transfer Books of the Company will be closed from Thursday, August 10, 2023 to Monday, August 14, 2023 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2023.
7. 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 19, 2023 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 or to the Company at investorrelations@mswil.motherson.com

8. 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. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules also mandate the companies to transfer such shares of Members of whom dividends remain unpaid / unclaimed for a period of 7 (seven) consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period.
9. 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 and on the website of Registrar and Share Transfer Agent at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.
10. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23 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 2022-23 will also be available on the Company's website www.mswil.motherson.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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
11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Register of contracts or arrangements in which directors are interested will remain open and accessible at the commencement of AGM and during the continuance of the AGM to any person attending meeting through VC/OAVM.
13. Register of Directors and Key Managerial Personnel will remain open and accessible to the persons attending the AGM through VC/OAVM.
14. 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.

15. Voting by Electronic Means

- a. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), the Company has provided to the members with a facility to exercise their voting right at the 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 18, 2023 at 0900 Hours (IST) and ends on Sunday, August 20, 2023 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., August 14, 2023, 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. August 14, 2023.
- c. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING 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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
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	<p>NSDL Mobile App is available on</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"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to support@dpgupta.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at NSDL at evoting@nsdl.co.in

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@mswil.motherson.com. Such shareholders must register their request on or before, August 16, 2023 with the Company.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@mswil.motherson.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
7. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or call on no: 022-48867000/022-24997000.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 4 TO 7 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

ITEM NO. 4

The members may note that Mr. Yoshio Matsushita, a nominee of M/s. Sumitomo Wiring Systems Limited, Japan ("SWS") has resigned and ceased to be a Director of the Company with effect from July 10, 2023. In this respect, SWS had proposed nomination of Mr. Yuichi Shimizu (DIN: 10059731) as a Director on the Board of your Company. Mr. Yuichi Shimizu holds a Bachelor's degree in Business Administration from Hitotsubashi University (Tokyo, Japan). He has over 3 decades of wide-ranging professional experience. Through his professional journey he has attained strong background of Leadership, Customer Relation, Finance, Merger and Acquisition, Risk Management, Compliance and Labor Management.

Nomination and Remuneration Committee of the Company has evaluated profile of Mr. Yuichi Shimizu and considering skills, knowledge and experience possessed by Mr. Shimizu and synergy of such skills and expertise with business of the Company and need of such knowledge from Company's customers and other stakeholders perspective, had recommended to the Board of Directors of the Company, appointment of Mr. Yuichi Shimizu as an Additional Director of the Company. The Nomination and Remuneration Committee while making such recommendation to the Board, in its meeting held on July 10, 2023 also considered various criteria as per the Nomination and Remuneration Policy of the Company, i.e., qualifications, positive attributes, etc.

Thereupon, considering recommendation of the Nomination and Remuneration Committee and diversified experience and knowledge of international business of Mr. Yuichi Shimizu, the Board of Directors of the Company in its meeting held on July 10, 2023 appointed Mr. Yuichi Shimizu as an Additional Director of the Company, with immediate effect. Mr. Shimizu as a non-executive Director, will be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as "the Act") and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Yuichi Shimizu and other requisite details, pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

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

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

company.

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

Except Mr. Yuichi Shimizu, being an appointee (nominee of Sumitomo Wiring Systems Limited), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of this General Meeting.

ITEM NO. 5

The 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 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 2023-24.

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

Prior to the effectiveness of the Scheme of Demerger of Domestic Wiring Harness Division into the company, Samvardhana Motherson International Limited (SAMIL) and Sumitomo Wiring Systems Limited (SWS) had entered into a technical assistance agreement, in relation to the DWH Business. 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).

The Company needs to enter into Related Party Transactions with SWS for continuance of its transactions with SWS as done prior to Demerger from Domestic Wiring Harness Division.

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 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. Policy on the Related Party Transactions (RPT) as adopted by the Company and amended from time to time by the board of directors is disclosed on the website of the Company and the same is followed while entering into transactions with related parties.

The brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under:

Particulars	Information
Name of the Related Party and nature of Related Party	Sumitomo Wiring Systems Limited (SWS), Promoter Shareholder of the company
Nature, material terms and particulars of the Contract or arrangement	<p>Transactions will involve:</p> <ol style="list-style-type: none"> 1. Purchase of goods and wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipment & Machines and capital spares/tools/jigs/fixtures etc; 2. Sale / supply of wiring harness and other parts and/or components thereof and services ; 3. Availing Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness 4. Availing various support services by the company towards design and development, engineering services <p>The transactions will be at an arm’s length basis and in the ordinary course of business. Other Terms and Conditions of the transaction(s) are consistent with the</p>

	basis on which transaction(s) are entered into with unrelated parties.
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Rationale of the Transaction	<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 & Machines, printer & 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 and AGM of the Company held on August 29, 2022, <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.</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>
Duration of the proposed transactions	The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.
Pricing and Financial Arrangements	Pricing for products/ services will be based on an arm's-length transfer price established by the parties.

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. Norikatsu Ishida and Mr. Yuichi Shimizu 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 of the 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.

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 the audited turnover of FY 22-23 (previous year)	FY23 quantum in (INR million)	Basis
1	Purchase of components & capital items	7,810	11.07%	5,314	Proposed limits are forecasted based on company estimates, sourcing/ localisation of wires and components, etc and fluctuation of currency.
2	Sales of components and services	25	0.04%	9	
3	Technical support services	570	0.81%	396	
4	Design/ development and other Support Services	75	0.11%	46	

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

The Company is proposing to continue Related Party Transactions with Samvardhana Motherson International Limited (SAMIL) (formerly as Motherson Sumi Systems Limited (MSSL)). This is in accordance with approval by shareholders of SAMIL at the time of reorganisation/ scheme of demerger of Domestic Wiring Harness business into MSWIL, with appointed date of April 01, 2021. 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 sources wherever necessary from the company leverages Company's cost-efficient procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components.

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.

The Policy on the Related Party Transactions (RPT) as adopted by the Company and amended from time to time by the board of directors is disclosed on the website of the Company and the same is followed while entering into transactions with related parties.

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:

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

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company

<p>Nature, material terms and particulars of the contract or arrangement</p>	<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. Other Terms and Conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>
<p>Rationale of the Transaction</p>	<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 harness product as required by the original equipment manufactures("OEMs") from SAMIL. C o m p a n y 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>
<p>Duration of the proposed transactions</p>	<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.</p> <p>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>

Pricing and Financial Arrangements	Pricing for products will be based on an Arm's length transfer price established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and trading margins as applicable for different activities based on transfer pricing principles.
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7 (b) Sale of wiring harness and other parts and/or components thereof and services to SAMIL

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	<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 as well as provision of certain services.</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. Other Terms and Conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>
Rationale of the Transaction	<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 long standing relationship and quality customer centricity.</p> <p>SAMIL require wiring harness and components for supply to and manufacturing / assembly of the final product. 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>
Duration of the proposed transactions	The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties 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

Pricing and Financial Arrangements	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
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7(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
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	<p>The transaction involves leasing/ sub- leasing of various immoveable properties owned/leased by SAMIL on which manufacturing or for office premises of the company are/will be situated or will be taken on lease by company from SAMIL</p> <p>The Company has entered into/will be entering into agreements to take such properties on lease.</p> <p>Further, MSWIL proposes to expand its operations in Gujarat at Survey No. 265, 266, 267, 270 at Navagam, TA Mandal, Ahmedabad, Gujarat, for which land was purchased by SAMIL prior to the reorganisation. Construction is currently under way and lease shall be entered into at Arm's Length (for a period of 10 years with lock-in of 5 years) at the time of handing over by SAMIL to MSWIL to carry on manufacturing operations.</p> <p>Area for the properties taken on lease may change in future considering the expansion and other business requirements. In case of change in leased area, the rental will vary and such change in rental will be supported by an independent third-party report on an arm's length justification.</p> <p>The monthly rents and other terms & conditions such as percentage increase, security deposits are determined basis fair rental value estimates by third party independent valuer at the time of entering into transactions and the same shall be followed for future arrangements and fair value of the new property.</p>

Rationale of the Transaction	<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>
Duration of the proposed transactions	<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>Prior to entering into of Scheme of Demerger, the members of SAMIL in its EGM held on April 29, 2021 had approved this Related Party Transactions for a period of 10 years covering inter alia any new areas to be which may be added within the limit and areas of manufacturing unit(s) may change in future considering expansion and other business requirements. Members of Company had also approved such Related Party Transactions in the last AGM held on August 29, 2022.</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> <p>The leases/sub leases will remain effective till 10 years from the date of approval taken from shareholders of SAMIL prior to demerger and for a period of 10 years from the effective date of lease/sub lease.</p>
Pricing and Financial Arrangements	<p>To ensure that the fair value of Lease Rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an Independent valuer was appointed to carry out independent studies and basis the report from independent valuer the lease rentals together with security deposits and annual escalations have been worked out in the respective lease agreements.</p>

7(d): Functional Support Services

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material Terms and particulars of the contract or arrangement	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.
Rationale of the Transaction	<p>A. Functional Services to be provided by SAMIL</p> <p>SAMIL has a central team for the wiring harness business operating out of India {(MSWIL doing domestic business and Non Domestic Wiring Harness Business (referred to as SAMIL - NDWH))} for key functions across all the plants, such as:</p> <ul style="list-style-type: none"> - Procurement, logistics, human resource services and other common services. - Design and development and Information technology teams. - Supplier qualification, quality assurance and validation of new parts etc. - Process engineering teams <p>These services are being shared between MSWIL and SAMIL- NDWH at cost.</p>

	<p>B. Others</p> <p>Further, there are certain services such as corporate taxation, legal, internal audit etc. are rendered by SAMIL to all the group companies including MSWIL.</p> <p>The key rationale for undertaking these arrangements is to avoid duplication of resources thus making both the businesses, i.e., the businesses of SAMIL and company, cost-efficient.</p>
Duration of the proposed transactions	<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>
Pricing and Financial Arrangements	<p>A. Functional Services to be provided by SAMIL</p> <p>Costs of common resources shall be allocated between the company and SAMIL based on either:</p> <ol style="list-style-type: none"> 1. Revenues; or 2. Any other applicable metric as may be considered appropriate where revenue-based allocation may not be feasible. <p>For removal of doubts, it is clarified that in case any of cost, which is to shared between MSWIL and SAMIL NDWH, is incurred by MSWIL, the same is recovered on the same basis as above and the shared costs as disclosed are net, as are borne by MSWIL.</p> <p>B. For Others</p> <p>Pricing to be governed by the following principles:</p> <ol style="list-style-type: none"> 1. In case of any trading activities, there will be a mark-up on an arm's length basis; or 2. In-house developed solutions / services will be priced at comparable levels to market prices

7(e): Management Services

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	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.
Rationale of the Transaction	SAMIL and SWS had originally 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
Duration of the proposed transactions	The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.
Pricing and Financial Arrangements	<p>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.</p> <p>All agreement(s)/ arrangement(s) will be at an arm's length basis.</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. 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 of the 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.

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

Sl. No.	Particulars*	Proposed monetary limits (Amount in INR Millions)	% to the audited turnover of FY 22-23)	FY 23 quantum in INR million	Basis
7(a)	Purchase of wires, components, tools, jigs, fixtures, capital items etc.	30,000	42.51%	23,467	Proposed limits are forecasted based on company estimates, consideration of fluctuation of copper prices, localisation of wires and components, etc.
7(b)	Sales of components, WH etc.	2,000	2.83%	1,497	
7(c)	i) Lease / Sub-lease Arrangement	800	1.13%	670	<p>The actual amount may vary on account of changes in lease area of existing /new properties as well as basis escalation of 5% per annum, as determined by the independent valuer in their fairness opinion.</p> <p>The amount of security deposit made by the company under the lease/sub lease contract is Rs. 308 Million (approx) as on March 31, 2023. Amount of Security Deposit shall vary in accordance with any changes/new leases entered into by the company.</p>

7(d)	Functional Support Services	1,400	1.98%	1,017	Estimated based on operational requirement of the company.
7(e)	Management Services	570	0.81%	396	Estimated based on operational requirement of the company.

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

Place: Noida, Uttar Pradesh
Date: July 10, 2023

Pooja Mehra Company
Secretary
Membership No.: FCS 5088

Registered Office Address:

Unit 705, C Wing, ONE BKC
G Block, Bandra Kurla Complex Bandra East, Mumbai, Maharashtra – 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. Norikatsu Ishida (Director seeking Reappointment)	Mr. Yuichi Shimizu (Director seeking Appointment)
Director Identification No.	09443998	10059731
Date of Birth	13/03/1961	27/06/1969
Date of first Appointment on the Board	28/01/2022	10/07/2023
Qualification	Bachelor of Economics from Chuo University, Japan	Mr. Bachelor's degree in Business Administration from Hitotsubashi University (Tokyo, Japan).
Nature of expertise in specific Functional area	He has extensive accounting experience and expertise	He has over 3 decades of wide-ranging professional experience and has attained strong background of Leadership, Customer Relation, Finance, Merger and Acquisition, Risk Management, Compliance and Labor Management.
Remuneration last drawn from Company (in ₹)	N.A.	NA
Remuneration sought to be paid	N.A.	NA
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation	Liable to Retire by rotation
Number of Board Meetings attended during the year	6	*0
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Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	None
Membership/ Chairmanship of the Committee of the Company	1. Audit Committee 2. Stakeholder Relationship Committee 3. Risk Management Committee 4. Share Transfer Committee 5. Committee of Directors (Administrative Matters)	None
Directorship held in other Indian companies	Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited)	SWS India Management Support and Services Private Limited
Membership/ Chairmanship of the Committee of other Indian Companies	Membership in Committee: NIL	None
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	Name of Listed Companies in which he holds Directorship and the membership of Committees of the Board- -Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) Listed Entities from which he has resigned in the past three years- Nil	Name of Listed Companies in which he holds Directorship and the membership of Committees of the Board- Nil Listed Entities from which he has resigned in the past three years- Nil
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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	NA	NA

*Appointed as an Additional Director w.e.f July 10, 2023.