



Samvardhana Motherhood International Limited

Date: December 7, 2021

BSE Limited
Corporate Services Department
Phiroza Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Scrip Code: 959098

Sub: Information of Change (Resignation/Appointment) of Statutory Auditor of the Company pursuant to “Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)’ dated April 27, 2021 issued by Reserve Bank of India”

Dear Sir/ Madam,

This is to inform that M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No. : 301003E/E300005), the Statutory Auditors of the Company have expressed their inability to continue as Statutory Auditors of the company and have tendered their resignation vide their letter dated December 6, 2021 pursuant to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)’ dated April 27, 2021 issued by Reserve Bank of India.

The resignation of Statutory Auditors of the Company specifying the reasons for resignation is annexed herewith as Annexure 1.

Further, on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on December 6, 2021, have approved the appointment of R.N. Marwah & Co. LLP, Chartered Accountants (Firm Registration No. : 001211N/N500019) as Statutory Auditors of the Company to hold office till the conclusion of next Annual General Meeting, due to the casual vacancy caused due to resignation of M/s S.R. Batliboi & Co. LLP, Chartered Accountants subject to approval of the Shareholders of the Company in the Extra Ordinary General Meeting to be conducted within a period of three months from now.

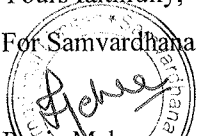
The details with respect to the change in Statutory Auditors is annexed herewith as Annexure 2.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Samvardhana Motherhood International Limited


Pooja Mehra
Company Secretary

Corporate Headquarters:

Plot No.1, Sector-127, Noida-Greater Noida Expressway
Noida - 201301, U.P., India
Tel. No.: +91-120-6679500, Fax: +91-120-6679270
Website: www.smil.co.in / www.motherhood.com
Email: smil@motherhood.com

Registered Office:

Unit 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India – 400051.
Phone: +91-22-61354800, Fax: +91-22-61354801
CIN No.: U74900MH2004PLC287011

S.R. BATLIBOI & Co. LLP
Chartered Accountants

2nd & 3rd Floor
Golf View Corporate Tower - B
Sector - 42, Sector Road
Gurugram - 122 002, Haryana, India
Tel: +91 124 681 6000

Date: December 6, 2021

To,
Board of Directors
Samvardhana Motherson International Limited
Plot no. 1, Sector-127,
Noida, Uttar Pradesh- 201301

Sub: Resignation as statutory auditors of the Samvardhana Motherson International Limited

Dear Sirs,

We were appointed as statutory auditors of Samvardhana Motherson International Limited ("the Company") in 12th Annual General Meeting ("AGM") held on September 18, 2017 for a period of 5 years beginning April 1, 2017 till the conclusion of 17th AGM.

We have completed audit of the Company for the year ended March 31, 2021 vide audit report dated June 14, 2021 and have audited for continuous period of four years as statutory auditor. Pursuant to the recently issued 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' dated April 27, 2021 issued by Reserve Bank of India (the "RBI Guidelines"), we are ineligible to continue as auditors of the Company, after completing period of four years and hence, for the financial year ending March 31, 2022.

Accordingly, and having regard to the terms of our master engagement agreement dated September 26, 2017, we hereby express our inability to continue as the statutory auditors of the Company and request you to treat this as our letter of resignation with immediate effect. We have also discussed this matter with the Management of the Company.

Kindly take this on your record and do the needful. As required by Companies Act, 2013, we shall file a statement in Form ADT-3 in the due course and we forward a copy to the Company for record.

We have completed the audit of financial statements of the Company for the year ended March 31, 2021 vide audit report dated June 14, 2021 and have not commenced the audit of the Company as at and for the year ended March 31, 2022.

We take this opportunity to reiterate our appreciation for the courtesies and co-operations extended to us by your organization.

Should you require any assistance in the future, please feel free to contact us.

Yours Sincerely,

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration No: 301003E/E300005

PANKAJ
CHADHA
Digitally signed by PANKAJ CHADHA
DN: cn=PANKAJ CHADHA, c=IN,
o=Personal,
email=pankaj.chadha@srb.in
Location: Gurugram
Date: 2021.12.06 09:57:34 +05'30'

Pankaj Chadha
Partner
Membership Number: 091813

Details with respect to the change in Statutory Auditors as required under Regulation 51 read with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Resignation of the Statutory Auditors

Sl. No.	Particulars	Details
1.	Name of Auditor	M/s S.R. Batliboi & Co. LLP, Chartered Accountants(Firm registration No: 301003E/E300005)
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	Pursuant to the 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' dated April 27, 2021 issued by Reserve Bank of India (the "RBI Guidelines"), the Statutory Auditors are ineligible to continue as Statutory Auditors of the Company, after completing period of four years.
3.	Date of Appointment/ Cessation (as applicable) & term of appointment	December 6, 2021
4.	Brief Profile	Not Applicable
5.	Disclosure of relationships between Directors	Not applicable

Appointment of the Statutory Auditors

Sl. No.	Particulars	Details
1.	Name of Auditor	R.N. Marwah & Co. LLP, Chartered Accountants (Firm Registration No. : 001211N/N500019)
2.	Reason for change viz. appointment, resignation, removal, death or otherwise	In order to comply with the requirements under the Guidelines Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by Reserve Bank of India, appointment of new auditors has been made subject to approval of shareholders of the Company
3.	Date of Appointment/ Cessation (as applicable) & term of appointment	Board has approved appointment w.e.f. December 6, 2021 subject to the approval of shareholders in the extra Ordinary General Meeting to be conducted within a period of three months from now. The term of the appointment shall be till the date of the next Annual General Meeting



4.	Brief Profile	R N Marwah & Co. LLP was established in 1946 as a boutique Chartered Accountancy firm. The firm has been headquartered in Janpath, New Delhi since 1947. It provide a wide range of professional services including Assurance & Business Advisory Services, Taxation & Regulatory Services and Corporate & Legal Services across its four offices located in Delhi, Gurugram, Bangalore and Raipur.
5.	Disclosure of relationships between Directors	Not applicable

