



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 14th (Fourteenth) Annual General Meeting of the members of Samvardhana Motherson International Limited is scheduled to be held at shorter notice at 02:00.p.m. on Friday, September 27, 2019 at Unit 705, C Wing, ONE BKC, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 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, 2019 together with reports of Auditors thereon.
2. To Confirm dividend declared as Interim Dividend as Final Dividend for the financial year 2018-19.
3. To appoint a director in place of Mr. Laksh Vaaman Sehgal (DIN: 00048584) who retires by rotation and being eligible has offered himself for re-appointment.
4. 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.
5. 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.

SPECIAL BUSINESS

6. APPOINTMENT OF MR. SANJAY KALIA AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Sections 149, 152, 164 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 Mr. Sanjay Kalia (DIN: 03556087), who was appointed as Additional Director by the Board of Directors of the company pursuant to section 161(1) of the Companies

Act, 2013 and who holds office upto the conclusion date of this Annual General Meeting be and is, hereby, appointed as the Director of the Company.”

7. APPOINTMENT OF MR. SANJAY KALIA AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any modification(s) and re-enactment(s) thereof, Mr. Sanjay Kalia (DIN: 03556087) who has submitted a declaration that he meets with the criteria of independence as provided in Sub Section (6) of Section 149 of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 (five) consecutive years on the Board of the Company i.e. upto March 31, 2024.

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

8. RE-APPOINTMENT OF MS. MADHU BHASKAR AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any modification(s) and re-enactment(s) thereof, Ms. Madhu Bhaskar (DIN: 06900456) who was appointed as an Independent Director, who holds office of Independent Director up to the date of ensuing Annual General Meeting, who has submitted a declaration that she meets with the criteria of independence as provided in Sub Section (6) of Section 149 of the Act and who is eligible for re-appointment be and is hereby re-appointed as Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company i.e. upto March 31, 2024.

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

9. CHANGE IN DESIGNATION OF MR. HIROSHI MORIMOTO FROM INDEPENDENT DIRECTOR TO NON EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any modification(s) and re-enactment(s) thereof, approval of the shareholders of the company be and is hereby granted for change in designation of Mr. Hiroshi Morimoto from Independent Director to Non-Executive Non- Independent Director of the company w.e.f September 16, 2019 whose office shall be liable to retire by rotation.

10. APPROVAL/ RATIFICATION OF PAYMENT OF REMUNERATION TO MR. DHRUV MEHRA (DIN: 01640143) AS WHOLE TIME DIRECTOR 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 thereof for the time being in force), consent/ratification of the Shareholders of the Company be and is hereby accorded to the payment of remuneration to Mr. Dhruv Mehra (DIN: 01640143) as Whole Time Director of the Company, from 15.07.2017 to 31.08.2019 on the terms and conditions as mentioned below:

1. REMUNERATION

Basic Salary in the range of Rs. 3,55,000/- to Rs. 4,00,000 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 thereof; 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. Dhruv Mehra the Company has no profits or its profits are inadequate in any financial year, the above remuneration aggregate of which shall not exceed Rs. 1.5 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.”

11. APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES

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

“RESOLVED THAT subject to the provisions of Section 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and 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 hereinafter collectively referred as “Act”), SEBI laws and other 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 make private placement offers and invitations for the purpose of issuing secured or Unsecured, listed or unlisted, Non-Convertible Debentures (NCDs), in one or more tranches, for a period of 1 (one) year from the date hereof, 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.

“RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of INR 3000 Crores (Three Thousand Crores only).

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby authorized to accept any modification(s) or to modify the terms of issue of NCDs, subject to the provisions of the Act, 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.”

12. APPROVAL FOR BORROWING FUNDS IN EXCESS OF THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY

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

“**RESOLVED THAT** in supersession of the previous resolution to this effect and subject to the provisions of section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the paid up capital of the company and free reserves not set apart for any specific purpose provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed the Rs. 3000 Crores (Rupees Three Thousand Crores only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

13. APPROVAL FOR CREATING CHARGE OVER THE ASSETS OF THE COMPANY

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

“**RESOLVED THAT** in supersession of the previous resolution consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/ or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings, provided that the maximum limit of the obligations secured by such security interest created by the Company does not exceed Rs. 3000 Crores (Rupees Three Thousand Crores only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

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

**Sd-
Sanjay Mehta
Director
(DIN: 03215388)
Place: Noida
Date: 16.09.2019**

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. 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.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder

3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Notice of the 14th AGM is being sent to those members / beneficial owners, whose name will appear in the register of members / list of beneficiaries received from the depositories as on September 13, 2019.
6. As per the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, securities of public companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
7. Members/ Proxies/ Authorised Representatives are requested to bring the Attendance Slip enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Members may note that the notice of 14th Annual General Meeting of the Company, Annual Report, attendance slip, proxy form and e-voting instructions are also available on the Company's website i.e. www.smil.co.in
10. 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.
11. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Linktime. The facility of voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their vote by e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by e-voting prior to the AGM may attend AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
12. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour on all working days till the conclusion of the Annual General Meeting at the registered office of the Company. Annual Report of the Company shall be sent to all shareholders by physical means.

13. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialised shares.
14. The relevant details of persons seeking appointment/ re-appointment as Director is also annexed and forms part of this notice.
15. For the convenience of members, the route map of the venue of the meeting along with prominent land mark is depicted at the end of the Notice.
16. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates (CP No. 3850) failing him Mr. Neeraj Arora, Partner of M/s Sanjay Grover & Associates (CP No. 16186), Practising Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in fair and transparent manner.
17. The voting period begins on 09.00 a.m. IST on September 24, 2019 and ends at 5.00 p.m. IST on September 26, 2019 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
18. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
19. **Instructions for shareholders to vote electronically are as under:**

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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 & 7

The Company has appointed Mr. Sanjay Kalia as additional Director on the Board of the Company.

In compliance with the provisions of section 149, 152, 164 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of Mr. Sanjay Kalia as Director is now being placed before the members for their approval.

The Nomination and Remuneration Committee of the Company in their meeting held on September 16, 2019 has recommended appointment of Mr. Sanjay Kalia as Independent Director of the Company for term of 5 (five) consecutive years.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee of the Company, considers that, given his experience, appointment of Mr. Sanjay Kalia as Independent Director would be beneficial to the Company. Accordingly, it is proposed to appoint Mr. Sanjay Kalia as Independent Director of the Company for a term of 5 (five) consecutive years.

Section 149(10) of the Companies Act, 2013, provides that an Independent Director shall be appointed by Ordinary Resolution and shall hold office for a term of up to 5 (five) consecutive years on the Board and disclosure of such appointment in its Board Report.

Mr. Sanjay Kalia is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 6 and 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Sanjay Kalia is concerned or interested, financially or otherwise in this resolution.

Item No. 8

Ms. Madhu Bhaskar (DIN: 06900456) was appointed as Independent Director of the Company and hold office up to the date of this Annual General Meeting. The Nomination and Remuneration Committee of the Company has recommended re-appointment of Ms. Madhu Bhaskar as Independent Director of the Company for second term of 5 (five) consecutive years.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee of the Company, considers that, given her experience and contributions made by her during her tenure, the continued association of Ms. Madhu Bhaskar would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Ms. Madhu Bhaskar as Independent Director of the Company for second term of 5 (five) consecutive years.

Section 149(10) of the Companies Act, 2013, provides that an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board Report.

Ms. Madhu Bhaskar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives other than Ms. Madhu Bhaskar is concerned or interested, financially or otherwise as the case may be in this resolution .

Item No. 9

Mr. Hiroshi Morimoto has informed that he will cease to an Independent Director on the Board of the company w.e.f September 16, 2019 as he will not be able to fulfill criteria of an Independent Director.

In view of the same Mr. Hiroshi Morimoto will continue to hold Directorship in the company as Non- Executive Non Independent Director w.e.f September 16, 2019. The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Hiroshi Morimoto is concerned or interested, financially or otherwise as the case may be in this resolution.

Item No. 10

The Shareholders of the company had approved re-appointment and payment of remuneration to Mr. Dhruv Mehra as Whole Time Director for a period of 3 years w.e.f July 15, 2017 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 (Rs. In lacs)
Financial Parameters

Particulars	2018-19	2017-18	2016-17
Net Profit	604	8177	(1222)
Profit/ (Loss) after taxation	604	8177	(1222)
Dividend on Equity shares	20% (Interim Dividend)	23% (Interim Dividend)	Nil

- 6) 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. Dhruv Mehra, aged 43 years, is a Commerce graduate

- (2) Past remuneration

2016-17 INR 7,683,192
2017-18 INR 99,00,000
2018-19 INR Rs. 1,05,17,478/-

- (3) Recognition or Awards: None

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

- (4) Remuneration proposed: as set out in the resolution for the item No. 10.

- (5) 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. Dhruv Mehra the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position on other Companies.

- (6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides, the remuneration proposed, Mr. Dhruv Mehra does not have any other pecuniary relationship with the Company.

III. Other information:

Reason of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms- N.A.

The terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their consent/ratification notifications issued by Ministry of Corporate Affairs. The resolution approving payment of remuneration to Mr. Dhruv Mehra 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.

Your Directors recommend the passing of the resolution.

Except Mr. Dhruv Mehra, Ms. Nilu Mehra, Mr. Vivek Chaand Sehgal and Mr. Laksh Vaaman Sehgal none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution.

Item No. 11

Pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, which effective from April 1, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 year from the date on which the members have provided the approval by way of the special resolution.

The approval of the members is therefore sought for issue of NCDs, 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 in one or more tranches, on private placement basis, upto Rs. 3000 crores (Three Thousand Crores only).

The Directors recommend the resolution set forth at Item No. 11 for members' approval as a Special Resolution.

None of the Directors, Key Managerial None of the managers, Directors and their relatives, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

Item No. 12 & 13.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 3000 Crores (Rupees Three Thousand Crores only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Thus in terms of the provisions of Section 180(1)(a) and (c) of the Companies Act, 2013 approval of the members is sought for borrowing upto Rs. 3000 Crores (Rupees Three Thousand Crores only) and creating charge over the assets of the company.

The Board recommends these resolutions set out at Item No. 12 and 13 for the approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in this resolution.

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

**Sd/-
Sanjay Mehta
Director
(DIN: 03215388)**

**Place: Noida
Date: 16.09.2019**

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 appointment or re-appointment or redesignated at the forthcoming Annual General Meeting

Name of Director	Mr. Laksh Vaaman Sehgal	Mr. Bimal Dhar	Mr. Dhruv Mehra	Mr. Sanjay Kalia	Ms. Madhu Bhaskar	Mr. Hiroshi Morimoto
Director Identification No.	00048584	00297938	01640143	03556087	06900456	02657113
Date of Birth(Age)	29/11/1982 (36 years)	14/06/1953 (66 years)	03/03/1976 (43 years)	18/12/1961 (58 years)	25/07/1959 (60 years)	08/08/1940 (78 years)
Date of first appointment	09/12/2004	10/09/2012	15/03/2014	16/09/2019	18/06/2014	01/06/2009
Qualifications	MBA	Master of Science in Mechanical Engineering	Graduate	Graduate	Graduate	Graduate
Experience	<p>He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo. He has a rich experience of working with major companies of the Samvardhana Motherson Group. He has also spent 3 years working with the group's collaborators in Germany and Japan. Post acquisition of Visiocorp (now Samvardhana Motherson Refletc - SMR) he led the company as the CEO and was instrumental in turnaround of the said company. He has now moved to strategic management at group level. Mr. Laksh Vaaman Sehgal is closely involved in all new ventures of the Company (directly or through subsidiaries/ associate) and is a key member core strategic of team, which is responsible for overall management of the Group.</p>	<p>He has more than 40 Years of experience in Automobile Sector</p>	<p>He has more than 15 Years of experience in Automobile Sector</p>	<p>He has more than 30 years of experience across Institutional Sales & business development</p>	<p>Ms. Madhu Bhaskar has over 5 years of experience in automobile sector.</p>	<p>He has more than 45 Years of experience in Automobile Sector</p>

Remuneration last drawn (including sitting fees, if any)	He is not entitled for any remuneration from the Company	He is not entitled for any remuneration from the Company	Rs. 1,05,17,478/-	He is not entitled for any remuneration from the Company	She is not entitled for any remuneration from the Company. Sitting fees of Rs. 2,17,200/- has been paid to her for the financial year 2018-19.	He is not entitled for any remuneration from the Company. Sitting fees of Rs. 1,50,000 has been paid to him in the Financial year 2018-19.
Shareholding in the Company as on 31/03/2019	200 equity shares	150000 equity shares	12600 equity shares	Nil	Nil	96760 equity shares
Relationship with other Directors/Manager/Key Managerial Personnel	Promoter Director	Not Related	Son of Ms. Nilu Mehra, Sister of Mr. Vivek Chaand Sehgal who is Promoter of the Company	Not Related	Not Related	Not Related
No. of Board Meetings attended during the year 2018-19	2	1	3	Not Applicable	6	4
Directorship in other Companies	<ul style="list-style-type: none"> • Motherson Auto Limited • Motherson Air Travel Agencies Ltd • Motherson Auto Solutions Limited • Motherson Sumi Systems Limited • Motherson Techno Tools Limited • Samvardhana Motherson Adsys Tech Limited • Advantedge Technology Partners Pvt. Ltd. • Samvardhana Motherson Auto System Pvt. Ltd. • Renu Farms Private Limited • Shri Sehgal Trustee Company Private Limited • MothersonSumi Infotech & Designs Limited 	<ul style="list-style-type: none"> • Southcity Motors Private Limited • Samvardhana Motherson Virtual Analysis Limited • Samvardhana Motherson Polymers Limited • MothersonSumi Infotech and Designs Limited • Motherson Air Travel Agencies Limited 	<ul style="list-style-type: none"> • Samvardhana Motherson Virtual Analysis Limited • Motherson Auto Engineering Service Limited • Adventure Auto Car India Limited • Motherson Invenzen XLab Private Limited • Prime Auto Cars Limited • Motherson Spirited Auto Retails India Limited • Spirited Motor Vehicles Limited 	<ul style="list-style-type: none"> • Samvardhana Motherson Refrigeration Product Limited • Spirited Auto Cars (I) Limited • Motherson Techno Tools • Motherson Auto Limited • Motherson Engineering Research and Integrated Technologies Limited • Motherson Lease Solution Limited • Samvardhana Motherson Innovative Solutions Limited (Formerly known as Tigers Connect Travel Systems and Solutions Limited) • MothersonSumi Infotech & Designs Limited • Prajask Industries LLP • Subhumi Infrastructure Pvt. Ltd. 	<ul style="list-style-type: none"> • Systematic Conscom Limited • Perfect Radiators and Oil Coolers Private Limited • Samvardhana Motherson Innovative Solutions Limited (Formerly known as Tigers Connect Travel Systems and Solutions Limited) • Spirited Auto Cars (I) Limited • Motherson Lease Solution Limited • Motherson Engineering Research & Integrated Technologies Limited • Motherson Auto Limited • SMR Automotive Systems India Limited • Motherson Auto Solutions Limited • Samvardhana Motherson Refrigeration Product Limited 	Motherson Auto Solutions Limited
Member/ Chairman of Committee of the Board of Other Companies in which he is Director	Audit Committee - Motherson Sumi Systems Limited Nomination & Remuneration Committee - Motherson Sumi Systems Limited CSR Committee - Motherson Sumi Systems Limited Risk Management Committee - Motherson Sumi Systems Limited Committee of Directors-Administrative Matters - Motherson Sumi Systems Limited	Audit Committee MothersonSumi Infotech and Designs Limited Nomination and Remuneration Limited MothersonSumi Infotech and Designs Limited Corporate Social Responsibility Committee MothersonSumi Infotech and Designs Limited	Audit Committee Motherson Invenzen XLab Private Limited	Audit Committee -Motherson Sumi Infotech & Designs Limited -Systematic Conscom Limited -Motherson Techno Tools Limited Nomination & Remuneration Committee Motherson Techno Tools Limited Motherson Sumi Infotech & Designs Limited CSR Committee	Audit Committee <ul style="list-style-type: none"> • Systematic Conscom Limited • Samvardhana Motherson Innovative Solutions Limited Spirited Auto Cars (I) Limited • Motherson Lease Solution Limited • Motherson Engineering Research & Integrated Technologies Limited • Motherson Auto Limited 	Nil

	<p>Committee of Directors- Strategic Matters Motherson Sumi Systems Limited</p>		<p>- Motherson Sumi Infotech & Designs Limited - Motherson Techno Tools Limited</p>	<ul style="list-style-type: none"> • SMR Automotive Systems India Limited • Motherson Auto Solutions Limited Samvardhana Motherson Refrigeration Product Limited Nomination & Remuneration Committee • Systematic Conscom Limited • Samvardhana Motherson Innovative Solutions Limited Spirited Auto Cars (I) Limited • Motherson Lease Solution Limited • Motherson Engineering Research & Integrated Technologies Limited • Motherson Auto Limited • SMR Automotive Systems India Limited • Motherson Auto Solutions Limited Samvardhana Motherson Refrigeration Product Limited CSR Committee Systematic Conscom Limited SMR Automotive Systems India Limited 	
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