



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 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 15th (Fifteenth) Annual General Meeting of the members of Samvardhana Motherson International Limited is scheduled to be held at 12.30 P.M. on Monday, September 28, 2020 through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 together with reports of Auditors thereon.
2. To appoint a Director in place of Mr. Hiroshi Morimoto (DIN: 02657113) who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Vivek Avasthi (DIN: 00033876) who retires by rotation and being eligible has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Mehta (DIN: 03215388) who retires by rotation and being eligible has offered himself for re-appointment.
5. To Confirm dividend declared as Interim Dividend as Final Dividend for the financial year March 31, 2020.

SPECIAL BUSINESS

6. APPOINTMENT OF MR. SHIGERU OGURA 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, 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 Mr. Shigeru Ogura (DIN: 08738138), who was appointed as Additional Director by the Board of Directors of the company pursuant to section 161(1) of the Companies Act, 2013 on 17.06.2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who

holds office upto the conclusion date of this Annual General Meeting be and is, hereby, appointed as the Director of the Company, liable to retire by rotation.”

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

7. 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 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and hereinafter collectively referred as “Act”) 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 to such parties including but not limited to the foreign portfolio investors, companies and bodies 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 Debentures, or such other entities as may be identified and determined by the said Board of Directors/ Committee.

“**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 3,000 Crore (Indian Rupees 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.”

8. APPROVAL FOR INCREASE IN REMUNERATION LIMITS TO MR. SANJAY MEHTA (DIN: 03215388) AS WHOLE TIME DIRECTOR ON THE BOARD OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 197 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby granted for an increase in limits of remuneration of Mr. Sanjay Mehta (DIN: 03215388) (appointed as Whole Time Director of the Company, for a period of 3 years w.e.f. May 24, 2018) on the terms and conditions including remuneration as mentioned below:

1. REMUNERATION

Basic Salary in the range of Rs. 8,00,000/- to Rs. 12,00,000/- per month, with such annual increments at the discretion of the Board from time to time.

2. ALLOWANCES

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

3. PERQUISITES AND OTHER TERMS

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

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

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

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

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

The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment 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. Sanjay Mehta, the Company has no profits or its profits are inadequate in any financial year, the above remuneration aggregate of which shall not exceed Rs. 3 Crores p.a. shall be payable to him as minimum remuneration notwithstanding the aggregate remuneration exceeds the limit prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take all steps, sign all documents and to do all such other acts, deeds and things

as may be required for giving effect to the above resolution including but not limited to alter and vary the terms and conditions of remuneration of Mr. Sanjay Mehta, without further reference to the shareholders, as it may deem fit in its absolute discretion from time to time.”

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

**Sd/-
Sanjay Mehta
Director
(DIN: 03215388)
Place: Noida
Date: August 31, 2020**

Registered office:
Unit 705, C Wing, ONE BKC,
G Block BandraKurla 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 continuing 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 and Circular No. 20 dated May 5, 2020 (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 issued by Securities and Exchange Board of India (‘SEBI’), 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 pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 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. 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 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, 2020 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 circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year ended March 31, 2020 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 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. 15th Annual General Meeting has been convened through Video Conferencing in Compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and Circular issued by SEBI dated May 12, 2020.

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

The Company will provide VC / OAVM facility to its Members for participating at the AGM. Members will be able to attend the AGM through VC / OAVM.

Members are requested to follow the procedure given below:

1. 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).

Please refer the instructions (Annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeetSupport Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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 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. 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.

15. All members who have joined the meeting through VC are entitled to vote at the meeting if they have not voted earlier through remote e-voting.
16. 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, and Regulation 44 of SEBI Listing Regulations, 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"). Further, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through e-voting. The Company has engaged the services of **Link Intime India Private Limited** as the agency to provide 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:

The voting period begins on 9.00 a.m. IST on Friday, September 25, 2020 and ends at 5.00 p.m. IST on Sunday, September 27, 2020 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. Monday, September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by **Link Intime India Private Limited** for voting thereafter.

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 21, 2020, 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.

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 21, 2020 may obtain the User ID and password in the manner as mentioned below:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

A. User ID: Enter your User ID

- 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** Event No + Folio Number registered with the Company

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

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▶ 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).

▶ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL at <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

5. E-voting page will appear.

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).

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.

8. 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.

If you 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.
- 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 the 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”.

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

For any grievance regarding e-voting, the members may contact Mr. Rajiv Ranjan, Assistant Vice President at Company’s Registrar and Share Transfer Agent M/s Link Intime India Private Limited at 247 Park, C-101, 1st Floor, L.B.S Marg, Vikhroli West, Mumbai-400078, Maharashtra or write at email ID enotices@linkintime.co.in or call at Tel: 022 –4918 6000. Further, for e-voting queries, shareholders may refer the Frequently Asked Questions (FAQs) and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>

PROCEDURE FOR E-VOTING AT AGM:

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.

Note: 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.

7. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

8. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
9. 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.
10. 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 (**InstaMeet Support Desk, Link Intime India Private Limited**)

17. 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 15th 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.

18. The relevant details of persons seeking appointment, reappointment and increase in remuneration as Director is also annexed and forms part of this notice.
19. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (CP No. 13700), 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.
20. 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

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

The Company has appointed Mr. Shigeru Ogura 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. Shigeru Ogura as Director is now being placed before the members for their approval.

The Directors recommend the resolution set forth at Item No. 6 for members' approval as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shigeru Ogura is concerned or interested, financially or otherwise as the case may be in the resolutions of the accompanying Notice relating to his own appointment.

Item No. 7

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 Non Convertible Debentures (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 INR 3 Crores (Indian Rupees Three Crores only).

The Directors recommend the resolution set forth at Item No. 7 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.

Item No. 8

The Board of Directors recommends the increase in limits of remuneration of Mr. Sanjay Mehta as Whole Time Director appointed for a period of 3 years w.e.f May 24, 2018 on the terms and conditions as stated in the resolution. The information as required under Schedule V is as under:

I. General Information:

- (1) Nature of industry: Core Investment Company
- (2) Commencement of commercial production: Not Applicable
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

(4) Financial performance :

(Amount in Rs. Million)	2019-20	2018-19
Total Revenue	4030	2481
Profit/(Loss) before Tax	1675	603
Profit/(Loss) After Tax	1694	603

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

II. Information about the appointee:

- (1) Background details: Mr. Sanjay Mehta, aged 56 years, holds degrees of B.COM, CAIIB, MBA

- (2) Past remuneration: Commensurate with remuneration proposed to be given by the company

- (3) Recognition or Awards: None

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

- (5) Remuneration proposed: as set out in the resolution for the item No. 8.

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

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

III. Other information:

- (1) Reason of loss or inadequate profits,
- (2) Steps taken or proposed to be taken for improvement and
- (3) Expected increase in productivity and profits in measurable terms

The terms of remuneration specified above are now being placed before the Members in General Meeting for their approval.

The resolution approving the increase in remuneration limits of Mr. Sanjay Mehta shall be open to the inspection of any member of the Company at the Registered Office of the Company during public hours on any working day of the Company and electronically also. This may be treated as payment of remuneration to Mr. Sanjay Mehta Director of the Company pursuant to section 197 of the Companies Act, 2013.

The Board recommends this resolution set out at Item No. 8 for the approval of the members as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel and their relatives except Mr. Sanjay Mehta is concerned or interested, financially or otherwise in the aforesaid resolution relating to his appointment and payment of remuneration.

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

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

**Place: Noida
Date: August 31, 2020
Registered office:
Unit 705, C Wing, ONE BKC,
G Block BandraKurla 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/Re-appointment/Increase in Remuneration at the forthcoming Annual General Meeting

Name of Director	Mr. Shigeru Ogura	Mr. Sanjay Mehta	Mr. Hiroshi Morimoto	Mr. Vivek Avasthi
Director Identification No.	08738138	03215388	02657113	00033876
Date of Birth/(Age)	07/05/1969 (51 Years)	15/01/1964 (56 Years)	08/08/1940 (79 years)	10/11/1961 (59 Years)
Date of first appointment	17/06/2020	24/05/2018	01/06/2009	05/08/2013
Qualifications	Graduated from Waseda University (Bachelor of Commerce).	B.COM, CAIIB & MBA	Engineering Graduate	B.Com (H) and Master of Computer Applications
Experience	He has rich experience of more than 20 Years in automobile sector.	He has rich experience of more than 27 years in financial sector and automobile sector	He has rich experience of more than 45 Years in Automobile Sector	He has rich experience of more than 25 years in Automotive Industry.
Terms and conditions of Appointment/ Re-appointment	Non-Executive Director liable to retire by rotation pursuant to the provisions of Companies Act, 2013	Whole Time Director liable to retire by Rotation	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)	NIL	He has drawn salary of INR 18,570,421/- in Financial Year 2019-20.	He is not entitled for any remuneration from the Company. Sitting fees of Rs. 75,000/- has been paid to him in the Financial year 2019-20.	NIL
Shareholding in the Company as on 31/03/2020	NIL	65000 equity shares	96760 equity shares	30000 equity shares
Relationship with other Directors/Manager/Key	Not Related	Not Related	Not Related	Not Related

Managerial Personnel				
No. of Board Meetings attended during the year 2019-20	NA	9	6	8
Directorship in other Companies	<ul style="list-style-type: none"> • Autrans India Private Limited • Motherson Auto Solutions Limited 	<ul style="list-style-type: none"> • Nissin Advanced Coating Indo Co. Private Limited • Motherson Polymers Compounding Solutions Limited • Motherson Bergstrom Hvac Solutions Private Limited • Anest Iwata Motherson Coating Equipment Private Limited • Motherson Sumi Wiring India Limited • Marelli Motherson Automotive Lighting India Private Limited (Erstwhile Magneti Marelli Motherson Auto System Private Limited) • SMRC Automotive Products India Limited • Calsonic Kansei Motherson Auto Products Private Limited • Anest Iwata Motherson Private Limited • Samvardhana Motherson Innovative Solutions 	<ul style="list-style-type: none"> • Motherson Auto Solutions Limited 	<ul style="list-style-type: none"> • Motherson Invenzen Xlab Private Limited • Youngshin Motherson Auto Tech Limited • Motherson Auto Solutions Limited • Samvardhana Motherson Health Solution Limited • FDO Holidays Private Limited • Samvardhana Motherson Hamakyor exengineered Logistics Limited • Calsonic Kansei Motherson Auto Products Private Limited

		<p>Limited (Erstwhile Tigers Connect Travel Systems And Solutions Limited)</p> <ul style="list-style-type: none"> • SMR Automotive Systems India Limited • Kyungshin Industrial Motherson Private Limited • Samvardhana Motherson Hamakyorex Engineered Logistics Limited • Field Motor Private Limited • Valeo Motherson Thermal Commercial Vehicles India Limited • Marelli Motherson Auto Suspension Parts Private Limited (Erstwhile Magneti Marelli Motherson Shock Absorbers India Private Limited) • Motherson Techno Tools Limited 		
<p>Member/ Chairman of Committee of the Board of Other Companies in which he is Director</p>		<p>Audit Committee</p> <ul style="list-style-type: none"> • Samvardhana Motherson Hamakyorex Engineered Logistics Limited • Nissin Advanced Coating Indo Co. Private Limited 	<p>Audit Committee</p> <p>Motherson Auto Solutions Limited</p> <p>Nomination and Remuneration Committee</p>	<p>Audit Committee</p> <ul style="list-style-type: none"> • Calsonic Kansei Motherson Auto Products Private Limited • InvenzenXI ab Private Limited

		<ul style="list-style-type: none"> • Motherson Polymers Compounding Solutions Limited • Marelli Motherson Automotive Lighting India Private Limited (Erstwhile Magneti Marelli Motherson Auto System Private Limited) • SMRC Automotive Products India Limited • Calsonic Kansei Motherson Auto Products Private Limited • Marelli Motherson Auto Suspension Parts Private Limited (Erstwhile Magneti Marelli Motherson Shock Absorbers India Private Limited) • Samvardhana Motherson Innovative Solutions Limited (Erstwhile Tigers Connect Travel Systems And Solutions Limited) • Anest Iwata Motherson Pvt Ltd • Valeo Motherson Thermal Commercial Vehicles India Limited 	Motherson Auto Solutions Limited	<ul style="list-style-type: none"> • Youngshin Motherson Auto Tech Limited • Samvardhana Motherson Hamakyor ex engineere d Logistics Limited <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> • Youngshin Motherson Auto Tech Limited • Samvardhana Motherson Hamakyor ex engineere d Logistics Limited <p>CSR Committee</p> <ul style="list-style-type: none"> • Calsonic Kansei Motherson Auto Products Private Limited
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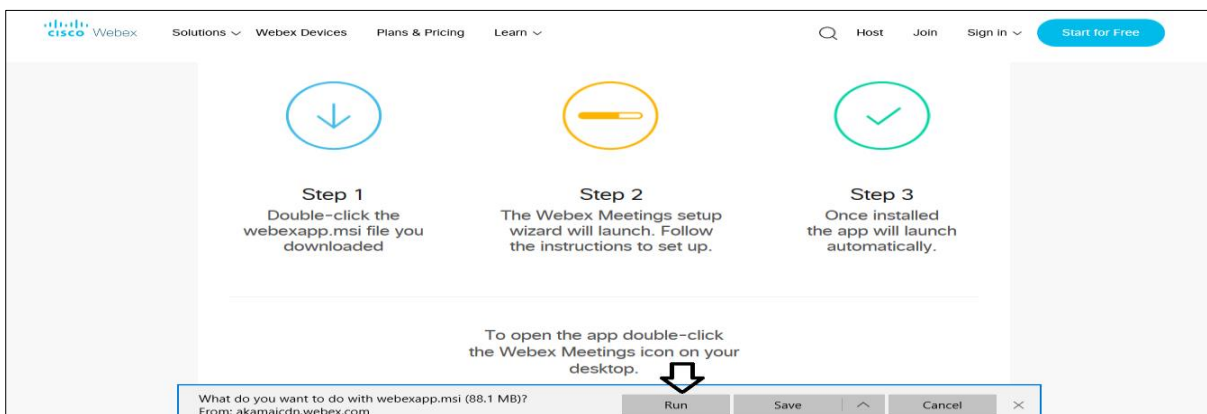
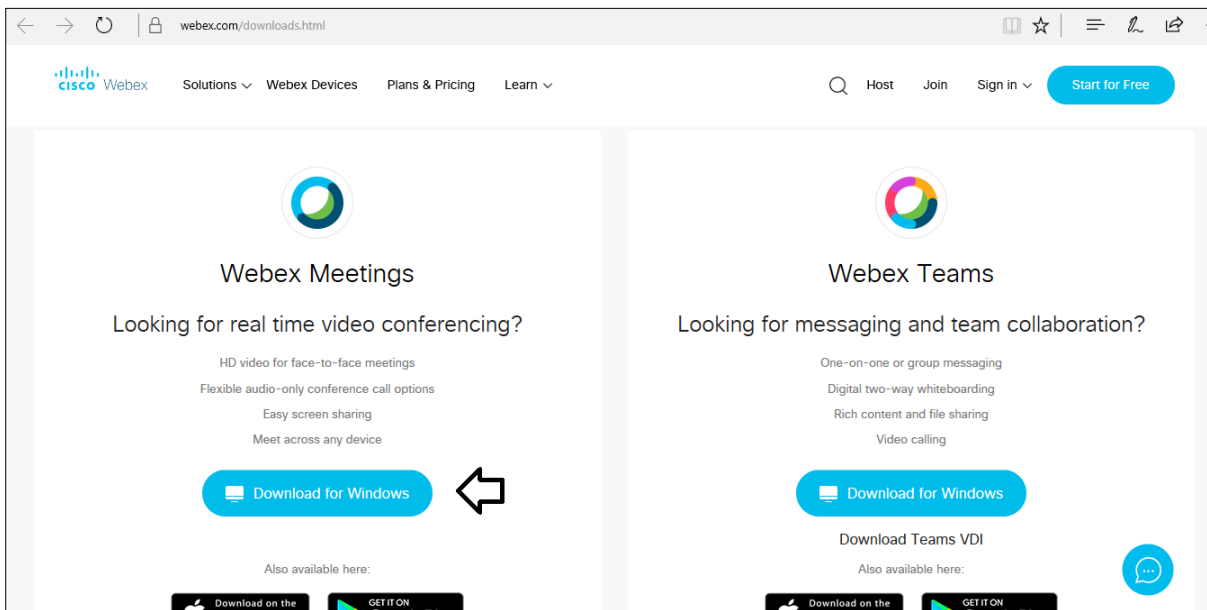
		<ul style="list-style-type: none"> • SMR Automotive Systems India Limited <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> • Samvardhana Motherson Hamakyorex Engineered Logistics Limited • SMRC Automotive Products India Limited • Motherson Polymers Compounding Solutions Limited • Samvardhana Motherson Innovative Solutions Limited (Erstwhile Tigers Connect Travel Systems And Solutions Limited) • Valeo Motherson Thermal Commercial Vehicles India Limited • SMR Automotive Systems India Limited <p>CSR Committee</p> <ul style="list-style-type: none"> • Marelli Motherson Automotive Lighting India Private Limited (Erstwhile Magneti Marelli Motherson Auto 		
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		<p>System Private Limited)</p> <ul style="list-style-type: none">• SMRC Automotive Products India Limited• Anest Iwata Motherson Private Limited• Valeo Motherson Thermal Commercial Vehicles India Limited• SMR Automotive Systems India Limited		
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