

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

Regd. Off. Unit 705, C Wing, ONE BKC, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra
Office: Plot No. 1, Sector- 127, Noida- Greater Noida Expressway, Noida-201301. U.P.
Tel No. +91-120-6679500, Fax No. +91-120-6679270

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

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 16th (Sixteenth) Annual General Meeting of the members of Samvardhana Motherson International Limited is scheduled to be held at 3.00 P.M. on Thursday, September 30, 2021 through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of Auditors thereon.
2. To appoint a Director in place of Ms. Geeta Soni (DIN: 00160710) who retires by rotation and being eligible has offered herself for re-appointment.
3. To appoint a Director in place of Mr. Bimal Dhar (DIN: 00297938) who retires by rotation and being eligible has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Dhruv Mehra (DIN: 01640143) who retires by rotation and being eligible has offered himself for re-appointment.
5. To confirm payment of interim dividend of INR 0.65/- per equity share and to declare final Dividend on Equity Shares of the company for the financial year ended March 31, 2021.

SPECIAL BUSINESS

6. APPROVAL TO ISSUE NON CONVERTIBLE DEBENTURES AND COMMERCIAL PAPER ON PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to the provisions of section 42 read with section 71 and other applicable provisions, if any, of the Companies Act, 2013 along with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to all applicable laws and Regulations, including but not limited to Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Reserve Bank of India Act, 1934, Foreign Exchange Management Act, 1999, FIMMDA Operational Guidelines and in

accordance with any other Rules / Regulations / Guidelines/ Notifications / Circulars / Directions, if any, issued by Securities and Exchange Board of India, Reserve Bank of India, any other Statutory Authority (hereinafter collectively referred as "Act"/"Applicable Laws") and in accordance with the provisions of the Articles of Association of the Company, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors, consent of the members be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include duly authorized committee thereof constituted to exercise the powers conferred on the Board by this resolution) to borrow from time to time by issuance of secured or Unsecured, listed or unlisted, Non-Convertible Debentures (NCDs) and Listed Commercial Paper (CP) on private placement basis, with a view to augment the business of the Company, upto an amount not exceeding INR 400 Crores (Indian Rupees Four Hundred Crores only) in one or more tranches, on such terms and conditions including the price, coupon, premium/ discount, tenor etc., as may be determined by the Board of Directors (or any other person so authorized by the Board of Directors), based on the prevailing market condition to such parties including but not limited to the Foreign Portfolio Investors, Companies and Body Corporate including Public Sector Undertakings, Scheduled Commercial Banks, Financial Institutions, including Provident Funds and Mutual Funds, Insurance Companies, Foreign Institutional Investors and any other investor authorized to invest in the NCDs and CP, or such other entities as may be identified and determined by the Board.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs and CP pursuant to the authority under this Resolution shall not exceed the overall borrowing limit approved by the members as per section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve, decide, vary or modify the terms and conditions applicable to the issue of NCDs and CP and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient for any offer, issue, allotment of the NCDs and CP subject to the provisions of the Applicable Laws, without being required to seek any further consent or approval of the members of the Company and be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution."

By order of the Board
For Samvardhana Motherson International Limited
Sd/-

Sanjay Mehta
Director
DIN: 03215388
Place: Noida
Date: August 17, 2021
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 (hereinafter collectively referred to as “MCA Circulars”) permitted the convening of Annual 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 AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM 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 Annual 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 AGM 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 Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Since the AGM 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 AGM 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 Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting or e-voting at the AGM. 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. 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.

8. The Notice of the Annual General Meeting along with the Annual Report for the financial year ended March 31, 2021 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 Annual General Meeting and Annual Report for the financial year ended March 31, 2021 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 Annual General Meeting through VC/OAVM facility only.

9. For receiving all communication (including Annual Report) 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

10. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

11. 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 AGM without any restriction on account of first-come-first served principle.
12. The members and participants are allowed to pose questions concurrently or may send their questions in advance at smil@motherson.com.
13. 16th Annual 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).

14. **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its Members for participating at the AGM. 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 AGM 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 Annual 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 Annual 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.
15. Shareholders/ Members, who will be present in the Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
16. 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.
17. 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.

18. 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 AGM 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 09:00 a.m. (IST) on Monday, September 27, 2021 and ends at 05:00 p.m. (IST) on Wednesday, September 29, 2021. 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. September 23, 2021 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. September 23, 2021 only shall be entitled to avail the facility of remote e-voting or e-voting at AGM. 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 AGM and holds shares as on the cut-off date i.e. September 23, 2021 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>
Individual Shareholders holding securities in demat mode with NSDL	<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 re-directed to e-Voting service provider website for casting your

	<p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ul style="list-style-type: none"> • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • 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) &</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

<p>login through their depository participants</p>	<p>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>
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <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>

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".

19. 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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

mode with CDSL

helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

20. 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.

21. 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 AGM. 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 AGM. 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 16th Annual General Meeting of the Company, Annual Report, Procedure and instructions to attend AGM through VC/OAVM , e-voting and Remote e-voting instructions are also available on the Company's website i.e. www.smil.co.in.

22. The relevant details of persons seeking reappointment as Director is also annexed and forms part of this notice.

23. The Board of Directors has appointed Mr. Mohinder Paul Kharbanda (CP No. 22192), Partner failing him Ms. Priyanka (CP No. 16187), Partner of M/s Sanjay Grover & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in fair and transparent manner.

24. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within two working days from conclusion of the AGM, 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 the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

25. 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.

26. Register of Members and Share Transfer Books of the Company will be closed from September 24, 2021 (Friday) to September 30, 2021 (Thursday) (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2021.
27. 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. In case of any query, the shareholders may reach out to Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in or to the Company at smil@motherson.com.
28. 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.
29. 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.
30. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent of the Company as mentioned above, or to the Company Secretary at the Company's corporate office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's unpaid dividend account, as per Section 124 of the Act will be transferred to the Investor Education and Protection Fund ("IEPF"). Also, shares on which dividend remains unclaimed for 7 (seven) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

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

Item No. 6

Pursuant to applicable provisions of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the Company is seeking approval of its members by way of a special resolution, before making any offer or invitation for issue of Non-Convertible Debentures (NCDs) and/Listed Commercial Papers (CP) on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any further issuance of NCDs and/CP by the Company.

The approval of the members is therefore sought for issue of NCDs and/CP, on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition.

The approval of the members is sought for the issue of NCDs and/CP in one or more tranches, on private placement basis, upto INR 400 Crores (Indian Rupees Four Hundred Crores only). The Directors recommend the resolution set forth at Item No. 6 for members' approval as a Special Resolution. None of the Directors, Manager, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the aforesaid resolution

By order of the Board

For Samvardhana Motherson International Limited

Sd/-

Sanjay Mehta
Director
DIN: 03215388
Place: Noida

Date: August 17, 2021

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

Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting

Name of Director	Mr. Bimal Dhar	Ms. Geeta Soni	Mr. Dhruv Mehra
Director Identification No.	00297938	00160710	01640143
Date of Birth/(Age)	14.06.1953 (69 Years)	27.07.1953 (68 Years)	03.03.1976 (45 Years)
Date of first appointment	10.09.2012	15.03.2014	15.03.2014
Qualifications	Master of Science in Mechanical Engineering	Graduate	Commerce Graduate
Experience	He has more than 40 Years of experience in Automobile Sector	She has more than 28 years of experience in automobile sector	He has more than 26 years of experience in automobile industry
Terms and conditions of Appointment/ Re-appointment	Non-Executive Director liable to retire by rotation pursuant to the provisions of Companies Act, 2013	Non-Executive Director liable to retire by rotation pursuant to the provisions of Companies Act, 2013	Non-Executive Director liable to retire by rotation pursuant to the provisions of Companies Act, 2013
Remuneration last drawn (including sitting fees, if any)	He is not entitled for any remuneration from the Company	She is not entitled for any remuneration from the Company	He is not entitled for any remuneration from the Company
Shareholding in the Company as on 31/03/2021	150000 Equity Shares	1486360 equity shares	12600 Equity Shares
Relationship with other Directors/Manager/ Key Managerial Personnel	Not Related	Promoter of the Company and Sister of Mr. Vivek Chaand Sehgal, Chairman & Director of the Company	Son of Ms. Nilu Mehra (Sister of Mr. Vivek Chaand Sehgal)
No. of Board Meetings attended during the year 2020-21	9	9	9
Directorship in other Indian Companies	<ul style="list-style-type: none"> • MothersonSumi Infotech & Designs Limited • SouthCity Motors Private Limited • Samvardhana Motherson Virtual Analysis Limited • Samvardhana Motherson Polymers Limited • Motherson Air Travel Agencies Limited 	<ul style="list-style-type: none"> • Sisbro Motor and Workshop Private Limited • Systematic Conscom Limited • Motherson Engineering Research & Integrated Technologies Limited • Moon Meadows Private Limited 	<ul style="list-style-type: none"> • Samvardhana Motherson Virtual Analysis Limited • Motherson Auto Engineering Service Limited • Adventure Auto Car Limited • Spirited Auto Cars (I) Limited • Motherson Invenzen Xlab Private Limited • Prime Auto Cars

	<ul style="list-style-type: none"> CTM India Limited 		<ul style="list-style-type: none"> Limited Motherson Spirited Auto Retails India Limited Spirited Motor Vehicles Limited
Member/ Chairman of Committee of the Board of Other Indian Companies in which he is Director	<p>Audit Committee</p> <ul style="list-style-type: none"> CTM India Limited MothersonSumi Infotech & Designs Limited <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> CTM India Limited MothersonSumi Infotech & Designs Limited <p>CSR Committee</p> <ul style="list-style-type: none"> CTM India Limited MothersonSumi Infotech & Designs Limited 	<p>Audit Committee</p> <ul style="list-style-type: none"> Chairperson of Systematic Conscom Limited <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> Chairperson of Systematic Conscom Limited Motherson Engineering Research & Integrated Technologies Limited <p>CSR Committee</p> <ul style="list-style-type: none"> Chairperson of Systematic Conscom Limited 	