



SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

Regd. Off. Unit 705, C Wing, ONE BKC, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra

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Website: smil.co.in, email- smil@motherson.com CIN No.: U74900MH2004PLC287011

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extra Ordinary General Meeting of the members of Samvardhana Motherson International Limited will be held at 4.00 P.M. on Thursday, January 20, 2022 through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses as:

SPECIAL BUSINESS

1. **APPOINTMENT OF M/S R N MARWAH & CO. LLP AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION OF M/S S. R BATLIBOI & CO LLP, CHARTERED ACCOUNTANTS**

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

“**RESOLVED THAT** in supersession of the Resolution passed by the Members at the 12th Annual General Meeting of the Company held on September 18, 2017 and pursuant to Circular no. RBI / 2021-22 / 25 - Ref. No. DoS. CO. ARG / SEC. 01 / 08.91.001 / 2021-22 dated April 27, 2021 issued by the Reserve Bank of India (“**RBI Guidelines**”) and Frequently Asked Questions dated June 11, 2021 (“RBI Guidelines”), including any amendments, modifications, variations or re-enactments thereof, from time to time, and pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Audit and Auditors) Rules, 2014, on the basis of recommendation of Audit Committee and Board of Directors (the Board) of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. R N Marwah & Co LLP, Chartered Accountants, (Firm Regn No. 001211N/N500019) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, as the Statutory Auditors of the Company, to hold office from conclusion of this shareholders Meeting till conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to the Statutory Auditor from time to time, apart from reimbursement of travelling / other out-of-pocket expenses incurred by them in connection with the audit and applicable taxes.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem

necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the respective incoming Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

2. REAPPOINTMENT OF MR. SANJAY MEHTA (DIN: 03215388) AS WHOLE TIME DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the basis of recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors (the Board) of the Company approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Sanjay Mehta (DIN: 03215388) as Whole Time Director of the Company, for a period for a period of one year w.e.f May 24, 2021 (whose office shall be liable to retire by rotation) on the terms and conditions including remuneration as mentioned below:

1. REMUNERATION

Basic Salary in the range of Rs. 9,00,000 /- to Rs. 12,00,000/- per month, with such annual increments at the discretion of the Board from time to time.

2. ALLOWANCES

He will be entitled to Bonus as per rules of the Company and other allowances like House Rent Allowance in lieu thereof, medical reimbursement, leave travel concession for self and his family including dependants, personal accident insurance, children education allowance, other perquisites and amenities in accordance with the rules of the Company.

3. PERQUISITES AND OTHER TERMS

(a) He will be entitled to Company’s contribution to Provident Fund, Superannuation Fund and Annuity Fund, if any.

(b) He will be entitled to Company’s car and a mobile phone.

(c) Payment of gratuity as per the policy of the Company.

(d) Encashment of leave as per policy of the Company.

(e) The aforesaid appointment may be terminated by either party giving three months notice in advance.

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory

modification(s) or re-enactment there of; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Sanjay Mehta, the Company has no profits or its profits are inadequate in any financial year, the above remuneration aggregate of which shall not exceed Rs. 3 Crores p.a. shall be payable to him as minimum remuneration notwithstanding the aggregate remuneration exceeds the limit prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all steps, sign all documents and to do all such other acts, deeds and things as may be required for giving effect to the above resolution including but not limited to alter and vary the terms and conditions of remuneration of Mr. Sanjay Mehta, without further reference to the shareholders, as it may deem fit in its absolute discretion from time to time.”

**By order of the Board
For Samvardhana Motherson International Limited**

**Sd-
Pooja Mehra
Company Secretary
(Membership No-FCS 5088)**

**Place: Noida
Date: 11.01.2022**

Registered office:
Unit 705, C Wing, ONE BKC,
G Block Bandra Kurla Complex,
Bandra East Mumbai,
Mumbai City,
Maharashtra 400051
CIN: U74900MH2004PLC287011

e-mail:smil@motherson.com
Website: www.smil.co.in

NOTES

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020 and Circular No. 02 dated January 13, 2021 and General Circular No. 10/2021 dated June 23, 2021 (hereinafter collectively referred to as “MCA Circulars”) permitted the convening of Extra Ordinary General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (‘SEBI’) (as may be applicable), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 & Secretarial Standard-2 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars and circulars issued by SEBI (as applicable), physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM through e-voting facility. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting or e-voting at the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to Sanjaygrover7@gmail.com with copies marked to the Company at smil@motherson.com and to its Registrar & Transfer Agent (RTA) at enotices@linkintime.co.in.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their

PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

7. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
8. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account details, the following instructions to be followed:

 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. **OR**
 - (ii) ***In the case of Shares held in Demat mode:***

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
9. The Notice of the Extra Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories, in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website at www.smil.co.in and on the website of Link Intime India Private Ltd., Company's Registrar and Transfer Agent at www.linkintime.co.in. Members can attend and participate in the Extra Ordinary General Meeting through VC/OAVM facility only.
10. For receiving all communication from the Company electronically:
 - a) The Members holding equity shares of the company in Physical Form and who have not registered their email addresses and/or Bank Account details may register the same with the Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited, by clicking on the link: http://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. In case of any query, a member may send an email to M/s Link Intime India Private Limited (RTA) at rnt.helpdesk@linkintime.co.in
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant

11. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
12. The online facility of VC for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. Members may note that VC/OAVM Facility allows participation of 1000 members on a first-come-first-served –basis. The Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the EGM without any restriction on account of first-come-first served principle.
13. The members and participants are allowed to pose questions concurrently or may send their questions in advance at smil@motherson.com.
14. Extra Ordinary General Meeting has been convened through Video Conferencing in Compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and Circulars issued by SEBI (as applicable).

15. **PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its Members for participating at the EGM. The Company has engaged the services of **Link Intime India Private Limited** as the agency to provide e-voting facility. Members will be able to attend the EGM through VC / OAVM by following the procedure given below:

(a) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

▶Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

(b) Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the smil@motherson.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ Management will announce the name and serial number for speaking.

(c) Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
 2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
 3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
 4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
 5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
 6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
16. Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
17. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting. Please note that Shareholders/Members

connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

18. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.
19. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (as applicable), the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at EGM by electronic means (“e-voting”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-voting”). The Company has engaged the services of **Link Intime India Private Limited** as the agency to provide remote e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

PROCEDURE FOR REMOTE E-VOTING:

- (a) The voting period begins on 9.00 a.m. (IST) on Monday, January 17, 2022 and ends at 5.00 p.m. (IST) on Wednesday, January 19, 2022. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 13, 2022 may cast their vote electronically. The e-voting module shall be disabled by **Link Intime India Private Limited** for voting thereafter.
- (b) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. January 13 2022 only shall be entitled to avail the facility of remote e-voting or e-voting at EGM. The person who is not a member/ beneficial owner as on the cut-off date, should treat this Notice for information purpose only.
- (c) Any person who becomes Member of the Company after dispatch of the Notice of EGM and holds shares as on the cut-off date i.e. January 13, 2022 may obtain the User ID and password in the manner as mentioned herein below.
- (d) Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020 (as may be applicable):

A. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

| <u>Type of shareholders</u> | <u>Login Method</u> |
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| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available |

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| | <p>at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <ul style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p> | <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above |

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| | <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p> |
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B. Institutional shareholders:

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

C. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

D. Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

20. Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43. |

21. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

22. Procedure for Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice and all the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents or having any queries can send an email to smil@motherson.com

Members may note that the notice of Extra Ordinary General Meeting of the Company, Procedure and instructions to attend EGM through VC/OAVM, e-voting and Remote e-voting instructions are also available on the Company's website i.e. www.smil.co.in.

23. The relevant details of persons seeking reappointment as Director is also annexed and forms part of this notice.
24. The Company has appointed Mr. Kapil Dev Taneja (CP No. 22944), Partner failing him Ms. Priyanka (CP No. 16187), Partner of M/s Sanjay Grover & Associates, Company Secretaries as the Scrutinizer for ensuing Extra Ordinary General Meeting.
25. The Scrutinizer, after scrutinizing the voting through e-voting at EGM and through remote e-voting shall, within two working days from conclusion of the EGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The results declared shall be available on the website of the Company and on the website of Link Intime and shall also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to BSE Limited. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
26. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in, to RTA. The Members interested in obtaining a copy of the Nomination Form may write to the Company at smil@motherson.com.
27. 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. Link Intime India Private Limited to provide efficient services.
28. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited at 247 Park, C-101, 1st Floor, LBS Marg, Vikhroli West, Mumbai-400078 India Tel: 022 -4918 6000; Email ID: enotices@linkintime.co.in, quoting correct Folio Number.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING PURSUANT TO THE SECTION 102 OF COMPANIES ACT, 2013 & SECRETARIAL STANDARD-2

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

The shareholders of the Company at the 12th Annual General Meeting held on September 18, 2017, had appointed M/s. S R Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm registration No: 301003E/E300005) as the Statutory Auditors of the Company, to hold office from the conclusion of 12th Annual General Meeting until the conclusion of the 17th Annual General Meeting of the Company. Accordingly, M/s. S R Batliboi & Co, LLP have conducted audit of the accounts of the Company for four consecutive financial years ending March 31, 2021.

The Reserve Bank of India ("RBI") has issued guidelines for appointment of Statutory Auditors by Non Banking Financial Company ("NBFC") vide Circular No. RBI / 2021-22 / 25 Ref. No. DoS. CO. ARG / SEC. 01 / 08.91.001 / 2021-22 dated April 27, 2021 ("RBI Guidelines"). Pursuant to RBI Guidelines, the audit firms completing tenure of three financial years in the NBFC are not eligible to continue to hold office as Statutory Auditors of the NBFC. Subsequently, the RBI had also released Frequently Asked Questions (FAQs) dated June 11, 2021, inter alia clarifying that the existing statutory auditors who have completed 3 years with an entity would not be able to continue as auditors, even though they may not have completed their present tenure as approved by the Members of the Company.

In compliance with the RBI Guidelines, the current Statutory Auditors are ineligible to continue to hold the office as Statutory Auditor of the Company as they have already completed a tenure of four financial years on the date of coming into effect the RBI Guidelines. Pursuant to RBI Guidelines, the Company is required to appoint a new Statutory Auditor in place of the current Statutory Auditor from the second half of the current financial year 2021-22. The Audit Committee and Board of Directors in their respective meetings held on December 6, 2021 took note of the RBI Guidelines and had passed resolutions to recommend to the shareholders of the Company for their approval for appointment of M/s. R N Marwah & Co, LLP, Chartered Accountants, (Firm Regn No. 001211N/N500019) as Statutory Auditors of the Company till the conclusion of next Annual General Meeting.

Pursuant to Section 139 (8) (i) of the Act, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board and shall hold the office till the conclusion of the next annual general meeting. Pursuant to the provisions of Section 139 (8) (i) of the Act, the Statutory Auditors proposed to be appointed in this shareholders Meeting will hold the office till conclusion of the next Annual General Meeting of the Company. As such, in order to comply with provisions of

Section 139 (8) (i) of the Act, the Board of Directors have proposed the ordinary resolution for the appointment of the Statutory Auditor proposed to be appointed in this Shareholders Meeting for the term ending on conclusion of the next Annual General Meeting as set out in the Notice of this EGM.

M/s. R N Marwah & Co. LLP have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act as they are not disqualified to be appointed as statutory auditor under Section 141 and other relevant provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and that they are eligible for appointment as Statutory Auditors of NBFC as per the RBI Guidelines. The Audit Committee and the Board of Directors recommend to the shareholders, the appointment of M/s. R N Marwah & Co. LLP, as new Statutory Auditor of the Company in the manner set out in the ordinary resolution of the Notice of this EGM. The said resolution is proposed to be passed in supersession of the ordinary resolution no. 6 of the 12th Annual General Meeting of the Company held on September 18, 2017.

Members may also note that, the Company has entered into a composite scheme of amalgamation and arrangement (“Scheme”) being undertaken amongst Motherson Sumi Systems Limited (“MSSL”), Samvardhana Motherson International Limited (“the Company”), Motherson Sumi Wiring India Limited (“MSWIL”) and their respective shareholders and creditors by Motherson Sumi Systems Limited. The said scheme has been approved by Hon’ble National Company Law Tribunal, Mumbai Bench – IV on December 22, 2021 vide issuance of certified copy of order on December 23, 2021. The Company is in process of making the said Merger effective as mentioned in its scheme and for the purpose of complying regulatory requirements as per the applicable law and RBI guidelines till the existence of the Company, the Company is seeking approval of members for appointment of auditors.

In terms of the proposed resolution, Board of Directors of the Company has been authorised to finalise the remuneration payable to the Statutory Auditor from time to time, apart from reimbursement of travelling/other out-of-pocket expenses incurred by them in connection with the audit and applicable taxes.

Your Directors recommend the passing of the resolution. None of the Directors or Key Managerial Personnel nor their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO.2

Mr. Sanjay Mehta was appointed as Whole Time Director of the Company for a period of 3 Years w.e.f. May 24, 2018 after obtaining approval from the members of the Company in their meeting held on September 29, 2018. Accordingly, Mr. Sanjay Mehta is eligible for re-appointment as Whole Time Director of the Company on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings recommended the reappointment of Mr. Sanjay Mehta as Whole Time Director for a period of 1 year w.e.f May 24, 2021 on the terms and conditions as stated in the resolution. The information as required under Schedule V is as under:

I. General Information:

(1) Nature of industry: Core Investment Company

(2) Commencement of commercial production: Not Applicable

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

(4) Financial performance

| (Amount in Rs. Million) | 2020-21 | 2019-20 |
|--------------------------|---------|---------|
| Total Revenue | 1254 | 4030 |
| Profit/(Loss) before Tax | 1990 | 1675 |
| Profit/(Loss) After Tax | 2039 | 1694 |

(5) Foreign investments or collaborators: Sojitz Corporation, Advance Technologies, Automotive Resources Pte Ltd. and Radha Rani Holding Pte. Ltd.

II. Information about the appointee:

(1) Background details: Mr. Sanjay Mehta, aged 57 years, holds degrees of B.COM, CAIIB, MBA

(2) Past remuneration: He has drawn salary of INR 20,695,035/- in Financial Year 2020-21.

(3) Recognition or Awards: None

(4) Job profile and his suitability: It commensurate with nature of work to be handled by him

(5) Remuneration proposed: as set out in the resolution for the item No. 2.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the business to be carried out by the Company, the profile of Mr. Sanjay Mehta the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position on other Companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Besides, the remuneration proposed, Mr. Sanjay Mehta does not have any other pecuniary relationship with the Company.

III. Other information:

(1) Reason of loss or inadequate profits : The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution

(2) Steps taken or proposed to be taken for improvement : The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.

(3) Expected increase in productivity and profits in measurable terms – Management is taking steps to improve profit position. It has been aggressively pursuing and implementing its strategies to improve financial performance.

The terms of remuneration specified above are now being placed before the Members in General Meeting for their approval. The resolution approving appointment of Mr. Sanjay Mehta shall be open to the inspection of any member of the Company at the Registered Office of the Company during public hours on any working day of the Company.

This may be treated as payment of remuneration to Mr. Sanjay Mehta Director of the Company pursuant to section 197 of the Companies Act, 2013.

The Company has entered into a composite scheme of amalgamation and arrangement (“Scheme”) being undertaken amongst Motherson Sumi Systems Limited (“MSSL”), Samvardhana Motherson International Limited (“the Company”), Motherson Sumi Wiring India Limited (“MSWIL”) and their respective shareholders and creditors by Motherson Sumi Systems Limited. The said scheme has been approved by Hon’ble National Company Law Tribunal, Mumbai Bench – IV on December 22, 2021 vide issuance of Certified copy of order on December 23, 2021. The Company is in process of making the said Merger effective as mentioned in the scheme and for the purpose of complying regulatory requirements as per the applicable law till the existence of the Company, the Company is seeking approval of the shareholders for reappointment of Mr. Sanjay Mehta.

Your Directors recommend the passing of the resolution. None of the director except Mr. Sanjay Mehta is concerned or interested financially or otherwise as the case may be in the resolution of the accompanying notice relating to his appointment and payment of remuneration.

**By order of the Board
For Samvardhana Motherson International Limited**

**Sd/-
Pooja Mehra
Company Secretary
(FCS 5088)**

**Place: Noida
Date: 11.01.2022**

Registered office:

Unit 705, C Wing, ONE BKC,
G Block Bandra Kurla Complex,
Bandra East Mumbai,
Mumbai City,
Maharashtra 400051
CIN: U74900MH2004PLC287011

e-mail: smil@motherson.com

Website: www.smil.co.in

Information pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

| Name of Director | Mr. Sanjay Mehta |
|--------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i) Date of Birth/Age | 15/01/1964 (57 Years) |
| ii) Qualifications | B.COM, CAIIB & MBA |
| iii) Experience | He has rich experience of more than 29 years in financial sector and automobile sector. |
| iv) Terms and conditions of appointment / re-appointment | Whole Time Director liable to retire by Rotation |
| v) Details of remuneration sought to be paid | As per Shareholders Resolution |
| vi) Last remuneration drawn (Per Annum) | He has drawn salary of INR 20,695,035/- in Financial Year 2020-21. |
| vii) Date of first appointment on the Board | 24/05/2018 |
| viii) No. of shares held | 65000 Equity Shares |
| ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Not Related |
| x) No. of Board Meetings attended during Financial Year 2020-21 | 9 |
| xi) Directorships held in other companies | -Nissin Advanced Coating Indo Co. Private Limited -Motherson Bergstrom HVAC Solutions Private Limited -Anest Iwata Motherson Coating Equipment Private Limited -Motherson Sumi Wiring India Limited -Marelli Motherson Automotive Lighting India Private Limited -SMRC Automotive Products India Limited -Calsonic Kansei Motherson Auto Products Private Limited -Anest Iwata Motherson Private Limited -Samvardhana Motherson Innovative Solutions Limited -Samvardhana Motherson Auto System Private Limited -SMR Automotive Products India Limited -Kyungshin Industrial Motherson Private Limited -Samvardhana Motherson Hamakyorexengineered Logistics Limited -Field Motors Private Limited -Valeo Motherson Thermal Commercial Vehicles India Limited |

| Name of Director | Mr. Sanjay Mehta |
|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <ul style="list-style-type: none"> -Marelli Motherson Auto Suspension Parts Private Limited -Motherson Techno Tools Limited |
| (xii) Committees position held in other Companies | <p><u>Audit Committee</u></p> <ul style="list-style-type: none"> -Samvardhana Motherson Hamakyorex Engineered Logistics Limited -Nissin Advanced Coating Indo Co. Private Limited - Marelli Motherson Automotive Lighting India Private Limited - SMRC Automotive Products India Limited - Calsonic Kansei Motherson Auto Products Private Limited - Marelli Motherson Auto Suspension Parts Private Limited - Samvardhana Motherson Innovative Solutions Limited - Anest Iwata Motherson Pvt Ltd -Valeo Motherson Thermal Commercial Vehicles India Limited -SMR Automotive Systems India Limited -Kyungshin Industrial Motherson Private Limited <p><u>Nomination & Remuneration Committee -</u></p> <ul style="list-style-type: none"> Samvardhana Motherson Hamakyorex Engineered Logistics Limited - SMRC Automotive Products India Limited -Samvardhana Motherson Innovative Solutions - Valeo Motherson Thermal Commercial Vehicles India Limited -SMR Automotive Systems India Limited <p><u>Corporate Social Responsibility Committee</u></p> <ul style="list-style-type: none"> - Marelli Motherson Automotive Lighting India Private Limited -SMRC Automotive Products India Limited - Anest Iwata Motherson Private Limited -Valeo Motherson Thermal Commercial Vehicles India Limited -SMR Automotive Systems India Limited -Kyungshin Industrial Motherson Private Limited -Marelli Motherson Automotive Lighting India Private Limited |

| | |
|-------------------------|----------------------------------------------------------|
| Name of Director | Mr. Sanjay Mehta |
| | -Calsonic Kansei Mitherson Auto Products Private Limited |