



Mother'son Sumi Systems Limited

Head Office: C-14 A & B, Sector 1, Noida – 201301 Distt. Gautam Budh Nagar, U.P. India
Tel: +91-120-6752100, 6752278, Fax: +91-120-2521866, 2521966, Website: www.motherson.com

June 11, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051, India

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI – 400001, India

Scrip Code : MOTHERSUMI

Scrip Code : 517334

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2021

Dear Sir/ Madam,

Pursuant to Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 of Securities Exchange Board of India, please find enclosed Annual Secretarial Compliance Report for the financial year ended March 31, 2021 received from SGS Associates, Practicing Company Secretary.

The above is for your kind information and records.

Thanking you,

Yours truly,
For Mother'son Sumi Systems Limited

Alok Goel
Digitally signed by Alok Goel
Date: 2021.06.11 17:45:06
+05'30'

Alok Goel
Company Secretary

Regd Office:
Unit – 705, C Wing, ONE BKC
G Block Bandra Kurla Complex
Bandra East Mumbai – 400051
Maharashtra (India)
Email: investorrelations@motherson.com
CIN No.: L34300MH1986PLC284510



**Secretarial compliance report of
M/s MOTHERSON SUMI SYSTEMS LIMITED
For the year ended on 31st March 2021**

I, DAMODAR PRASAD GUPTA Practicing Company Secretaries, Holding Certificate of Practice (COP) No. 1509 have examined:

- (a) All the documents and records made available to us and explanation provided by M/s MOTHERSON SUMI SYSTEMS LIMITED (“the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March 2021 (“Review Period”) in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable during the year.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable during the year.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
and circulars/ guidelines issued there under;

And based on the above examination, I hereby report that, during the Review Period:



SGS ASSOCIATES

Company Secretaries, First Floor, 14, Rani Jhansi Road, New Delhi – 110055

Email: support@dpgupta.com Contact: +91-11-41524497

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

| Sr.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|------------|---|
| 1 | None | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| | NONE | | | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i> | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
| | NIL | No comments are available. | Not applicable | NA |

For SGS ASSOCIATES
Firm Regn. No. S2002DE058200
Company Secretaries

DAMODAR
PRASAD
GUPTA

Digitally signed by DAMODAR PRASAD GUPTA
DN: cn=DAMODAR PRASAD GUPTA, o=SGS ASSOCIATES, ou=Company Secretaries, email=dpgupta@sgsassociates.com, c=IN
Date: 2021.06.02 10:58:15 +05'30'

CS D.P. Gupta
M N FCS 2411
C P No. 1509
ICSI UDIN No. **F002411C000412667**
ICSI PR No. 1194/2021
Date: 2nd June 2021
Place: New Delhi