



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

Phone: +91 022 61354800; Fax: +91 022 61354801

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 6th (Sixth) Annual General Meeting (**'AGM'**) of the members of Motherson Sumi Wiring India Limited (**"Company"**/ **"MSWIL"**) is scheduled to be held on Tuesday, **July 28, 2026 at 12.15 P.M/1215 Hours (IST)** through Video Conferencing (**"VC"**) / Other Audio Visual Means (**"OAVM"**) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 0.58 (Fifty Eight Paise only) per equity share of face value of INR 1 (Rupee One Only) for the Financial Year 2025-26.
3. To appoint a director in place of Mr. Anurag Gahlot (DIN: 09455743), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Statutory Auditors of the Company, as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), having confirmed their eligibility for appointment as the Statutory Auditors of the Company and offered themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office for a term of four consecutive years from the conclusion of this 6th (Sixth) Annual General Meeting till the conclusion of the 10th (Tenth) Annual

General Meeting to be held in the year 2030 at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors and as specified in the statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

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 2026-27 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 & 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 2026-27, amounting INR 11,10,000 (Indian Rupees Eleven Lakh Ten Thousand only) plus applicable taxes thereon and 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.”

6. To consider and if thought fit, to pass with or without modification(s) the following resolution for payment of commission to non-executive directors of the company, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to other approvals as may be required, consent of the members be and is hereby accorded to the payment and distribution of such sum by way of commission, not exceeding in aggregate, 1% per annum of the net profits of the Company to Non-Executive Directors (including Independent Directors) who are neither in the whole-time employment nor Whole Time Director or some or any of them, the quantum, proportion and manner of such payment and distribution to be made as the

Board of Directors of the Company (herein after referred as “Board” which term shall include any duly authorised committee thereof) may from time to time decide for a period of five years, commencing from April 1, 2026 to March 31, 2031.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid 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 Sumitomo Wiring Systems Limited, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable 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 (“**SWS**”) a related party under the SEBI Listing Regulations for the transactions as stated below:

- (a) 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 spares/tools/jigs/fixtures etc;
- (b) Sale of wiring harness and its components and services;
- (c) To avail technical assistance and know-how by the company in relation to the manufacture and sale of wiring harness;
- (d) 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 inter-alia, 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.”

8. 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 as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the 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 (“SAMIL”) a related party under the SEBI Listing Regulations for the transactions as below:

- (a) purchase of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and spares / tools / jigs, etc.
- (b) Sale / supply of wiring harness, raw material and other parts and/or components and/or capital items thereof and services thereof;
- (c) To take on lease, sub-lease, license or sub-license properties / land in addition to premises taken on leases/sublease earlier for manufacturing units and other office premises and security deposits for properties on rent;
- (d) To avail various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, travel management and infrastructure support etc; and
- (e) 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, inter-alia, 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.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Ryuji Sakai (DIN - 11657219) 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. Ryuji Sakai (DIN: 11657219) 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.”

Date: July 1, 2026

Place: Noida, Uttar Pradesh

By order of the Board of
Motherson Sumi Wiring India Limited

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, India.

Phone: +91 022 61354800; Fax: +91 022 61354801

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

Corporate Office:

5th Floor, Plot No. 1, Sector -127,

Noida- Greater Noida Expressway, Noida-201301

Uttar Pradesh, India

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. 4-9 of the Notice is annexed hereto.**
2. Pursuant to 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, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 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, is annexed hereto.
4. Generally, members entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence attendance slip and Proxy Form is not annexed hereto.
5. Mr. DP Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS-2411; CP-1509) has been appointed as the Scrutinizer for the e-voting process in a fair and transparent manner.
6. 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 corporate@sgsassociatesllp.com with a copy marked to investorrelations@mswil.motherson.com.
7. 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.
8. 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.

9. 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.
10. The Company had fixed Tuesday, July 14, 2026 as the “**Record Date**” for the purpose of payment of dividend, for the Financial Year ended March 31, 2026, if declared at the AGM.
11. 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 June 15, 2026, 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.
12. 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.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - (a) For shares held in electronic mode: to their Depository Participants (DP);
 - (b) For shares held in physical mode: to the Company / Registrar and Share Transfer Agent in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/ 2021/655 dated November 3, 2021, format(s) of which are available on website of the Company at <https://www.mswil.motherson.com/performance/investors/shareholder-information>
14. 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_downloadhrd

15. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2025-26 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 2025-26 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. A letter providing the weblink for accessing the Integrated Annual Report for the Financial Year 2025-26 will be sent to those shareholders who have not registered their email address with the Company/Depository.
16. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. 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.
18. 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.
19. The AGM is being held by VC/ OAVM in compliance with MCA Circulars. Since AGM will be 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.

20. Voting by Electronic Means

- a. In compliance with the 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 cast their vote again.
- b. **The remote e-voting period begins on Friday, July 24, 2026 at 0900 Hours (IST) and ends on Monday, July 27, 2026 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., Tuesday, July 21, 2026, 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. July 21, 2026.

c. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting 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. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company on July 6, 2026.

The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, July 24, 2026 at 0900 Hours (IST) and ends on Monday, July 27, 2026 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., Tuesday, July 21, 2026, 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. July 21, 2026.

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 data-bbox="443 1227 1394 1624">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.<li data-bbox="443 1646 1394 1995">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website

	<p>of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 their existing my easi username & password. 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.

	<p>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.</p> <p>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.</p>
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.

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.com or call at 022 - 4886 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. 1800-21-09911

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.com 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 corporate@sgsassociatesllp.com with a copy marked to evoting@nsdl.com. 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 or send a request at evoting@nsdl.com to Ms. Pallavi Mhatre.

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 (Company email id). If you are an Individual shareholder 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 meetings for Individual shareholder holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.
2. Members are encouraged to join the AGM 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/have questions during the AGM 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. 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, July 22, 2026 with the Company.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Limited, Naman Chambers, Plot no. C-32, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, at the designated email id – evoting@nsdl.com or call on toll free no.: 022 – 4886-7000.

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 9 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

ITEM NO. 4

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No: 301003E / E300005) were appointed as Statutory Auditors of the Company at 1st Annual General Meeting ('AGM') of the Company held on September 14, 2021, for a period of five years commencing from the conclusion of 1st AGM till the conclusion of the 6th AGM. Consequently, M/s. S.R. Batliboi & Co. LLP, Chartered Accounts, will complete their first term of five (5) consecutive years as the statutory auditors of the Company at the conclusion of ensuing 6th AGM.

After evaluating and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports etc. the Audit Committee had recommended re appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of 4 (four) consecutive years to the Board of Directors of the Company.

Pursuant to Section 139(2) of the Companies Act, 2013 (the 'Act'), the Company can appoint a statutory auditor for a second term of 4 (four) consecutive years.

Accordingly, the Board of Directors on the recommendations of the Audit Committee vide its resolution dated July 1, 2026 approved re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of 4 (four) consecutive years, commencing from conclusion of 6th AGM till conclusion of 10th AGM of the Company, subject to the approval of the members at this AGM.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants ('the Audit Firm') is registered with the Institute of Chartered Accountants of India ('ICAI'). The Audit Firm is a peer reviewed audit firm and ensures auditor independence through involvement of multiple partners and/or partner rotation during the audit period. The Audit Firm is primarily engaged in providing audit and assurance services and certain tax assurance services to its clients. The Audit Firm is one of the largest audit firms in India.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors in terms of the provisions of the Sections 139(1), 141(2) and (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The remuneration of the Statutory Auditors was INR 9 million (approx.) (excluding taxes and out-of-pocket expenses) for the scope of work of financial statements of the Company for the FY 2025-26 and remuneration for FY 2026-27 shall be based on similar lines on the recommendation of the Audit Committee and mutually agreed between the Board of

Directors and the Statutory Auditors. The remuneration to be paid to Statutory Auditors for the remaining term shall be based on the recommendation of the Audit Committee and mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

The details of fees for all services paid by the Company to the Statutory Auditors and all entities in the network firm / network entity during the financial year 2025-26 is disclosed in the corporate governance report attached with the annual report of the Company. The members may note that the non-audit fee paid to the Statutory Auditors and all entities in the network firm / network entity during the financial year 2025-26 constitutes 56% of the total audit fees paid to the Statutory Auditor and all entities in the network firm / network entity during said financial year.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board / Audit Committee.

The Board recommends an Ordinary Resolution set forth in Item No. 4 of the Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 4.

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 Work 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 2026-27.

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.

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.

Accordingly, ratification by the members is sought for the remuneration of INR 11,10,000 (Indian Rupees Eleven Lacs Ten Thousand Only) payable to the Cost Auditors for the financial year 2026-27 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

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 Company's Non-executive Directors are professionals with high levels of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive Directors are actively involved in guiding the operating management team in strategy setting, business development, corporate governance, risk management and other areas of finance, information technology, security and taxation.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Whole-time Director. However, the sitting fees paid to the Non-Executive Directors are outside the purview of the above limits. Further pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of fees or compensation (other than sitting fees) to Non-Executive Directors shall require the approval of the shareholders by way of an ordinary resolution.

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 2026-27 for a period of five years i.e. from April 1, 2026 to March 31, 2031, 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 2025-26, it is proposed to pay the total commission of INR 27.50 Million (approx.) to the Independent Directors which is in line with approval received by shareholders of the company in the Annual General Meeting held on August 29, 2022. Company's Independent Directors are leading professionals with high level of expertise

and rich experience in functional areas. Commission payable to Independent Directors will be recommended in view of the performance of the company and commensurate with industry standards and contribution given by Independent Directors on the Board of the company.

Accordingly, it is proposed to seek approval from the shareholders of the company for the proposal of payment of commission from April 1, 2026 to March 31, 2031.

Non-executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise, in the Resolution of the Notice to the extent of the share of commission that may be received by them. The Whole-time Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

ITEM No.7

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") where the annual consolidated turnover of the Company is up to Rs. 20,000 crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

Further, such "material related party transactions" and subsequent material modifications requires prior approval of shareholders.

In the case of Company, based on the last audited financial statements, the annual turnover of the Company does not exceed Rs. 20,000 crore and accordingly, the 10% threshold is applicable for determining materiality under Regulation 23 of the SEBI Listing Regulations.

Further, the aggregate value of the proposed transactions with Sumitomo Wiring Systems Limited (SWS), during the FY 2026-27, does not exceed the aforesaid materiality threshold so determined and, therefore, does not qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations.

However, notwithstanding the above, and as a matter of abundant caution and in line with good corporate governance practices, the Company is seeking the approval of shareholders for the proposed transactions with SWS, considering that the value of such transactions is proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Rationale for the Related Party Transaction

Prior to the effectiveness of the Scheme of Demerger of Domestic Wiring Harness Division of Samvardhana Motherson International Limited (SAMIL) into the company (exercised by the company in 2022), SAMIL and SWS had entered into a technical assistance agreement, in relation to the Business demerged into the company. Further, SAMIL had been purchasing and selling 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 to and from SWS. The Company needed to enter into mentioned Related Party Transactions with SWS for continuance of its transactions with SWS as done prior to Demerger from Domestic Wiring Harness

Division into the Company.

The Company, had sought approval from its shareholders at 5th Annual General Meeting (“AGM”) held on Thursday, August 28, 2025, for various material related party transactions to be entered with SWS during Financial Year 2025-26.

Approval of the members of the Company is being sought at the ensuing **6th AGM** for entering into related party transactions during Financial Year 2026-27 on similar basis.

The members may note that the aforesaid transaction(s) with SWS are on an arm’s length basis and in an ordinary course of business. Further, terms and conditions of aforesaid transaction(s) are consistent with basis on which transaction(s) are entered into with unrelated parties. The aforesaid transaction(s) does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company.

In view of the above, the Company is seeking approval of the related party transactions with SWS. The objective of the proposed related party transactions is to ensure 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 Securities and Exchange Board of India (‘SEBI’) vide its recent Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, (‘Circular’) has mandated listed companies to follow ‘Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction’ (‘RPT Industry Standards’). The RPT Industry Standards’ prescribes information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions. Accordingly, information as required for approval of these Related Party Transactions were placed before the Audit Committee. The Audit Committee has also reviewed the certificate provided by Chief Operating officer & Whole Time Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The brief particulars of related party contracts and / or transactions and / or arrangements entered / to be entered into by the Company with SWS and corresponding approval sought 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 holds 25.34% of the equity share capital of the Company
Nature, material terms and particulars of the Contract or arrangement	Transactions will involve: 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 spares/tools/jigs/fixtures etc;

	<p>Sale / supply of wiring harness and other parts and/or components thereof and services;</p> <p>Availing Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness;</p> <p>Availing various support services by the company towards design and development, engineering services</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>Prior to the effectiveness of the Scheme of Demerger in 2022, SAMIL and SWS had entered into a technical assistance agreement, in relation to the Domestic Wiring Harness Business. Further SAMIL had been purchasing and selling wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipment's & 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 Extra Ordinary General Meeting (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 SWS and Company and such Related Party Transactions were also approved by the shareholders of the company in the Annual General Meeting (AGM's) of the Company held in the year 2022, 2023, 2024 and 2025. The objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing synergy and efficiencies for the Company and are in the best interest of the Company.</p> <p>The rationale/justifications for the proposed transactions are as follows:</p> <p>a. <u>Purchase of Raw Material/ components/ spares, Purchase of fixed assets and availing of Design Development and other support services from SWS</u></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 operation. Some components are necessarily required to be purchased from SWS due to being technology differentiated or intensive requiring significant interplay of SWS's technology. These</p>

	<p>components are either manufactured by SWS or by third party manufacturers with close collaboration with SWS. Overall, these transactions support design consistency, quality assurance, product development and operational continuity, thereby making them beneficial for MSWIL. In certain cases, it is being nominated by the OEM customers to source goods from SWS. Further in certain cases, certain components are sourced through SWS as they have preferential pricing terms with the local vendors enabling MSWIL to procure required components at competitive pricing.</p> <p>b. <u>Sales of Products/components to SWS including services</u> The objective of the proposed related party transactions was to ensure post scheme continuity of economies of scale thereby bringing efficiencies for the Company. Pursuant to the said arrangement and understanding, MSWIL during its ordinary course of business supplies certain components/ capital goods to SWS/ Sumitomo group entities, which are primarily manufacturer of auto components, and in certain specific cases renders certain services. Such sales/services are made either on customer specific requests or on need basis ensuring benefit of inhouse value chain for Group entities simultaneously increasing revenue and profits for MSWIL, on arm's length basis.</p> <p>c. <u>Payment of Royalty to SWS</u> The aforesaid arrangement benefits MSWIL in getting access to specialized technology, which is recognized and preferred by its customers, OEM as well, thereby helping MSWIL in increasing its market reputation and presence.</p>
Duration of the proposed transactions	The duration of this arrangement will be up to 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(s) for these transaction(s) contains termination provisions in line with long term commercial contracts of this nature.
Pricing and Financial Arrangements	Pricing for the proposed products, services including technical support services arrangements will be determined on an arm's-length basis established by the parties in accordance with applicable transfer pricing principles.

	<p>These components are necessarily required to be purchased from Sumitomo due to being technology differentiated or intensive requiring significant interplay of Sumitomo technology. Overall, these transactions support design consistency, quality assurance, product development and operational continuity, thereby making them beneficial for MSWIL. In certain cases, it is being nominated by the OEM customers to source goods from Sumitomo Japan or its affiliates. Further in certain cases, certain components are sourced through Sumitomo Japan or its affiliates as they have preferential pricing terms with the local vendors enabling MSWIL to procure required components at competitive pricing.</p> <p>The services and goods given/received to SWS are highly specialized and manufactured as per end-customer specifications, and since they are not traded in the open market, pricing is determined without a bidding process.</p> <p>a. <u>Purchase of Raw Material/ components/ spares, Purchase of fixed assets and including availing of Design Development and other support services from SWS</u> The prices are decided based on mutual negotiation between MSWIL and SWS, based on arm's length principles.</p> <p>b. <u>Sales of Products/components to SWS including services</u> The prices are decided based on mutual negotiation between MSWIL and SWS.</p> <p>c. <u>Payment of Royalty to SWS</u> SWS is remunerated by the way of arm's length royalty, linked to the net sales generated by MSWIL.</p>
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The members may note the information pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, in relation to Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are as follows:

S. No.	Particulars of the information	Information provided by the management
A. Minimum information of the proposed RPT, applicable to all RPTs		
A(1). Basic details of the related party		
1	Name of the related party	Sumitomo Wiring Systems Ltd. (SWS)
2	Country of incorporation of the related party	Japan
3	Nature of business of the related party	Manufacturing of Wiring harness & its components
A(2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Joint Venturer holding 25.34% shareholding in the company along with affiliate.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	SWS alongwith its affiliates holds 25.34% equity stake in MSWIL.															
A(3). Details of previous transactions with the related party																	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>Aggregate amount of INR 8,918 Mn. (as outlined below) in FY 2025-26</p> <table border="1" data-bbox="671 577 1327 1115"> <thead> <tr> <th data-bbox="671 577 767 667">S. No</th> <th data-bbox="767 577 1114 667">Transactions</th> <th data-bbox="1114 577 1327 667">Amounts in (INR Mn)</th> </tr> </thead> <tbody> <tr> <td data-bbox="671 667 767 824">1.</td> <td data-bbox="767 667 1114 824">Purchase of Raw Material/ components/ spares and Capital Goods</td> <td data-bbox="1114 667 1327 824">8,263</td> </tr> <tr> <td data-bbox="671 824 767 947">2.</td> <td data-bbox="767 824 1114 947">Sales of Products/components and Services</td> <td data-bbox="1114 824 1327 947">17</td> </tr> <tr> <td data-bbox="671 947 767 1070">3.</td> <td data-bbox="767 947 1114 1070">Design Development and other support services</td> <td data-bbox="1114 947 1327 1070">29</td> </tr> <tr> <td data-bbox="671 1070 767 1115">4</td> <td data-bbox="767 1070 1114 1115">Payment of Royalty</td> <td data-bbox="1114 1070 1327 1115">609</td> </tr> </tbody> </table>	S. No	Transactions	Amounts in (INR Mn)	1.	Purchase of Raw Material/ components/ spares and Capital Goods	8,263	2.	Sales of Products/components and Services	17	3.	Design Development and other support services	29	4	Payment of Royalty	609
S. No	Transactions	Amounts in (INR Mn)															
1.	Purchase of Raw Material/ components/ spares and Capital Goods	8,263															
2.	Sales of Products/components and Services	17															
3.	Design Development and other support services	29															
4	Payment of Royalty	609															
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not available as on the date of the notice, since the financial results for the June quarter will be finalized in due course.															
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No*															

* The Company has assessed that a default would arise only if the primary terms of the agreement with the related party are materially breached. Routine delays in payments, supplies, or services, within the scope of the contract, are not considered as defaults.

The company has not come across any instances in the above transactions that would be considered as defaults.

A(4). Amount of the proposed transactions

1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Aggregate amount of INR 10,145 Mn (as outlined below) in FY 2026-27		
		S. No	Transactions	Amounts in (INR Mn)
		1.	Purchase of Raw Material/ components/ spares and Capital Goods	9,220 ^a
		2.	Sales of Products/components and Services	100 ^b
		3.	Design Development and other support services	75 ^c
		4	Payment of Royalty	750 ^d
		^a The change is attributable to increased volumes from existing & new production programs. ^b The increase is due to increased projections from new production programs ^c The increase is due to increased projections of from new production programs ^d The increase is mainly due to growth in business volumes.		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No (Shareholders approval is being taken as a matter of abundant caution and in line with good corporate governance practices, considering that the value of such transactions is proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.)		

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of the proposed transactions as a percentage of the listed entity's annual Standalone Turnover is 8.84% as under		
		S. No	Transactions	% of annual Standalone Turnover of the Company
		1.	Purchase of Raw Material/ components/ spares and Capital Goods	8.03
		2.	Sales of Products/components and Services	0.09
		3.	Design Development and other support services	0.07
4	Payment of Royalty	0.65		
Sr. No.	Nature of Transactions	Value of Transaction as a percentage of company's Annual Standalone Turnover of FY 2025-26		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the	Value of the proposed transactions as a percentage of the related party's annual standalone turnover is 1.68% (as outlined below)		

	immediately preceding financial year, if available.	Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of FY 2025-26		
		S. No	Transactions	Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of for FY 2025-26
		1.	Purchase of Raw Material/ components/ spares and Capital Goods	1.53%
		2.	Sales of Products/components and Services	0.02%
		3.	Design Development and other support services	0.01%
		4	Payment of Royalty	0.12%
6	Financial performance of the related party for the immediately preceding financial year:	Refer Table Below		
		Particulars		FY 2025-2026 (INR Mn)
		Turnover		6,04,094
		Profit After Tax		19,434
		Net Worth		2,64,769
A(5). Basic details of the proposed transactions				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	For details, please refer Item No. Note No 7:		
		S No.	Transactions	Refer to Note
		1	Purchase of Raw Material/ components/ spares and Capital Goods	7(a)
2	Details of each type of			

	the proposed transaction	2	Sales of Products/components and Services	7(b)
		3	Design Development and other support services	7(a)
		4	Payment of Royalty	7(c)
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of INR 10,145 Mn		

6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Justification for the proposed transactions are explained in Item No. Note 7 (Rationale of the Transaction):</p> <table border="1" data-bbox="671 293 1327 779"> <thead> <tr> <th data-bbox="671 293 746 389">S No.</th> <th data-bbox="746 293 1187 389">Transactions</th> <th data-bbox="1187 293 1327 389">Refer to Note</th> </tr> </thead> <tbody> <tr> <td data-bbox="671 389 746 517">1</td> <td data-bbox="746 389 1187 517">Purchase of Raw Material/ components/ spares and Capital Goods</td> <td data-bbox="1187 389 1327 517">7(a)</td> </tr> <tr> <td data-bbox="671 517 746 613">2</td> <td data-bbox="746 517 1187 613">Sales of Products/components and Services</td> <td data-bbox="1187 517 1327 613">7(b)</td> </tr> <tr> <td data-bbox="671 613 746 710">3</td> <td data-bbox="746 613 1187 710">Design Development and other support services</td> <td data-bbox="1187 613 1327 710">7(a)</td> </tr> <tr> <td data-bbox="671 710 746 779">4</td> <td data-bbox="746 710 1187 779">Payment of Royalty</td> <td data-bbox="1187 710 1327 779">7(c)</td> </tr> </tbody> </table>	S No.	Transactions	Refer to Note	1	Purchase of Raw Material/ components/ spares and Capital Goods	7(a)	2	Sales of Products/components and Services	7(b)	3	Design Development and other support services	7(a)	4	Payment of Royalty	7(c)
S No.	Transactions	Refer to Note															
1	Purchase of Raw Material/ components/ spares and Capital Goods	7(a)															
2	Sales of Products/components and Services	7(b)															
3	Design Development and other support services	7(a)															
4	Payment of Royalty	7(c)															
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>a) Mr. Soichiro Namba b) Mr. Ryuji Sakai</p> <p>a) Mr. Soichiro Namba - Nil b) Mr. Ryuji Sakai - Nil</p>															
8	A copy of the valuation or other external party report, if any, shall be placed	Not Applicable															

	before the Audit Committee.	
9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

S. No.	Particulars of the information	Information provided by the management															
<u>B. Information to be provided <i>only</i> if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</u>																	
B(1). Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances																	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	For details, please refer Item Note No 7 coming in "Nature, material terms and particulars of the Contract or arrangement":															
2	Basis of determination of price.	<table border="1"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>Refer to Note in Rationale of Transaction</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>a</td> </tr> <tr> <td>2</td> <td>Sales of Products/components and Services</td> <td>b</td> </tr> <tr> <td>3</td> <td>Design Development and other support services</td> <td>a</td> </tr> <tr> <td>4</td> <td>Payment of Royalty</td> <td>c</td> </tr> </tbody> </table>	S No.	Transactions	Refer to Note in Rationale of Transaction	1	Purchase of Raw Material/ components/ spares and Capital Goods	a	2	Sales of Products/components and Services	b	3	Design Development and other support services	a	4	Payment of Royalty	c
S No.	Transactions	Refer to Note in Rationale of Transaction															
1	Purchase of Raw Material/ components/ spares and Capital Goods	a															
2	Sales of Products/components and Services	b															
3	Design Development and other support services	a															
4	Payment of Royalty	c															
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable															

S. No.	Particulars of the information	Information provided by the management
B(7). Disclosure <i>only</i> in case of transactions relating to payment of royalty		
1	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	Not Applicable
	b. For transfer of technology know-how	100%
	c. For professional fee, corporate management fee or any other fee	Not Applicable
	d. Any other use (specify)	Not Applicable
2	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount 	Not Applicable, as the Company is paying royalty for the technical assistance and know-how in the proposed transaction to SWS, which is not the Parent Company of MSWIL.
3	Sunset Clause for Royalty payment, if any.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
C(6). Disclosure <i>only</i> in case of transactions relating to payment of royalty		
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	
	FY 2023-2024	INR 475 Mn
	FY 2024-2025	INR 545 Mn
	FY 2025-2026	INR 609 Mn
2	Purpose for which royalty was paid to the related party during the last three financial years.	
	a. For use of brand name / trademark	Not Applicable
	b. For transfer of technology know-how	100%
	c. For professional fee, corporate management fee or any other fee	Not Applicable
	d. Any other use (specify)	Not Applicable
3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2023-2024	7.44%
	FY 2024-2025	8.99%
	FY 2025-2026	9.74%
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	FY 2023-24 :
		Change in Royalty: 20.25% Change in Turnover: 17.73% Change in Profits after Tax : 31.07%
		FY 2024-25 :
		Change in Royalty: 14.74% Change in Turnover: 11.96% Change in Profit After Tax: (5.08)%
		FY 2025-26 :
		Change in Royalty: 11.78% Change in Turnover: 23.03% Change in Profit After Tax: 3.19%

5	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	Not Applicable. Based on the assessment made by the Company there are no relevant industry peers which can be considered for an apple-to-apple comparison with the company, for payment of royalty.
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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. Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. The members may also note that the above mentioned RPTs are continuing transactions and have already been approved by MSWIL's Audit Committee and shareholders in the past. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 7 to this notice.

As enumerated above, the aggregate value of the proposed transactions with Sumitomo Wiring Systems Limited (SWS), during the FY 2026-27, does not exceed the aforesaid materiality threshold so determined and, therefore, does not qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations. However, notwithstanding the above, and as a matter of abundant caution and in line with good corporate governance practices, the Company is seeking the approval of shareholders for the proposed transactions with SWS, considering that the value of such transactions is proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the SEBI 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 afore-mentioned resolution(s) under Item No. 7.

The related party contracts, transactions and/or arrangements detailed above are effective from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out above exclude any taxes that may be payable under applicable laws.

Mr. Soichiro Namba and Mr. Ryuji Sakai 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.

Item No. 8

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) where the annual consolidated turnover of the Company is up to Rs. 20,000 crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

Further, such “material related party transactions” and subsequent material modifications requires prior approval of shareholders.

The Company had sought approval from its shareholders at 5th Annual General Meeting (“**AGM**”) for material related party transactions to be entered with Samvardhana Motherson International Limited (“**SAMIL**”) during Financial Year 2025-26. Similarly, approval of the members of the Company is being sought at the ensuing 6th AGM for entering related party transactions during Financial Year 2026-27.

Further, the aggregate value of the proposed transactions with SAMIL, during the FY 2026-27, exceeds the materiality threshold so determined and, therefore, qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations.

Rationale for the Related Party Transactions

As the members are aware that pursuant to the order of the Hon’ble National Company Law Tribunal, Mumbai Bench – IV dated December 22, 2021, the domestic wiring harness undertaking of the SAMIL was demerged into MSWIL with effect from January 5, 2022. Further, after demerger the Company and/or SAMIL continue to have various inter-dependencies. The Company is proposing to continue Related Party Transactions with SAMIL. SAMIL either directly or through its subsidiaries and/or joint ventures 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 leveraging Company’s cost-efficiency by procuring wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components. Also, SAMIL has a central team for some of the key functions in areas of design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, services of which are availed by the Company. Accordingly, to ensure that the benefit of the in-house value chain of SAMIL is available to Company and to bring efficiency in the functioning of the Company, certain related party transactions need to be undertaken, more specifically mentioned in enabling resolution.

Keeping in view criticality of such Related Party Transactions, the said transactions were approved by the shareholders of the company in the previous Annual General Meeting (AGM’s) of the Company held in the year 2022, 2023, 2024 and 2025.

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.

The Securities and Exchange Board of India ('SEBI') vide its recent Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow 'Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction' ('RPT Industry Standards'). The RPT Industry Standards prescribes information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions.

The Audit Committee has also reviewed the certificate provided by Chief Operating officer & Whole Time Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Accordingly, information as required for approval of Related Party Transactions were placed before the Audit Committee. The same has also been incorporated below as a part of the Explanatory Statement along with the brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under.

8(a): Purchase of raw material/ components, wires and capital goods by Company from SAMIL

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company holds 33.43% of the equity share capital of the Company.
Nature, material terms and particulars of the contract or arrangement	<p>The transactions are in relation to purchase of various goods such as wire, tape and other components, child parts of wiring harness components and moulds, rubber parts, connector, raw materials, equipment & machines and capital spares / tools / jigs / fixtures etc. which are used to manufacture / assemble wiring harnesses, as required by company from time to time.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., inter-alia, 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	SAMIL over years has developed in-house capability of manufacturing various products including child parts required in manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby providing competitive advantage.

	<p>The company sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components which are required to manufacture/assemble wiring harness product as required by the original equipment manufacturers (“OEMs”) from SAMIL. The company also procures certain capital items as required on time-to-time basis for its business from SAMIL.</p> <p>The aforementioned proposed transactions will ensure that the benefit of inhouse value chain is available to the company at arm's length prices. Further, the objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing efficiencies for the company.</p> <p>These transactions will ensure continuity to existing operations and they are in the best interest of the company as well as SAMIL.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement sought will be up to 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 contains termination provisions in line with long term commercial contracts of this nature.</p>
<p>Pricing and Financial Arrangements</p>	<p>Pricing for products will be based on an arm’s-length basis established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and benchmarked margins for different activities based on transfer pricing principles.</p> <p>The goods purchased from SAMIL are highly specialized and manufactured as per end-customer specifications, and since they are not traded in the open market, pricing is determined without a bidding process.</p>

8(b) Sale of Products/ components - wiring harness and other parts (including capital items) and/or components thereof and services and/or raw material and capital items thereof.

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company holds 33.43% of the equity share capital 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 raw materials and components of wiring harness, wiring harness and capital items required for manufacturing as well as provision of certain services.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., inter-alia, 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 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 and customer centricity. and it is also leveraging upon technology of its technology partner, Sumitomo Wiring Systems Ltd., Japan. .</p> <p>SAMIL require wiring harness as child parts, components (customer dedicated material) for the manufacturing/ assembly of the final product. Given company's world-class technology, vast experience and its competitive position, it currently supplies wiring harness in its ordinary course of business (some of which may be sourced by the company from outside suppliers) to SAMIL at arm's length basis. Further, in connection with the manufacturing of wiring harness, the company also supplies certain raw material/components as per the requirements.</p> <p>The transaction will be at an arms' length and in the ordinary course of business.</p>

Duration of the proposed transactions	<p>The duration of this arrangement will be up to 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 contains termination provisions in line with long term commercial contracts of this nature.</p>
Pricing and Financial Arrangements	<p>With respect to the ongoing models / programs for the supply of wiring harness, raw materials and components by the company, the pricing and financial arrangements will be as per existing terms (which are on an arm's length basis / comparable terms).</p> <p>In respect to the future business, the prices are to be mutually determined basis negotiations on comparable terms from third party supplier and / or customer target price decided at the time of award of contract by OEMs.</p> <p>The goods procured by SAMIL from the company are specialized and manufactured as per customer-specific designs and requirements and therefore are not subject to a bidding process.</p>

8(c): Lease rentals and Security Deposits paid and Security Deposits received back - To take on lease, sub-lease, license or sub-license properties from SAMIL and to provide Security Deposits for additional properties on rent.

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the Company holds 33.43% of the equity share capital of the Company.
Nature, material terms and particulars of the contract or arrangement	<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 and/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/additional properties on lease.</p>

	<p>In addition to the above Company is also paying the lease rent for common area used by the Company and SAMIL jointly for common business operations.</p> <p>Further, company proposes to expand its operations through new plants/existing plants during financial year 2026-27 which will be undertaken after discussions with the customers based on their requirements.</p> <p>Lease for new plants shall be entered into at Arm's Length at the time of handing over of plants 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 with necessary process documentation.</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(ies)</p>
<p>Rationale of the Transaction</p>	<p>The company and/or SAMIL, operates through various manufacturing units and offices, located in various states of India, including, Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand, Rajasthan and Tamil Nadu.</p> <p>The land and / or building of manufacturing and offices are owned and / or leased in the name of SAMIL. Further, certain lease lands are on long term leases taken from government authorities / industrial parks.</p> <p>Manufacturing units and offices have been given on lease / sub- lease by SAMIL to the company, including additional properties as may be commercially agreed between the company and SAMIL. This arrangement enables the company to work in close collaboration with SAMIL which is important given the interdependencies/overlap in their respective supply chains.</p>

	<p>Further, since the demerger of the domestic wiring harness division, SAMIL continues to provide various properties / land on lease to the company on an arm's length basis. The company is occupying the strategic locations in proximity to the customer locations, moving to the other location may cause business disruption.</p>
<p>Duration of the proposed transactions</p>	<p>Considering the nature of assets which are given on lease, the agreement for these lease / sub-lease will be on long term lease for a period as per mutual agreement between the Company and SAMIL.</p> <p>The agreements contain termination provisions, applicable post expiry of lock-in period, in line with long term commercial contracts of this nature.</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 interalia 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's held in the year 2022, 2023, 2024 and 2025.</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>Pricing and Financial Arrangements</p>	<p>To ensure that fairness of annual lease rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an independent valuer carries out detailed evaluation for the respective lease agreements to support the fairness of the terms of the lease agreement including annual lease rentals, escalation and security deposit.</p> <p>The fair valuation of lease rentals was carried out by Knight Frank, an independent valuer. The valuation report is available at company's website at https://www.mswil.motherson.com.</p> <p>Further, arm's length terms for future leases will also be based on a valuation report to be obtained from independent valuer of repute.</p> <p>The majority of leased properties have continued since the demerger of the domestic wiring harness business, and fair rent is determined through an independent valuation; hence, no bidding process is followed.</p>

8(d): Shared Cost between SAMIL & MSWIL and Management Consultancy - To avail various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, Travel Management and infrastructure support etc;

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the Company holds 33.43% of the equity share capital 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, 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 availed by the company</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"> - Finance, procurement, logistics, human resources services, infrastructure support services and other common services. - Design and development teams and information technology teams. - Supplier qualification, quality assurance and validation of new parts etc. - Process, product and production engineering teams. <p>The continuation of this arrangement is driven by business synergies, operational efficiency, confidentiality requirements and optimal utilisation of specialised resources. The shared services model enables cost optimisation through economies of scale, ensures consistent quality standards and facilitates seamless coordination across businesses. While the arrangement originated post the demerger of the domestic wiring harness business into the Company in 2022,</p>

	<p>its continuance is primarily based on ongoing commercial benefits and operational efficiencies for both entities. Both parties, being independent entities, continue this arrangement based on ongoing business requirements and mutual commercial benefit.</p> <p>B. Others SAMIL hosts certain capabilities within the Group centrally relating to matters such as legal, audit, taxation, secretarial, central procurement etc.</p> <p>The company avails these services from SAMIL on the basis of arm's length consideration. The key rationale for undertaking these arrangements is to achieve efficiency and avoid duplication of resources thus making businesses of the company and SAMIL cost efficient.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement will be up to 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>
<p>Pricing and Financial Arrangements</p>	<p>A. Functional Services to be availed by the Company Costs of common resources shall be allocated between the company and SAMIL's export wiring harness businesses operating out of India, based on either</p> <ul style="list-style-type: none"> - Sale; or - 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 be shared between the company and SAMIL and is initially incurred for the Company, will be recovered from SAMIL on the same basis as above.</p> <p>B. Others Pricing to be governed by following principles:</p> <ul style="list-style-type: none"> - In case of any trading activities, there will be a mark-up on arm's length basis; or

	<p>- In-house developed solutions / services to be priced at comparable levels to market prices.</p> <p>These transactions relate to specific cost-sharing arrangements between the two companies, driven by operational synergies and cost optimization, and therefore do not involve a bidding process.</p>
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8(e): Availing Management Services - To avail various management services, including management support and advice, local relationships and ground level assistance

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the Company holds 33.43% of the equity share capital 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	<p>SAMIL and Sumitomo Wiring Systems, Ltd., Japan ("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, inter-alia, 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.</p> <p>Further, the company benefits from the management guidance and support of the management of SAMIL.</p> <p>The contribution of SAMIL in terms of management support, advice and other such incidental aspects are crucial to the growth and development of the</p>

	<p>company's business, which is required on an ongoing basis.</p> <p>Accordingly, the company continues to avail strategic guidance, operational and management support from SAMIL pursuant to the demerger on an arm's length basis.</p>
Duration of the proposed transactions	<p>The duration of this arrangement will be up to 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 agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.</p>
Pricing and Financial Arrangements	<p>For Management Services (Management guidance and the continued support in the wiring harness business) to be availed by the company from SAMIL, the arrangement will have identical commercial terms / parameters as of the technical services agreement between the company and Sumitomo Wiring Systems Ltd., Japan.</p> <p>All agreement(s)/ arrangement(s) will be at an arm's length basis.</p> <p>This ongoing support is availed by the company for growth and development of the business. Leveraging SAMIL's proprietary expertise, this highly specialized support is unique and unavailable in the general commercial market. Because no comparable alternative service providers exist, competitive bidding was not engaged.</p>

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the information	Information provided by the management
<u>A. Minimum information of the proposed RPT, applicable to all RPTs</u>		
A(1). Basic details of the related party		
1	Name of the related party	Samvardhana Motherson International limited (SAMIL)
2	Country of incorporation	India

	n of the related party	
3	Nature of business of the related party	Manufacturing of Wiring harness & its components/Functional Support Services
A(2). Relationship and ownership of the related party		
	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Joint Venturer
1	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of	Not Applicable

	transaction involving the subsidiary).																			
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	SAMIL holds 33.43% equity stake in MSWIL.																		
A(3). Details of previous transactions with the related party																				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Aggregate amount of INR 48,480 Mn* (as outlined below)																		
		<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR Mn)</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>44,401</td> </tr> <tr> <td>ii)</td> <td>Sales of Products/components and Services</td> <td>960</td> </tr> <tr> <td>iii)</td> <td>Lease rentals and Security Deposits paid</td> <td>1,000</td> </tr> <tr> <td>iv)</td> <td>Functional Support Services</td> <td>1,510</td> </tr> <tr> <td>v)</td> <td>Provision for Management Fee</td> <td>609</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2025-2026 (INR Mn)	i)	Purchase of Raw Material/ components/ spares and Capital Goods	44,401	ii)	Sales of Products/components and Services	960	iii)	Lease rentals and Security Deposits paid	1,000	iv)	Functional Support Services	1,510	v)	Provision for Management Fee	609
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v)	Provision for Management Fee	609																		
*After netting off																				
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not available as on the date of notice since the financial results for the June quarter will be finalized in due course.																		
3	Any default, if any, made by a related party concerning	None																		

any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.

A(4). Amount of the proposed transactions

		Aggregate amount of INR 85,918 Mn (as outlined below)																		
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v)	Provision for Management Fee	750 ^e																		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	<p>^a The increase is due to higher commodity prices and increased volumes from existing and new production programs.</p> <p>^b The increase is primarily on account of raw material (e.g Copper Wire) sale to SAMIL of INR 7,000 mn at arm's length prices and balance is on account of higher business volumes.</p> <p>^c The increase is on account of rent escalations and revisions on rental charges on renewals and additional properties leased for new manufacturing locations.</p> <p>^d The Company obtains management services (i.e strategic advisory, operational and management support) the increase is attributable to the additional support required for business growth.</p> <p>^e The increase is mainly due to growth in business volumes.</p>																		
2	Whether the proposed transactions taken together with the transactions undertaken with the	Yes																		

	related party during the current financial year would render the proposed transaction a material RPT?																			
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	<p>74.85% (as outlined below)</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Value of Transaction as a percentage of company's Annual Standalone Turnover of for FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>63.37%</td> </tr> <tr> <td>ii)</td> <td>Sales of Products/components and Services</td> <td>8.11%</td> </tr> <tr> <td>iii)</td> <td>Lease rentals and Security Deposits paid</td> <td>1.00%</td> </tr> <tr> <td>iv)</td> <td>Functional Support Services</td> <td>1.72%</td> </tr> <tr> <td>v)</td> <td>Provision for Management Fee</td> <td>0.65%</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Value of Transaction as a percentage of company's Annual Standalone Turnover of for FY 2025-26	i)	Purchase of Raw Material/ components/ spares and Capital Goods	63.37%	ii)	Sales of Products/components and Services	8.11%	iii)	Lease rentals and Security Deposits paid	1.00%	iv)	Functional Support Services	1.72%	v)	Provision for Management Fee	0.65%
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iii)	Lease rentals and Security Deposits paid	1.00%																		
iv)	Functional Support Services	1.72%																		
v)	Provision for Management Fee	0.65%																		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable																		
5	Value of the proposed transactions as a percentage	6.82% (as outlined below)																		

	of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Sr. No.	Nature of Transactions	Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of for FY 2025-26
		i)	Purchase of Raw Material/ components/ spares and Capital Goods	5.77%
		ii)	Sales of Products/components and Services	0.74%
		iii)	Lease rentals and Security Deposits paid	0.09%
		iv)	Functional Support Services	0.16%
		v)	Provision for Management Fee	0.06%
6	Financial performance of the related party for the immediately preceding financial year:	Financial performance based on standalone financials of the Related Party. Refer Table Below		
		Particulars	FY 2025-2026 (INR Mn)	
		Turnover	1,23,741	
		Profit After Tax	17,962	
		Net Worth	3,78,155	
A(5). Basic details of the proposed transactions				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The specific type and details of transactions are as follows:		
2	Details of each type of the proposed transaction	Sr. No.	Nature of Transactions	Details of Transaction
		i)	Purchase of Raw Material/ components/ spares and Capital Goods	For details of the proposed transaction, refer Item No. 8(a)
		ii)	Sales of Products/components and Services	For details of the proposed

				transaction, refer Item No. 8(b)
		iii)	Lease rentals and Security Deposits paid	For details of the proposed transaction, refer Item No. 8(c)
		iv)	Functional Support Services	For details of the proposed transaction, refer Item No. 8(d)
		v)	Provision for Management Fee	For details of the proposed transaction, refer Item No. 8(e)
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of proposed transactions would be INR 85,918 mn in FY 2026-2027. These would be executed within the financial year.		

6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Justification for the proposed transactions are explained as below:</p> <table border="1" data-bbox="475 197 1353 497"> <thead> <tr> <th data-bbox="475 197 555 264">Sr. No.</th> <th data-bbox="555 197 1129 264">Nature of Transactions</th> <th data-bbox="1129 197 1353 264">Refer to Note</th> </tr> </thead> <tbody> <tr> <td data-bbox="475 264 555 331">i)</td> <td data-bbox="555 264 1129 331">Purchase of Raw Material/ components/ spares and Capital Goods</td> <td data-bbox="1129 264 1353 331">Item No. 8(a)</td> </tr> <tr> <td data-bbox="475 331 555 365">ii)</td> <td data-bbox="555 331 1129 365">Sales of Products/components and Services</td> <td data-bbox="1129 331 1353 365">Item No. 8(b)</td> </tr> <tr> <td data-bbox="475 365 555 409">iii)</td> <td data-bbox="555 365 1129 409">Lease rentals and Security Deposits paid</td> <td data-bbox="1129 365 1353 409">Item No. 8(c)</td> </tr> <tr> <td data-bbox="475 409 555 454">iv)</td> <td data-bbox="555 409 1129 454">Functional Support Services</td> <td data-bbox="1129 409 1353 454">Item No. 8(d)</td> </tr> <tr> <td data-bbox="475 454 555 497">v)</td> <td data-bbox="555 454 1129 497">Provision for Management Fee</td> <td data-bbox="1129 454 1353 497">Item No. 8(e)</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Refer to Note	i)	Purchase of Raw Material/ components/ spares and Capital Goods	Item No. 8(a)	ii)	Sales of Products/components and Services	Item No. 8(b)	iii)	Lease rentals and Security Deposits paid	Item No. 8(c)	iv)	Functional Support Services	Item No. 8(d)	v)	Provision for Management Fee	Item No. 8(e)
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7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether																			

	directly or indirectly.	
	a. Name of the director / KMP	a) Mr. Vivek Chaand Sehgal, Promoter Director b) Mr. Laksh Vaaman Sehgal, Promoter Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a) Mr. Vivek Chaand Sehgal holds 12.49% shareholding in SAMIL directly and; <ul style="list-style-type: none"> - 0.39% through Motherson Engineering Research and Integrated Technologies Limited - 0.46% through Advance Technologies & Automotive Resources Pte. Ltd. - 3.63% Radha Rani Holdings Pte. Ltd. b) Mr. Laksh Vaaman Sehgal hold 0.01% shareholding in SAMIL directly and; <ul style="list-style-type: none"> - 9.46% through Renu Sehgal Trust; - 0.39% through Motherson Engineering Research and Integrated Technologies Limited - 0.46% through Advance Technologies & Automotive Resources Pte. Ltd. - 3.63% through Radha Rani Holdings Pte. Ltd.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes. Kindly refer to para 8(c) pertaining to rent income and security deposits.
9	Other information relevant for decision making.	NA

S. No.	Particulars of the information	Information provided by the management
B. Information to be provided <i>only</i> if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A		
B(1). Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for	Information on bidding process and basis of determination of price is described below:

	choosing a party for sale, purchase or supply of goods or services.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Refer to Note</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>Item No. 8(a)</td> </tr> <tr> <td>ii)</td> <td>Sales of Products/components and Services</td> <td>Item No. 8(b)</td> </tr> <tr> <td>iii)</td> <td>Lease rentals and Security Deposits paid</td> <td>Item No. 8(c)</td> </tr> <tr> <td>iv)</td> <td>Functional Support Services</td> <td>Item No. 8(d)</td> </tr> <tr> <td>v)</td> <td>Provision for Management Fee</td> <td>Item No. 8(e)</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Refer to Note	i)	Purchase of Raw Material/ components/ spares and Capital Goods	Item No. 8(a)	ii)	Sales of Products/components and Services	Item No. 8(b)	iii)	Lease rentals and Security Deposits paid	Item No. 8(c)	iv)	Functional Support Services	Item No. 8(d)	v)	Provision for Management Fee	Item No. 8(e)
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2	Basis of determination of price.																			
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:																			
	a. Amount of Trade advance	No																		
	b. Tenure	NA																		
	c. Whether same is self-liquidating	NA																		

The members may note that the aforesaid transaction(s) with SAMIL are on an arm's length basis and in an ordinary course of business. Further, terms and conditions of aforesaid transaction(s) be consistent with basis on which transaction(s) are entered into with unrelated parties. The aforesaid transaction(s) does not relate to any loans, inter-corporate deposits, advances or investments made or given by 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. The members may also note that the above mentioned RPTs are continuing transactions and have already been approved by MSWIL's Audit Committee and shareholders in the past. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 8 to this notice.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter (holding shareholding of 12.49%) and Director of SAMIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and relative of Mr. Vivek Chaand Sehgal is also Promoter and Director of SAMIL. Accordingly, above promoter directors and/or their nominees/relatives may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. 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. 8.

The related party contracts, transactions and/or arrangements detailed above are effective from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out above exclude any taxes that may be payable under applicable laws. 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 above limits have been calculated on Annualised basis and shall get adjusted *pro-rata* depending upon gap between two Annual General Meetings. The materiality threshold for the above said related party transactions will not be breached before the time of undertaking this shareholders' approval.

The policy on the Related Party Transactions as adopted by the Company and as amended from time to time, is disclosed on the web-site of the Company and same is followed while entering into the transactions with related parties.

ITEM NO.9

The members may note that M/s. Sumitomo Wiring Systems Limited, Japan (“SWS”) has proposed nomination of Mr. Ryuji Sakai (DIN:11657219) as a Director on the Board of your Company in place of Mr. Yuichi Shimizu effective April 28, 2026. The Nomination and Remuneration Committee of the Company has evaluated profile of Mr. Ryuji Sakai and considering skills, knowledge and experience possessed by Mr. Sakai and synergy of such skills and expertise with business of the Company and need of such knowledge from Company’s customers and other stakeholder’s perspective, had recommended to the Board of Directors of the Company, appointment of Mr. Ryuji Sakai as a Director of the Company. The Nomination and Remuneration Committee while making such recommendation to the Board, in its meeting held on April 28, 2026, 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. Ryuji Sakai, the Board of Directors of the Company in its meeting held on April 28, 2026, appointed Mr. Ryuji Sakai as an Additional Director of the Company, with immediate effect. Mr. Sakai 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. Ryuji Sakai 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.

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. Ryuji Sakai 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. Ryuji Sakai appointment as a director would be of immense benefit to the Company and recommends appointment of Mr. Ryuji Sakai as Director on the Board of the company.

Mr. Ryuji Sakai 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. Ryuji Sakai shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Ryuji Sakai, 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. 9 of the accompanying Notice of this General Meeting.

By order of the Board of
Motherson Sumi Wiring India Limited

Pooja Mehra
Company Secretary
Membership No-FCS 5088

Date: July 1, 2026

Place: Noida, Uttar Pradesh

Registered Office Address

Unit 705, C Wing, ONE BKC,

G Block, Bandra Kurla Complex, Bandra East,

Mumbai, Maharashtra-400051

Phone: +91 022 61354800; Fax: +91 022 61354801

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

Corporate Office:

5th Floor, Plot No. 1, Sector -127,

Noida- Greater Noida Expressway, Noida-201301

Uttar Pradesh, India

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. Anurag Gahlot	Mr. Ryuji Sakai
Director Identification Number	09455743	11657219
Age	25/07/1974 (52 years)	22/06/1970 (56 years)
Date of first Appointment on the Board	28/01/2022	28/04/2026
Qualification	Diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh.	Graduated from Hitotsubashi University (Tokyo, Japan).
Nature of expertise in specific Functional area	He has experience of more than 31 years in the automobile sector.	He has over 30 years of extensive experience in sales and international business operations through diverse roles since his joining in Sumitomo Electric Industries, Ltd. (SEI) and Sumitomo Wiring Systems, Ltd. (SWS). He has managed a wide range of client relationships and business activities for major automotive customers, including order strategy, price negotiation, and profit and loss management.
Remuneration last drawn from Company (in ₹)	INR 2,42,11,239 (approx.)	Mr. Ryuji Sakai being a non-executive director, is not entitled for any remuneration from the Company.

Name of Director	Mr. Anurag Gahlot	Mr. Ryuji Sakai
Remuneration sought to be paid	N.A.	N.A.
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	8	Not Applicable*
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	Nil
Membership/ Chairmanship of the Committee of the Company	<ul style="list-style-type: none"> ▪ Corporate Social Responsibility Committee ▪ Risk Management Committee ▪ Committee of Directors (Administrative Matters) ▪ Sustainability Committee 	
Directorship held in other Indian companies	Nil	1. Motherson Technology Services Limited 2. SWS India Management Support and Service Private Limited
Membership/ Chairmanship of the Committee of other Indian Companies	Nil	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the	Nil	Nil

Name of Director	Mr. Anurag Gahlot	Mr. Ryuji Sakai
board along with listed entities from which the person has resigned in the past three years.		
Number of shares held in the Company including shareholding as a beneficial owner	50820	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	Not Applicable	Not Applicable

**Appointed as Director w.e.f April 28, 2026*