



August 6, 2024

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 : MSUMI

Scrip Code : 543498

Subject: Annual Report of the Company for the financial year 2023-24 including Notice of 4th Annual General Meeting

Dear Sir/ Madam,

This is to inform that 4th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Thursday, August 29, 2024 at 02.30 P.M (IST) through Video Conferencing and Other Audio Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report for the financial year ended March 31, 2024 along with the Notice of the AGM sent to the members through electronic mode is attached.

The said Annual Report and Notice of AGM have also been uploaded on the Company's website. Members may access the same at www.mswil.motherSON.com .

Thanking you,

Yours truly,
For MotherSON Sumi Wiring India Limited

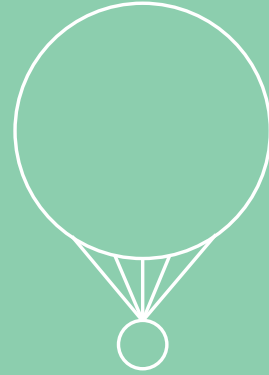
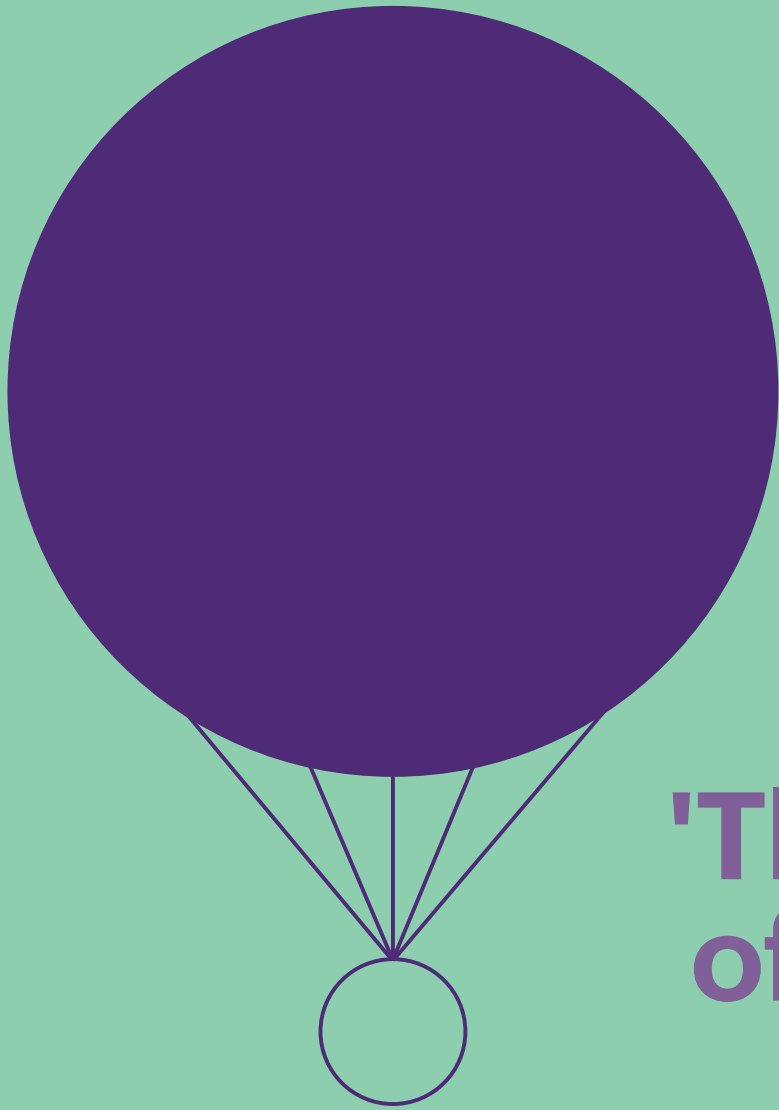
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POOJA MEHRA
Date: 2024.08.06
19:07:47 +05'30'

Pooja Mehra
Company Secretary

Enclosure: As above

Regd. Office:
MotherSON Sumi Wiring India Limited
Unit – 705, C Wing, ONE BKC, G Block Bandra Kurla Complex,
Bandra East Mumbai – 400051, Maharashtra (India)
Tel: 022-61354800, Fax: 022- 61354801
CIN No.: L29306MH2020PLC341326
E-mail: investorrelations@mswil.motherSON.com
Website:www.mswil.motherSON.com

Proud to be part of samvardhana motherSON



**'The secret
of success
is the
consistency
of purpose.'**

**Annual Report
2023-2024**

Motherson
Sumi
Wiring
India Limited

Disclaimer.

In this Annual Report, we may have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written as well as oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated for projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Corporate information.

Board of Directors

Mr. Vivek Chaand Sehgal
Chairman

Mr. Laksh Vaaman Sehgal
Director

Mr. Norikatsu Ishida
Director

Mr. Yuichi Shimizu
Director

Mr. Anupam Mohindroo
Independent Director

Mr. Rajesh Kumar Seth
Independent Director

Col. (Retd.) Virendra Chand Katoch
Independent Director

Ms. Anisha Motwani
Independent Director

Ms. Suparna Pandhi
Independent Director

Mr. Anurag Gahlot
Whole Time Director
& Chief Operating Officer

Chief Financial Officer

Mr. Mahender Chhabra

Company Secretary/Investor Cell

Ms. Pooja Mehra
investorrelations@mswil.motherson.com

Registered Office

Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051,
Maharashtra, India

Registrar

KFin Technologies Limited,
Selenium Building, Tower B,
Plot number 31 & 32, Financial
District Nanakramguda,
Serilingampally Mandal,
Hyderabad – 500032,
Telangana, India

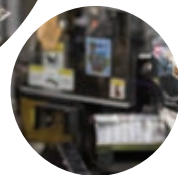
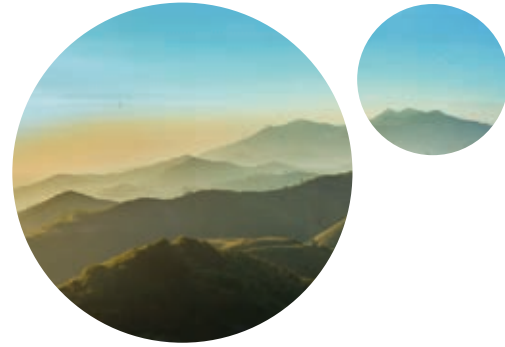
Auditors

S.R. Batliboi & Co. LLP,
Plot number 67, Institutional Area,
Sector 44, Gurugram – 122003,
Haryana, India
Tel: +91 124 681 6000

Bankers

- Axis Bank Limited
- HDFC Bank Limited
- ICICI Bank Limited
- MUFG Bank, Ltd.

Table of contents.



3 Chapter 1
Corporate information.

6 Chapter 2
Chairman's letter.

10 Chapter 3
Q&A with
Laksh Vaaman Sehgal.

16 Chapter 4
Our Purpose.
Why Motherson exists.

18 Chapter 5
Vision, Mission
and Values.

19 Chapter 6
Theme of this year.

20 Chapter 7
Motherson Sumi
Wiring India Limited
(MSWIL).

28 Chapter 8
Footprint.

29 Chapter 9
Shareholder structure.

30 Chapter 10
Financials.
Our performance.

32 Chapter 11
Sustainability.
Building MSWIL for
the long-term.

44 Chapter 12
Awards.
Growing customer trust.

46 Chapter 13
Management
Discussion & Analysis.



Dear Shareholders,

Welcome to the FY 2023-24 annual report of Motherson Sumi Wiring India Limited (MSWIL). This is the third annual report since MSWIL was listed at the BSE (formerly Bombay Stock Exchange) and National Stock Exchange (NSE) on 28th March 2022. MSWIL was established by demerging the wiring harness business from its parent company Samvardhana Motherson International Limited (SAMIL), formerly Motherson Sumi Systems Limited (MSSL). We continue to benefit from the strong foundation provided by both our partners, Sumitomo Wiring Systems (SWS) and SAMIL.

Financial highlights

FY 2023-24 has been a year of remarkable growth for MSWIL. Your company's revenues have grown by 18%, reaching INR 8,328 crores. Our operating EBITDA stands at INR 1,013 crores, while PAT reached INR 638 crores. We achieved a ROCE of 48%, exceeding our targets. Our robust operating cash flows and debt-free status as of March 31st, 2024, further underline our financial strength. Also, in line with the Motherson Vision 2025, we have declared a dividend payout of 55% of profits after taxes, equating to INR 0.80 per share.

These outstanding results have been made possible by the unwavering trust of our customers across India and the exceptional dedication and hard work of our teams at all our units and facilities. I extend my heartfelt gratitude to each and every one of you for your contributions to our success.

This year's theme

The theme of this year's annual report is "The secret of success is the consistency of purpose."

This quote by Benjamin Disraeli, a popular British statesman from the 19th century, reminds us of the importance of creating an environment inside Motherson where our values and purpose are at the centre of what we do. Building plants, buying machines and creating processes are not enough. It is about the people and the way they collaborate that truly makes the difference. We see that time and time again in our units across the country. The consistent practice of our values and purpose allows us to truly serve our customers and meet their needs effectively. It is from these values and principles that we can build long-term relationships with our partners and the communities we operate in. Our commitment to

these values and goals is what allows us to create sustainable value for our investors. We believe that in a digital, fast-changing world, remaining true to human values is very important.

Aligned with key industry trends

Consumers are increasingly looking for advanced safety features, connectivity, and infotainment systems, especially in the passenger-car segment. Therefore, automotive manufacturers are building complex electronic and electrical parts into their vehicles, such as sensors, cameras, and displays.

"Our success last year was made possible by the unwavering trust of our customers and the hard work of our teams across India."

As India's leading provider of wiring harness solutions, this presents new opportunities for MSWIL. Our extensive industry experience, coupled with our unwavering commitment to quality and innovation, helps us deliver the wiring harness solutions our customers need to meet these trends.

Demand for alternative powertrains, including electric and hybrid vehicles, is growing as well. Both EVs and hybrids require specialised wiring harnesses capable of handling high voltages and currents. MSWIL is spearheading innovation in this space, collaborating with OEMs to provide new-age wiring solutions for these vehicles. For example, we are investing in research and development to expand our expertise in high-voltage wiring harness technology and related components. We have made progress in this area during the last fiscal year, adding new products to our offerings. Our goal is not only to fulfil the need for these critical components but also to set new standards for performance, reliability, and safety.

"With 26 plants across India located in each of India's automotive production regions, MSWIL is well-equipped to serve the evolving needs of our customers."

*Source: The Society of Indian Automobile Manufacturers (SIAM)

Growing Indian automotive market

The Indian automotive market is experiencing strong growth, led by passenger cars. In FY 2023-24, a record 4.9 million* passenger vehicles were produced, up from 4.6 million* in the previous year. A large percentage of this growth comes from SUVs. There was strong growth in other segments as well, including in two-wheelers and commercial vehicles. This growth means there is a greater need for wiring harness solutions, and MSWIL is well-positioned to support our customers in meeting this growing demand.

We believe India's automotive potential is vast. Especially given that the penetration rate is just 32 cars per thousand people and the fact that India has the second-largest road network in the world.

As a result, OEMs across India are actively preparing for expansion. Many OEMs are investing in new manufacturing facilities and increased production capacity to meet the growing demand for vehicles. With 26 plants across India located in each of India's automotive production regions, MSWIL is well-equipped to serve the evolving needs of our customers. Two plants are currently being setup and will be operational soon.

These new facilities will not only increase our production capacity but will also enhance our ability to provide new wiring harness solutions that satisfy the needs of our customers across all segments.

We are also implementing several digitisation and automation initiatives to improve our operational efficiency and productivity, and we continue to invest in our people to promote continuous learning. This enables us to serve our customers more effectively and provide sustainable opportunities for our associates.

We believe the Indian automotive industry is entering a new period of growth, and we are excited to be a part of this journey.

Gratitude

Finally, I want to extend my deepest gratitude to our customers for their continued trust in us and for the opportunity they give us to be part of their success. I also thank our partners for their dedication and commitment to helping us ensure we always deliver the best solutions to our customers.

We are very proud of the recognition we have received in the form of numerous awards from our customers and industry bodies. These accolades are a testament to the hard work and dedication



"We believe the Indian automotive industry is entering a new period of growth, and we are excited to be a part of this journey."

of our people. I would like to take this opportunity to congratulate each one of you on these achievements. It is because of you that Motherson continues to delight its customers regardless of what's happening in the market.

And finally, we want to thank the central, state, and local governments, banks, and financial institutions for their collaboration.

In conclusion, I am optimistic about the future of MSWIL and the Indian automotive industry. We are committed to creating value for our customers, investors, partners, employees, and the communities where we operate.

May God continue to bless us and show us the right path.

On behalf of MSWIL, thank you all.

Sincerely,

Vivek Chaand Sehgal, Chairman,
Motherson Sumi Wiring India Limited

An interview with Laksh Vaaman Sehgal.

To get a deeper insight into the second full fiscal year of MSWIL's operations as a separate listed company, we had a conversation with Laksh Vaaman Sehgal, Director of MSWIL, about what makes the company so successful and key trends shaping up the Indian automotive industry.

Q1

What are the key factors that contribute to MSWIL's leadership position in the Indian wiring harness industry?

MSWIL's leadership position stems from its parentage and our dedication to our customers. Our joint venture with Sumitomo Wiring Systems, Ltd. (SWS), a world leader in wiring harness manufacturing, provides the company access to cutting-edge technologies, global best practices, and a reputation for excellence. This partnership helps MSWIL stay at the forefront of innovation. Secondly, MSWIL benefits from SAMIL's extensive experience in the automotive components space. This support offers MSWIL resources, expertise, and a wide network within the Indian automotive market. And finally, MSWIL's focus on meeting the needs of our customers and supporting them all the way has helped us to gain their trust. And this, in turn, has allowed them to give us more opportunities.

Q2

How are we addressing the evolving needs of customers in both traditional and EV segments, especially in light of technological innovation?

MSWIL collaborates closely with all its customers in both the ICE and EV segments. We work hard to understand upcoming technological shifts and integrate new solutions into our wiring harness designs. This includes advancements in connectivity, sensor integration, and

autonomous driving technologies. Of course, our association with SWS helps us significantly in this regard.

Also, we continue to invest in R&D. We are building new capabilities to design and produce wiring harness solutions specifically for alternative powertrains, including EVs and hybrids. For example, we are developing complex, high-voltage wiring harnesses and connectors, lightweight materials, and architectures optimised for

EV powertrains and battery management systems. Last year, we set up a new, state-of-the-art manufacturing line for EVs and high-voltage wiring harnesses to better support our customers in this area.

At the same time, we continue to optimise and refine wiring harness solutions for traditional ICE vehicles. That way, we support our customers in the ICE segment while also helping OEMs transition to alternative powertrains, including EVs.

"We are building new capabilities to design and produce wiring harness solutions specifically for alternative powertrains, including EVs and hybrids."



We are supplying to
09 out of 10
top selling passenger vehicle models in India.

**Q3****What is the demand for alternative powertrains compared to the ICE vehicles?**

ICE vehicles continue to dominate the Indian market, especially in the passenger-vehicle segment. However, we see a positive response toward alternative powertrains. This is particularly true among commercial vehicles like buses and three-wheelers, and the two-wheeler segment. This is because of the rising awareness of cleaner transportation options and the lower operating costs of EVs.

EV adoption in passenger cars remains in its early stages in India, but the demand is growing. We are already part of many existing and upcoming EV models for different OEMs, and we will look to capitalise on this opportunity. Also, what's interesting to see is that hybrid vehicles are gaining more traction among consumers.

MSWIL is actively investing in wiring harness technologies for electric and hybrid vehicles so that we can provide more solutions for alternative powertrains alongside our existing offerings for the ICE segment. I want to highlight, though, that we are a powertrain-agnostic supplier with expertise and capabilities to serve customers across all types of vehicles.

"As a powertrain-agnostic supplier, MSWIL is well-positioned to serve customers across both traditional and alternative vehicle technologies."

Q4**What is your strategy to expand MSWIL's footprint?**

Our approach has always been to follow our customers and listen to their needs — our growth comes from supporting them and earning their trust. Our general rule of thumb is to begin expansion plans as soon as we start using 80% of our current capacities. This way, by the time demand rises, we are ready to meet it and continue supplying our customers without any disruptions.

This year, we have two new plants coming up in Navagam (Gujarat) and Pune (Maharashtra). This will enhance our production capacity and ability to respond quickly to customer needs. With these two plants, we will have 28 facilities across India strategically located near our customer locations. This helps us to be a strong and reliable partner to OEMs. We are also looking at more locations for future plants, which would further strengthen our presence in India.

We continually evaluate market trends, customer needs, and internal capacities to better support OEMs. This approach is both proactive and customer-centric, positioning us for long-term success within the Indian automotive market.

Q5**What key strengths of MSWIL play an important role in its success?**

Many strengths contribute to our good performance. I would say that our long-standing, trust-based relationships with our customers are the driving force behind our success. Also, our ability to stay

abreast of the latest trends and technology is another important strength. In this regard, we collaborate closely with our partner SWS; leveraging their global expertise and best practices is a significant advantage for us.

MSWIL's commitment to localisation also plays a role. It allows us to produce or source more components in-house. So, we have greater control over quality and costs and more agility in responding to the market. Another very important aspect is our proximity to customers. Since we operate close to their plants, we can communicate better with each other throughout the development cycle and can take action quickly if and when we need to. Internally, we invest heavily in training and development programmes because we want our teams to reach their full potential. This stimulates innovation and productivity, which helps our customers. And finally, through SAMIL, MSWIL benefits from a seasoned management team with decades of industry experience. Their guidance helps us make strategic decisions and navigate market challenges more effectively.

Q6**MSWIL has outpaced the Indian automotive market. What factors are driving this growth?**

It was possible because of MSWIL's strategic alignment with key market trends. We are not focused on market share but on increasing content and value per OEM. This only works through trust. It keeps us aligned with our customers rather than focus on growth for its own sake.

"We are setting up two new plants in India, enhancing our production capacity and our ability to meet the growing demand of our customers."

Firstly, premiumisation is a major factor, particularly within the SUV segment. OEMs are adding increasingly advanced features, connectivity, and sophisticated electronics, which have significantly increased the complexity of the wiring harnesses needed in these vehicles. We have invested heavily in our technological capabilities, helping us to support customers with the high-value, intricate wiring harnesses for these premium vehicles.

Secondly, we see rapid growth in the Indian automotive market, as evidenced by the new model launches across all segments. This means that more OEMs are looking for wiring harness solutions. Our strong customer relationships and robust production capacity position us well to meet this growing demand.

Q7**How is MSWIL utilising automation and digitisation in its operations?**

The truth is that the wiring harness work remains human-intensive. However, MSWIL is constantly finding new ways to use automation and digitisation to improve efficiency in our operations. For example, we use digital boards to guide wiring harness assembly, which speeds up production, reduces errors, and streamlines the process.

We are also using AGVs (Automated Guided Vehicles), COBOTS (collaborative robots), and RPA (Robotic Process Automation) to automate repetitive tasks, which frees up our skilled employees for more complex activities. MSWIL also uses data analytics and digital tools for real-time supply chain monitoring, preventive maintenance, and data-driven decision-making. All of this helps us optimise our processes and enables us to focus more on developing solutions for our customers. We will continue to explore new automation and digitisation opportunities that could further improve our efficiency and responsiveness.

Q8

How does MSWIL foster a culture of continuous learning and knowledge-sharing across the organisation?

MSWIL embraces the Japanese philosophies called Kaizen and Pika-Pika, which encourage employees at all levels to search for ways to improve. Quality Circles allow our teams to collaborate, share ideas, and discuss innovation. We also give out our Innovation Awards for the most innovative technical paper based on improvements made in the past fiscal year. MSWIL also hosts a Suggestion Scheme that encourages employees to provide feedback and ideas for improvement both within their area and beyond. In addition, we believe in empowering our people with the latest tools and knowledge so they can do their jobs more effectively.

"Through a consistent focus on localisation, we continue to enhance our offerings and deliver more value to our customers."

That's why we invest in ongoing training and development programmes for all our associates, helping them learn and grow. These initiatives help us offer more to our customers on all fronts.

Q9

What's the current level of localisation for high-voltage wiring harnesses, and how are you increasing it?

The level of localisation for high-voltage wiring harnesses varies depending on the customer. We are collaborating with our customers to determine which components can be localised, so the level of local content increases, especially as designs stabilise. Some components still require imported parts, but we have drawn up roadmaps with our customers that will lead to more localised solutions. We have already localised CCS2 (Combined Charging System 2) charging connectors, and through SAMIL, we will have access to a new facility that will produce globally compliant electric wires like shielded, non-shielded, XLP, and silicon wires. We are committed to localisation, as it helps our customers and offers new opportunities for our teams.

Q10

What were some key developments last year in all three areas of Sustainability?

The past year was an exciting one on the sustainability front for MSWIL. Through several new initiatives in planet, people, and governance, we generated significant momentum and enthusiasm for growing our sustainability efforts.

Last year, we worked hard to reduce our emissions, including incorporating more renewable energy in our operations. Our new "Turn Off, Turn Down" initiative, which encourages responsible energy consumption, is already making a positive difference. We also introduced rainwater harvesting at our facilities to lessen our dependence on freshwater sources, enabling more sustainable water usage.

For our people, we continued our efforts to create a safe, supportive environment and a diverse and inclusive workforce. We also expanded our training and development programmes, and it is great to see our people taking these opportunities to grow professionally.

Finally, we took steps to strengthen our governance and our commitment to ethical, sustainable conduct. I would like to highlight the accomplishments of our Sustainability Committee and unit-level sustainability officers over the past year. Their collaboration provides a strong framework for effectively implementing sustainability initiatives across our facilities. This multilevel leadership will significantly contribute to the success of our efforts.

You can read more about these developments in the Sustainability article starting on pg. 32.



For Motherson, it is important to understand why we do what we do. We believe our work matters, and it is focused on creating value for all our stakeholders. This conviction led us to embark on a collective journey to define our purpose. What is it that drives and inspires us every day.

"Together we aim to continuously delight all who put trust in us and go after seemingly impossible goals, so that we provide sustainable opportunities for our associates and are **proud to be part of** something larger than ourselves."

Vision, Mission and Values.

Vision: To be a globally preferred sustainable solutions provider.

Mission:

- Ensure customer delight
- Involve employees as 'partners' in progress
- Enhance long-term shareholder value
- Set new standards in good corporate citizenship
- Preserve the planet and seek to improve the environmental impact in all that we do

Values:

- Be a lean, responsive and learning organisation
- Continuously improve to achieve world-class standards and total customer satisfaction
- Proactively manage and adapt to change
- Maintain high standards of business ethics, integrity and safety
- Ensure a common culture, behaviour and nurture pride throughout our organisation
- Recognise individuals' contributions and benefit from our diversity
- Ensure well-being, equality and opportunity for all
- Develop stronger leadership skills and greater global teamwork
- Constantly upgrade competency levels across our organisation through collaboration and knowledge sharing programmes

This year's Annual Report theme, **'The secret of success is the consistency of purpose,'** resonates deeply with us at Motherson. We believe our success stems from a shared commitment to our core values and an unwavering trust in our purpose. Our people are central to this purpose, and their collaborative efforts drive our continued growth and achievements. And this success isn't just for us – it's for our customers, our partners, and the communities we serve.

Motherson Sumi Wiring India Limited.

Motherson Sumi Wiring India Ltd. (MSWIL), a leading full-system solutions provider to automotive OEMs in India's wiring harness segment, continues demonstrating strong market progress. MSWIL is a joint venture between Samvardhana Motherson International Ltd. (SAMIL) and Sumitomo Wiring Systems, Ltd. (SWS), a global leader in wiring harnesses, harness components, and other electric wires.

MSWIL completed its second full year of operations this year. The company was established through the demerger of the wiring harness business in India from its parent company, SAMIL and was subsequently listed on the Indian stock exchanges in March 2022.

As a full-system solutions provider to its customers, MSWIL leverages its advanced skills and extensive experience in manufacturing, assembly, and in-sequence delivery of integrated, cutting-edge electrical and electronic distribution systems for power supply and data transfer across various vehicle types.

Market recovery and strategic response

The automotive industry continues its post-COVID recovery. While raw-material prices, especially copper, fluctuated throughout the year, they have now stabilised at elevated levels. We are experiencing inflationary pressure on labour costs, a trend we have anticipated and are well-prepared to navigate. We remain committed to complying with all state government regulations while maintaining our focus on delivering value to our customers.

Regardless of the market conditions, our strategy has always been to collaborate closely with our customers and devise mutually beneficial solutions. We have successfully done that in the past year and will continue to do that. With our strong customer relationships and ability to adapt to market fluctuations, MSWIL is well-positioned for long-term success.

A glimpse of our performance

FY 2023-24 delivered positive results for MSWIL as we achieved our key performance indicators. With the efforts of our teams and the trust of our customers, we recorded our highest-ever yearly revenue and saw a notable improvement in profitability. This growth was driven by the rising demand for passenger cars, especially in the SUV segment, and the increasing content per vehicle due to adding premium features that enhance both safety and consumer experience.



To manage this growth, the company is launching two new Greenfield projects while continuing to focus on product innovation and delivering value to our customers.

A strong foundation

The strong foundation provided by both Sumitomo Wiring Systems (SWS) and Samvardhana Motherson International Limited (SAMIL) enables MSWIL to effectively navigate challenges and deliver technologically advanced, value-driven solutions to its customers. Their expertise and resources continue to play a significant role in our success in the Indian automotive market.

SWS, our partner since 1983, is a global leader in wiring harnesses, harness components and other electric wires. SWS has consistently supported MSWIL by



Anurag Gahlot
Whole-time Director & Chief Operating Officer

"With the combined parentage of SAMIL and SWS, MSWIL is well-equipped to deliver exceptional value and innovative solutions to our customers."

providing access to its research and development (R&D) capabilities, technical know-how, and state-of-the-art technologies. They have been a key partner in enabling us to improve our manufacturing efficiency consistently, integrate the latest industry advances into our products, and adapt to significant trends such as electrification. This translates to high-quality products, benefiting our customers with cutting-edge solutions.

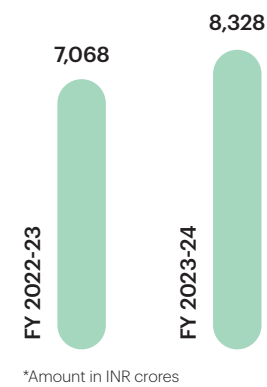
As one of the fastest-growing global automotive suppliers, SAMIL offers a diverse portfolio of solutions for OEMs. Through collaboration with SAMIL, MSWIL gains access to a wide range of products, services, and resources. We also greatly benefit from SAMIL's experienced management team. Their insights contribute to our strategic decision-making process, ensuring we develop customer-centric solutions. This significantly expands the depth and breadth of what we can offer our customers in the wiring harness segment.

The combined parentage of SAMIL and SWS equips MSWIL to deliver exceptional value and innovative solutions to our customers in the Indian wiring harness segment. Their combined expertise, resources, and collaborative efforts allow us to thrive in the market, meet evolving customer demands, and adapt to industry changes.

Robust organic growth
MSWIL achieved remarkable organic growth of 18% in



Revenue from operations



FY 2023-24 surpassing the Industry growth. This is a testament to the growing trust our customers place in our ability to meet their evolving needs. We continue to secure new programmes from all major OEMs in India across all vehicle segments, further solidifying their trust in our ability as a leading supplier.

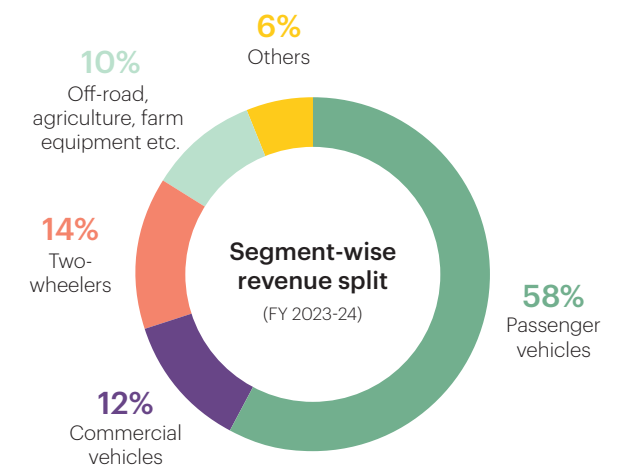
In the passenger vehicle (PV) segment, we secured numerous contracts to supply wiring

harnesses, connectors, and other components to Indian and global OEMs. The commercial vehicle (CV) space witnessed new business for buses and light-duty trucks, while the two-wheeler segment saw new orders tied to upcoming launches. We are also experiencing steady growth in the off-road and agricultural segment, winning contracts from all major manufacturers.



Mahender Chhabra
Chief Financial Officer

"We have delivered our highest-ever revenues in FY 2023-24, strengthening our position as a market leader."



While we continue strengthening our presence in the internal combustion engine (ICE) segment, we are also well-aligned with the growing trend of electrification. We are part of numerous upcoming electric and hybrid vehicle launches by major Indian carmakers, supplying high-voltage wiring harnesses, battery-management systems (BMS), and other critical components. In the two-wheeler segment, we continue serving our long-standing customers while collaborating with next-generation players on both ICE and Electric Vehicle (EV) models. The dynamic EV market, with frequent model launches and new features, is an exciting space where MSWIL is positioned to play a key role.

Footprint expansion aligned with market growth

The Indian automotive market is experiencing significant growth, particularly in passenger and two-wheeler segments. A record 4.9 million* PVs were produced in FY 2023-24, an increase of over 6.9% year-on-year. SUVs formed a major portion of these vehicle sales, demonstrating that they are becoming a driving force in the Indian PV market. Two-wheeler sales also witnessed growth, reaching nearly 18 million units.

This surge in demand has prompted OEMs to make substantial investments and expand their capacities. As a leading Tier 1 supplier, MSWIL is committed to supporting our customers' growth plans.

To meet this increasing demand, we are strategically establishing two new plants in Navagam (Gujarat) and Pune (Maharashtra) equipped to manufacture high and low-voltage harnesses and components.

By implementing various digital and automation initiatives, MSWIL continues to improve its operational efficiencies.

*Source: The Society of Indian Automobile Manufacturers (SIAM)

Furthermore, we have identified several strategic locations for future plant establishments guided by our core strategy of maintaining proximity to our customers and proactively expanding capacity when utilisation reaches 80%. This approach ensures we are always well-positioned to meet the evolving needs of the Indian automotive market.

Increasing focus on digitalisation and automation

MSWIL continues to focus on operational enhancements, continuous learning, and a commitment to digitalisation and automation.

We have invested in an advanced central quality lab, empowering us with strong in-house testing and validation capabilities for both new and future technologies.

These labs are equipped with cutting-edge equipment such as a cyclic corrosion chamber, digital microscope, high-voltage power supplies and loads, and associated special pre-conditioning equipment. By conducting rigorous in-house testing on new products, we accelerate delivery times and instil confidence in our customers. This commitment to quality further solidifies our position as a leading manufacturer.

We have digitised various aspects of our operations, enabling end-to-end traceability of our manufacturing processes and data-driven insights across all our facilities, resulting in increased efficiencies. This digital transformation, coupled with our knowledge preservation initiatives through FME (Failure Mode and Effect Analysis) practices and robust learning-management systems, ensures continuous skill



Sanjay Chauhan
Head of Marketing

"We will look to strengthen our relationships with both long-standing and new customers to drive continued growth."

development, organisational resilience, and a stronger foundation for future growth.

Additionally, MSWIL is leveraging digital boards in its facilities to guide wiring harness assembly, resulting in increased production speed, reduced errors, and a more streamlined process. Furthermore, we have implemented Automated Guided Vehicles (AGVs), Collaborative Robots (COBOTS), and Robotic Process Automation (RPA) to automate repetitive tasks, allowing our workforce to concentrate on higher-value activities.

These strategic investments in digital technology and infrastructure propel MSWIL towards continual improvement in quality, efficiency, and innovation across its operations, enabling us to deliver exceptional value to our customers.



Product highlights

MSWIL continues to expand its product portfolio and localise offerings to serve our customers better and strengthen our reputation as a reliable solutions provider across all vehicle segments, including PVs, CVs and two-wheelers (2W).

We have launched a new product line for special-purpose harnesses, which are essential for connecting advanced technologies within modern vehicles. These harnesses seamlessly integrate high-speed cameras, SMART antennas, and various displays in the vehicle cockpit. Additionally, the product range includes cable assemblies engineered for automotive ethernet, safety, and multimedia applications, ensuring high-speed data transmission and reliable communication between critical systems. Designed to meet the rigorous demands of the automotive industry, our special-purpose harnesses and cable assemblies offer superior performance, reliability, and durability.

Additionally, we have significantly enhanced our high-voltage wiring harness capabilities. With the support of SAMIL, we have localised the production of cables used within high-voltage harnesses, improving supply chain efficiency and delivering value to our customers. The company has also localised the production of CCS2 (Combined Charging System 2) charging connectors for high-voltage applications. These efforts demonstrate our proactive approach to localisation, ensuring we meet the changing customer needs of both the EV and hybrid segments while increasing content and value per OEM.

With the support of SAMIL, we have localised the production of cables used within high-voltage harnesses, further improving our ability to serve our OEM partners.



MSWIL is dedicated to working closely with its customers to find solutions that address their needs. We are continuously innovating and expanding our portfolio to offer more vertically integrated solutions across different vehicle segments (PV/CV/2W), further enhancing our value proposition.

Key industry trends

The Indian automotive market is transforming rapidly, driven primarily by technological advancements and evolving customer preferences. MSWIL remains committed to understanding and exceeding customers' expectations by staying aligned with industry trends and

proactively adapting to this dynamic environment.

Let's look at these key trends and understand how they create more opportunities for MSWIL.

Premiumisation:

The demand for premium features like advanced driver-assistance systems (ADAS), sophisticated infotainment systems, and enhanced connectivity and safety features is rising, particularly in the mid to high-end SUV segment. Modern vehicles increasingly rely on electronic components, such as sensors, actuators, and control modules, to deliver these features. To seamlessly integrate and support

this growing number of electronic components, vehicles require more complex wiring harnesses and related parts to effectively transmit power and signals throughout the vehicle's electrical system.

MSWIL is well-positioned to capitalise on this trend. We are already supplying products for many current SUV models and are actively involved in upcoming launches, making us a valuable partner for OEMs in this space. We possess the expertise and capabilities to meet their evolving needs, including designing and manufacturing complex wiring harnesses that can accommodate the growing number of electronic

components and features found in premium vehicles. Our strong understanding of this segment and our commitment to quality and innovation ensure that we can contribute to the success of our OEM partners by delivering reliable and high-performance wiring harness solutions.

Electric mobility:

The increasing adoption of electric and hybrid vehicles further drives the need for advanced wiring harnesses. To power the battery, motor, and associated electronics, EVs operate with high-voltage systems, typically 400V or 800V. This necessitates specialised wiring harnesses to safely handle these

voltages, manage high currents, and withstand elevated temperatures. These harnesses also need to be lightweight and compact to optimise vehicle efficiency.

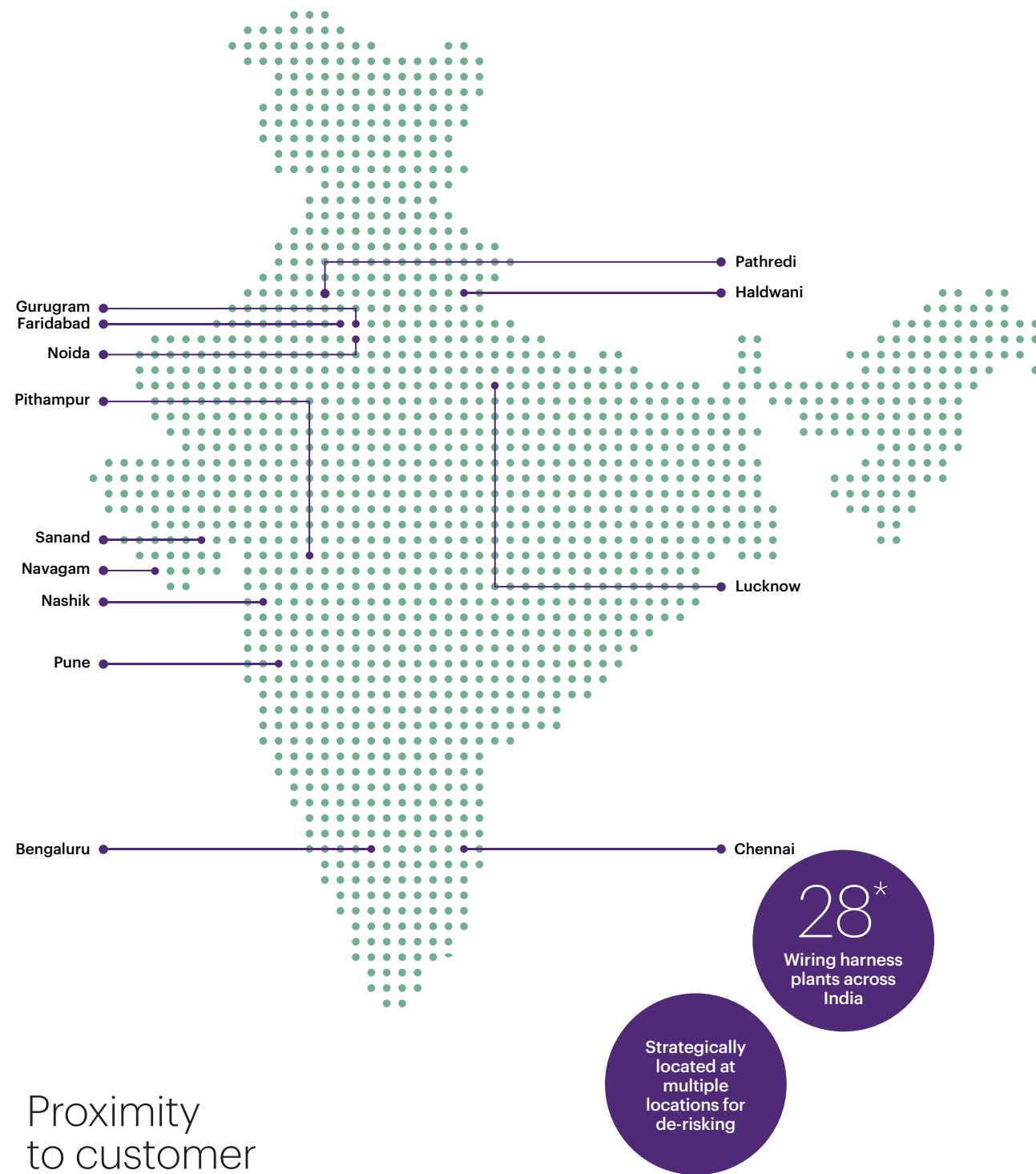
Hybrid vehicles that combine IC engines and electric motors present an even more complex scenario. They require dual wiring systems to manage low-voltage (12V) and high-voltage components, necessitating intricate integration and additional safety measures. The interplay between the two powertrains further increases the complexity of the wiring harness, demanding sophisticated design and engineering to ensure optimal performance and safety.

Leveraging our decades of industry experience, advanced manufacturing capabilities and strong parentage from both SWS and SAMIL, MSWIL is well-equipped to meet these specific requirements. We are actively building our EV portfolio and collaborating closely with customers on new EV launches across various vehicle types.

Alternative fuels:

Driven by government incentives promoting lower emissions and cost savings for consumers, the Indian alternative fuels market is experiencing rapid growth. This includes introducing CNG-powered vehicles across passenger cars, commercial vehicles, and three-wheelers, with CNG projected to become the second most popular fuel for PVs in India by 2027. Additionally, introducing flex-fuel vehicles running on gasoline and ethanol signifies a commitment to reducing emissions and improving fuel efficiency.

This growing adoption of alternative fuels in India presents a significant opportunity for MSWIL. As a powertrain-agnostic supplier, MSWIL is well-positioned to collaborate with OEMs and deliver innovative wiring harness solutions that empower them to launch new models successfully in this evolving market. MSWIL is committed to being a key enabler of India's transition towards a cleaner and more sustainable transportation future.

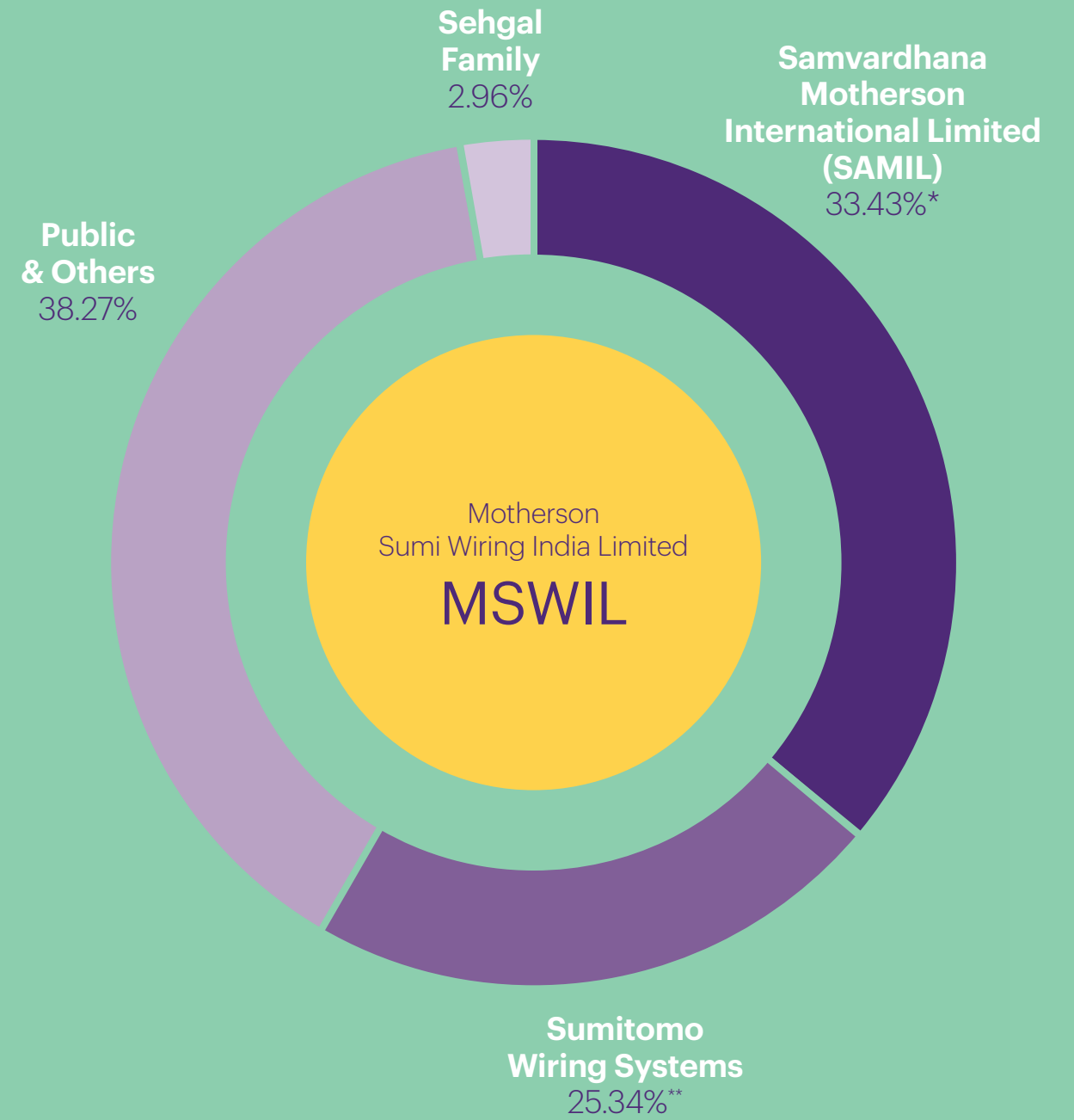


Proximity to customer location

Diversified and PAN-India industrial footprint.

*Including the two new plants being setup currently, one in Navagam (Gujarat) and the other in Pune (Maharashtra).

Shareholder structure.



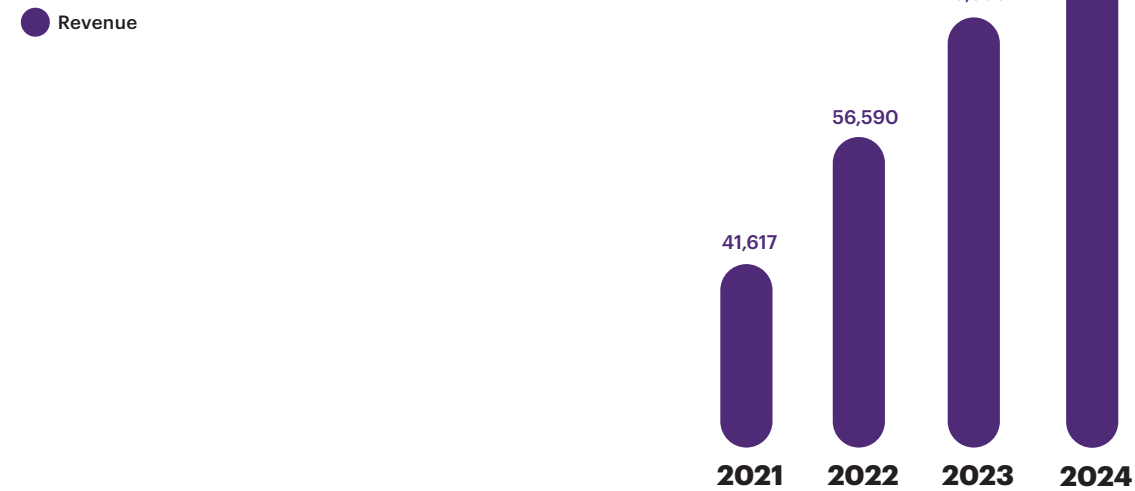
*Formerly known as Motherson Sumi Systems Limited (MSSL)

**Including affiliates

Financial highlights.

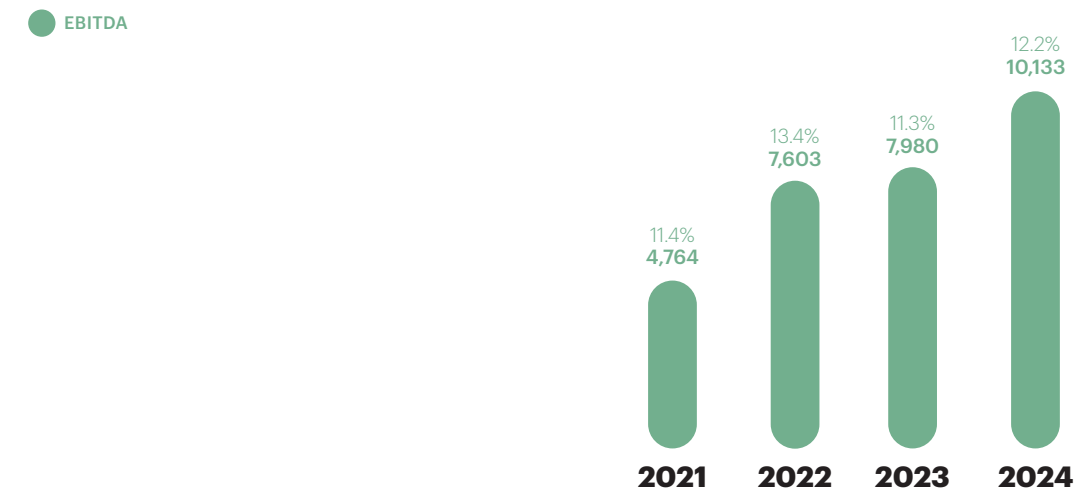
01 Revenue from operations.

(In million INR)



02 EBITDA.

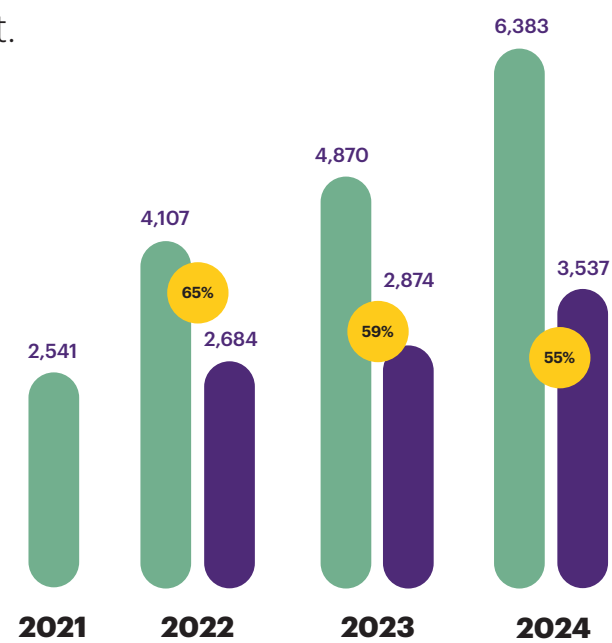
(In million INR)



03 PAT and Dividend Payout.

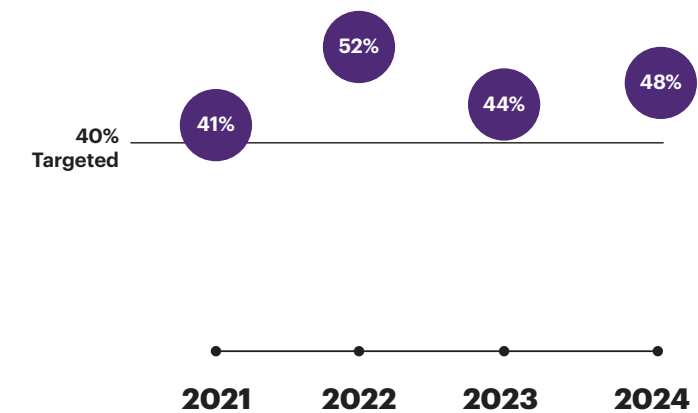
(In million INR)

- PAT
- Dividend Payout
- Dividend Payout Ratio



04 Return on Capital Employed (ROCE).

- ROCE



Note: The financial figures for FY 2020-21 represents the domestic wiring harnesses business, as part of Samvardhana Motherson International Limited prior to appointed date for demerger i.e. April 1st, 2021, after making proforma adjustments necessary to reflect the post re-organisation scenario.

Note: The financial figures for FY 2020-21 represents the domestic wiring harnesses business, as part of Samvardhana Motherson International Limited prior to appointed date for demerger i.e. April 1st, 2021, after making proforma adjustments necessary to reflect the post re-organisation scenario.

Sustainability.

At MSWIL, sustainability is an indispensable pillar for our organisation, serving as the bedrock for long-term value creation, effective stakeholder management, and proactive response to sustainability changes. We believe that a responsible approach to sustainability is essential for our long-term success and crucial for creating a better world. We are committed to being transparent about our environmental and social impact.

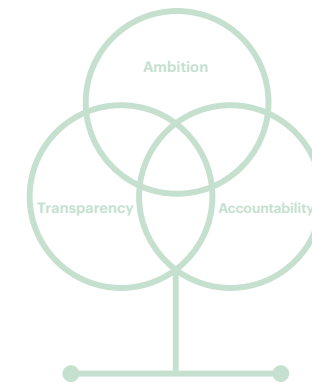
Our sustainability initiatives are a vital part of this approach, together with an unwavering dedication to create a positive impact, reduce our environmental footprint, create a more diverse and inclusive workplace, and uphold the highest standards of governance and ethics in all we do.

All units
ISO 14001
certified



A letter from our Chief Sustainability Officer.

I am very pleased to present to you our latest sustainability reporting which encapsulates our ongoing efforts and achievements in driving sustainable practices across our organisation. At Motherson, sustainability is a guiding principle permeating every aspect of our operations, from energy and water efficiency to waste reduction, supplier engagement to biodiversity preservation, and diversity, equity and inclusion to employee engagement. Within Motherson we are very clear that the responsibility for this lies with us all.



As we move forward, our focus remains on being **transparent** about where we are, having clear **ambitions** for where we want to be and being **accountable** for taking this responsibility. Guided by our stakeholder engagement process and the resulting materiality assessment, our commitment to sustainability extends well beyond compliance; it is ingrained in our DNA, continuously driving us towards a more sustainable and resilient future.

We understand and are committed to addressing all the priorities that are important to us and our stakeholders. This report will discuss only the key elements across the full spectrum of topics under Environment, Social and Governance (ESG). Aligned with this, the pillars of sustainability to which we are committed and continue to intensify our efforts are:

Planet:

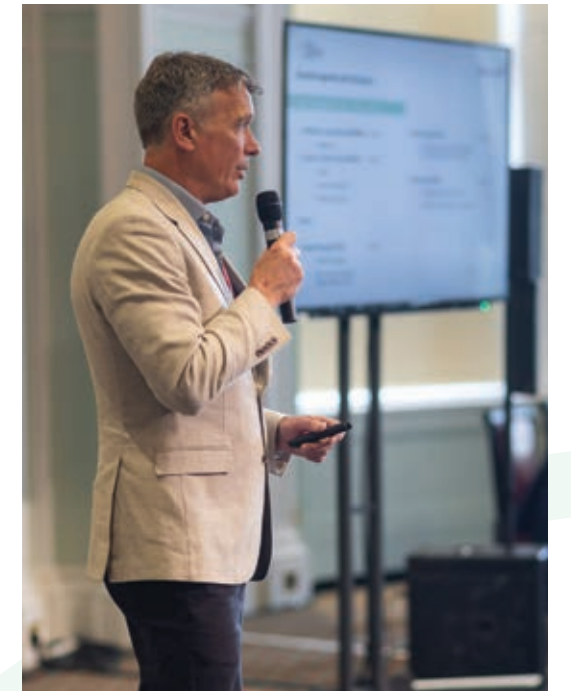
We are committed to helping preserve the planet through environmental stewardship, conserving resources, and reducing our ecological impact.

People:

We are dedicated to ensuring well-being and equitable opportunities for all, protecting human rights and providing a just transition for the people of Motherson.

Governance:

Fostering long-term growth in an ethical way, evolving from compliance to transformational governance.



We are dedicated to integrating sustainable practices within all aspects of our business model and continuously seek to elevate our performance. We acknowledge that uncertainty about the future may continue to present challenges, yet we are committed to maintaining focus on our sustainability strategy. In this sustainability report we explore and discuss the key elements that contribute to our ambitions and enable our progress towards our vision of being a sustainable solutions provider for our customers.

Sincerely,
Barrie Painter
Chief Sustainability Officer

Materiality

Materiality framework

Following on from our previous assessment in 2021, we have renewed our stakeholder engagement and materiality assessment process. As the sustainability landscape evolves, we recognise that the significance of certain topics may have changed. Therefore, we seek to re-assess this every two years, with the view to redefining or confirming our priorities and evaluating their potential impact on our operations.

The inputs for our materiality assessment are gathered through a stakeholder engagement process involving a detailed document review of customer and investor expectations, interviews with key contributors,

consultation with the Motherson leadership team and distribution of a comprehensive internal company-wide survey.

Materiality priorities

The results of the assessment provide us with a solid foundational understanding of the areas that external stakeholders such as customers, investors, and what the people of Motherson internally deem most significant.

Since 2021 we have seen an increased focus developing towards **Data Privacy and Information Security, Corporate Governance and Strategy, and Employee Well-being**. While these areas have always been important to us, the recent insights from our stakeholders have highlighted their growing significance, prompting us to focus even more on protecting sensitive data, enhancing governance practices, and ensuring the well-being of our employees.

Sustainability pillars

● Planet ● People ● Governance



Planet

Building a better future for our world

In recent years, the world has realised that environmental sustainability is no longer an option but a necessity. MSWIL has joined the global movement toward sustainable practices to protect and preserve our planet for the long term.

An ambitious approach

At the core of our sustainability efforts is our ambitious aim to become Carbon Net Zero. Additionally, we are committed to implementing water-preservation systems in all our facilities by 2030.

Our plan for achieving carbon-neutral operations involves reducing our emissions, particularly Scope 1 and 2 emissions, lowering energy consumption, incorporating more renewable energy sources, and managing our use of materials in an environmentally friendly manner. Regarding water management, we aim to use innovative technologies and conservation practices to decrease consumption and utilise this valuable resource more efficiently.

Meeting global standards

MSWIL fully aligns with global environmental management standards and has attained ISO 14001 certification for all its facilities. We are also working towards obtaining ISO 50001 certification for all units by 2030 at the latest, a key step towards more ecologically conscious energy management. These external certifications act as important benchmarks to guide our internal initiatives and help build trust with our customers.

Energy efficiency and conservation

Renewable energy: A strategic priority

MSWIL has made significant strides in integrating renewable energy into our operations. Currently, 15 of our units are powered by solar energy, and two more units are set to be equipped with solar panels in the coming months. Three of our plants in Chennai rely primarily on wind power, further strengthening our efforts in this area. By increasing our use of renewable energy, we can reduce our emissions, which will help us reach our goal of becoming Carbon Net Zero.

Environmentally-friendly Annual Day celebration



More than 20,000 trees

Planting trees

In 2024-25, we plan to plant a tree for each attendee of our annual day event, highlighting our commitment to environmental stewardship and community engagement.



Cleaner transportation for reduced emissions

We have used CNG-powered vehicles for 89% of our employee transportation, reflecting our commitment to reducing our environmental footprint.



Saying no to 'single-use plastic items'

Concerted effort to eliminate single-use plastic items such as water bottles, utensils, and food containers throughout the event. Instead, we have opted for eco-friendly alternatives that are reusable, recyclable, or compostable.

Technological innovations

Reducing energy consumption is another key aspect of our sustainability efforts. We are leveraging cutting-edge technologies by implementing cyclic timers, motion sensors, lux level monitoring and electrically motorised valves to optimise energy use. Transitioning to LED lighting across all our facilities also significantly promoted energy conservation.

Comprehensive energy management

Achieving truly sustainable operations is not just about implementing new practices. It involves systems for assessing and continually monitoring those practices and making ongoing improvements. To that end, MSWIL has established energy committees at all its sites that monitor and analyse energy-usage data, identify areas where operations can be made more efficient or eco-friendly and promote TOTD (Turn off, Turn down) practices. They conduct energy-saving awareness campaigns throughout our facilities in India. In addition, these teams are also responsible for deploying standard operating procedures (SOPs) and the implementation of ISO 50001 across all facilities.

Water conservation and management

Advanced water-management systems

With water becoming an increasingly valuable resource, we are investing in numerous water conservation measures in our facilities. All MSWIL units are equipped with state-of-the-art sewage treatment plants (STPs) for effective wastewater management. We have also implemented water-saving initiatives such as push-button taps, float switches, and valves, considerably reducing our water consumption.

Innovative rainwater harvesting

Utilising captured rainwater is another way of reducing overall water consumption. We have installed rainwater harvesting systems across our sites. These systems collect and store rainwater that can be used for non-potable purposes such as landscaping, irrigation, and toilet flushing. These systems reduce our reliance on freshwater sources, reducing our environmental impact.

Water pond at the Chennai facility

A standout initiative is our water pond at the Chennai (Kattavakam) facility, which spans 1,125 square metres and has a capacity of 2.8 lakh litres. This pond stores treated water for domestic use, highlighting our commitment to sustainable water management.

Circularity and waste management

We are also exploring ways to reduce our environmental impact by practising circularity, including reusing resources to minimise waste and recycling wherever possible.

Key initiatives in this area include:

Recycling food waste

MSWIL has introduced Aerobins in two of its facilities. The Aerobin is an innovative composting system that converts raw food waste into nutrient-rich manure, which is then used for gardening and landscaping within our facilities. Given the project's initial promising results, we intend to increase the number of Aerobins in all facilities equipped with kitchens.

By reusing our resources to minimise waste and recycling where possible, we aim to reduce our environmental footprint.

Reducing paper usage

At Motherson, we are driving impactful change through a holistic approach to sustainability. Our digital transformation has significantly reduced paper consumption, and we have established robust recycling protocols for the remaining paper use.

Beyond large-scale initiatives, we have implemented smaller practices contributing to a circular economy. These include a rubber band recycling programme and the reuse of packing materials, which reduce waste and minimise the demand for new resources.

Motherson sets a new standard for sustainable business practices by combining digital innovation with targeted circular initiatives. We remain committed to exploring innovative solutions and inspiring others to join us in creating a greener future.

Waste reduction through Padcare partnership

In line with our commitment to sustainability, we have teamed up

with Padcare Labs, an organisation specialising in recycling sanitary napkins. Padcare reports that these products can decompose in landfills for up to 800 years, significantly contributing to environmental pollution. By implementing Padcare's specialised bins in our units, we have preserved 28.75 kg of carbon equivalent and saved 270 litres of landfill space.

Environmental responsibility up and downstream

In addition to our internal measures for incorporating sustainability, we strive to create a sustainable supply chain. This includes controlling hazardous substance usage and ensuring supplier compliance with standards like IMDS, REACH, RoHS, and 3TG (Conflict Minerals). Under the motto of "Think Green, Go Lean," we strive to extend our environmentally conscious practices both upstream and downstream, decreasing our environmental impact and supporting other vendors and companies who share our vision for a sustainable future.





People

Empowering employees for a brighter future

At MSWIL, our employees are our “partners in progress” — their dedication and hard work drive our success. We are committed to providing a safe, supportive, and inclusive work environment where our people feel valued and empowered to thrive. To this end, we offer various

programmes and engaging activities to support our employees’ professional growth and overall well-being.

Comprehensive training programmes

MSWIL offers a wide array of training and development programmes that promote the overall growth of our employees. In addition to induction training, we provide regular job-related training modules to help employees continually improve their performance. Our skill-development centres, located at multiple sites, offer grassroots-level training, which allows us to attract, nurture and retain top talent across the industry. As a skilled workforce is fundamental to future growth, we will continue to invest fully in our people.

Skill Upgradation Programmes:

83% employees and 100% associates trained

No. of employees:



Growing together with our people

MSWIL strives to maintain a culture that fosters trust among all our people, supporting their professional aspirations through many growth opportunities and pathways for upward mobility within the company. For example, we fill management roles in our new plants through internal promotion, ensuring our values and best practices are consistent. We also cultivate long-term relationships with our employees to lay the foundation for continuous growth and improvement. We ensure 100% of our permanent employees undergo performance and career-development reviews.

MSWIL has implemented various awards and activities to recognise internal achievements. We encourage employees to share new ideas, take ownership through our Innovation Awards, and promote the Kaizen philosophy. Our company-wide recognition programmes value individual initiative and continuous improvement.

Safe environment for all

MSWIL is committed to providing a workplace free from harassment and discrimination, with a particular focus on protecting women from sexual harassment. To this end, we have implemented comprehensive policies and reporting mechanisms to prevent and address harassment. We aim to empower employees to feel confident, protected, and secure in their work environment. Additionally, we regularly review and update our policies and promote a culture where everyone feels comfortable raising concerns.

SWS Skill Olympics

The MSWIL team Secured the 3rd position in the global rankings.

A total of 38 teams from Japan, Asia, Europe, and America, comprising 228 candidates, participated in the event. Notably, this marked the 16th edition of the SWS W/H Skill Olympic Games.

Our skill development centres, located at multiple sites, offer grassroots-level training, which allows us to attract, nurture and retain top talent.



Employee engagement and feedback

Open and accessible communication channels are critical in cultivating a welcoming and inclusive workplace. MSWIL has established committees dedicated to various focus areas (work, safety, transport, and even the canteen) through which our people can freely voice their concerns and share their

ideas. This ensures everyone has a say in decisions that affect their daily work lives, creating a sense of ownership and engagement. By actively listening to and incorporating employee feedback, we enable our workforce to play an active role in shaping their workplace experience and driving continuous improvements.

Celebrating together

We consider our employees part of our family and celebrate together to create a vibrant workplace culture. We embrace the diversity of our workforce by observing all significant festivals, organising various activities, and encouraging family members to join in the festivities.

Quality Circles: Connecting people, processes and products

Quality Circles are a well-established methodology with the overall Motherson group and MSWIL, where people are actively encouraged to engage in problem-solving projects. This approach connects our people, our processes and our products, creating solutions for improvements in our operations. This brings new and fresh perspectives, fosters teamwork and promotes self-development among our people. Currently, there are 450+ Quality Circles in operation in MSWIL, and last year the Circles completed 1,540 improvement projects.

Quality Circles
in operation
450+

The Motherson Global Quality Circle Convention is an annual event in which teams from across the globe qualify and showcase ideas and improvement projects. In 2023, teams at MSWIL secured the top four positions. The winning teams performed excellently at external events including the customer Quality Circle Conventions and ACMA QC Convention.

Health and safety standards

The health and safety of our employees is our top priority. MSWIL adheres to global safety standards; all our facilities are ISO 45001-certified. We have a safety committee in each plant, a company-level safety council, and a safety officer who ensures the protection of the health and safety of employees in our day-to-day operations. Our plants and

equipment receive regularly scheduled preventative maintenance, and we also routinely carry out pre-work/start-up/production risk assessments. We conduct regular safety awareness sessions for all our teams, including fire safety and evacuation drills. All incidents are immediately and thoroughly investigated with progressive escalation to management as

necessary, focusing on root-cause analysis and risk control.

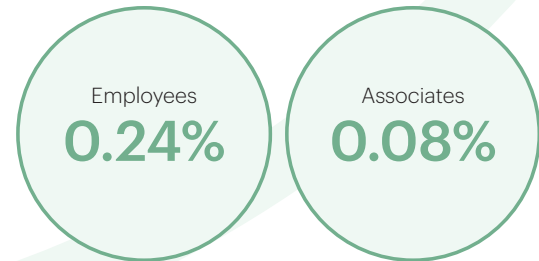
At MSWIL, we prioritise mental health and organise workshops to provide support. Our initiatives include health camps and exercise sessions aimed at enhancing mental alertness. We are committed to promoting both workplace safety and mental well-being.

Customer specific Quality Circle Convention

Entity Name	Quality Circle	Customer	Award Name
MSWIL Noida C14	Kirti Quality Circle	Honda Cars India Limited	Quality Circle Winner
MSWIL Noida C14	Kirti Quality Circle	HIPPL (Honda India Power Product Limited)	Quality Circle Winner
MSWIL Sanand	Vikas Quality Circle	Suzuki Motor	3 rd Position in Quality Circle Competition
MSWIL Sec-84, DTA	Ideal Quality Circle	ACMA	Silver award in the National Level Quality Circle Competition.
MSWIL, Noida A15	Prayatna Quality Circle	MSIL	1 st Runners-up in Quality Circle Competition



LTFIR rate:



By promoting the Kaizen philosophy and through our Innovation Awards, we encourage our employees not only to share new ideas but to take ownership and carry out improvements.

Promoting diversity, equity and inclusion

At MSWIL, we are committed to building a diverse and inclusive workplace where all our employees, regardless of their background or identity, can thrive and realise their full potential. We aim to create an environment where employees can enhance their skills and share their insights, knowledge, and passion. By providing equal access to opportunities, we strive to cultivate a diverse and dynamic workforce where everyone can contribute their unique perspectives and strengths, leading to innovation and long-term success.

Governance

The foundation of our progress

At MSWIL, robust governance is the cornerstone of our sustainability journey. We have instituted a comprehensive governance framework that ensures that our sustainability initiatives are integrated into every aspect of our operations.

Board-level sustainability committee

Our board-level sustainability committee provides high-level oversight and guidance to align our sustainability efforts with our overall business objectives. The committee reviews on a regular basis the overall sustainability strategies and objectives for MSWIL in conjunction with the Motherson group, Chief Sustainability Officer. The MSWIL executive leadership team are responsible for ensuring the effective deployment of the strategies and associated actions to achieve our ambitions and objectives.

Dedicated sustainability champions

MSWIL has appointed a dedicated sustainability champion in each unit to ensure the effective implementation of our sustainability initiatives. These champions oversee sustainability efforts at the unit level, ensuring compliance with our policies and promoting continuous improvement in all three of the sustainability pillars (Planet, People and Governance). From the ground level, our champions can carefully monitor progress on all fronts, allowing for greater efficiency and responsiveness. Moreover, their role as liaisons between the employees and our board-level committee is invaluable in facilitating clear and effective communication, further strengthening our sustainability efforts and advancing us toward our goals.



MSWIL adheres to global safety standards, and all our facilities are ISO 45001 certified.

Policy deployment and awareness

MSWIL strives to empower its employees by providing awareness and proper training in governance-related issues. We recognise that a comprehensive and well-implemented policy framework is essential for fostering an ethical, inclusive, safe work environment. Consequently, we provide extensive training on our key policies, ensuring that all employees thoroughly understand and adhere to the highest standards of conduct and responsibility. Our training programmes cover a wide range of critical areas, including our Code of Conduct, Human Rights Policy, Data Privacy Policy, Anti-Harassment Policy, and Diversity and Inclusion Policy.

We also provide workshops for our sustainability champions and other interested employees to equip them with the knowledge and skills necessary to effectively implement and uphold our sustainability initiatives, including environmental management, resource efficiency and compliance with global sustainability standards. A well-informed workforce is a critical step toward ingraining sustainability in our company culture and maintaining exemplary adherence to ethical and inclusive practices in the workplace.



To ensure effective implementation of our sustainability initiatives, MSWIL has appointed a dedicated sustainability champion in each unit.

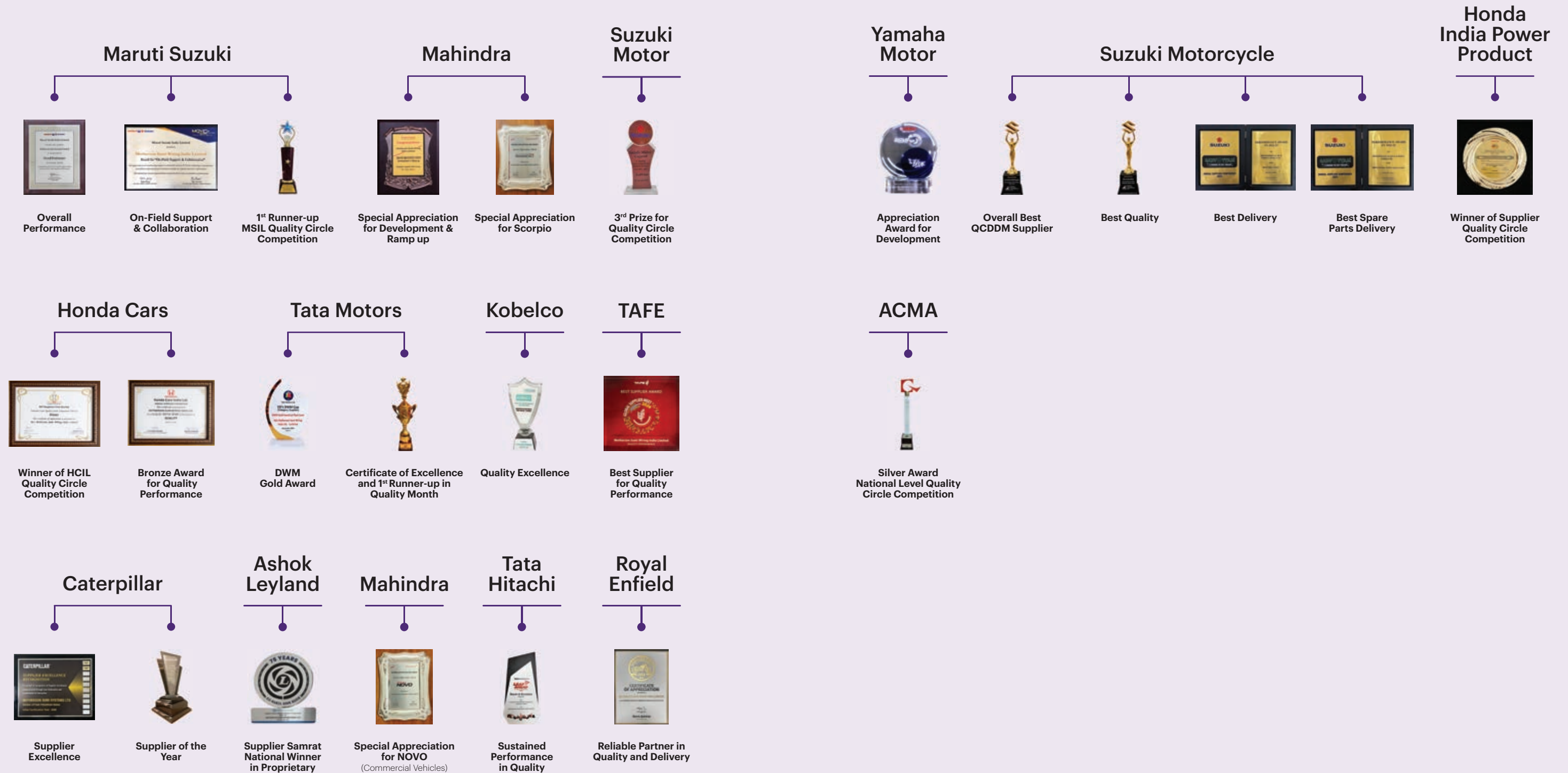
Alignment within the Motherson group

MSWIL's strategies across all the pillars of sustainability are aligned with the overall Motherson group. Ongoing collaboration and cooperation allow us to adopt the best practices that drive sustainability within our

organisation. Our governance framework is a testament to our commitment to responsible and sustainable business practices. We are making continual progress towards our sustainability goals, enabling us to create lasting value for our stakeholders and contribute to a sustainable future.



Awards.



Management discussion and analysis.

The MD&A section is designed to provide our stakeholders with a deeper understanding of our business operations, financial results, and the broader economic and industry context in which we operate. We aim to provide transparent and insightful commentary that addresses the interests of our investors, employees, customers, and the wider community.

Management Discussions and Analysis.

BUSINESS BACKGROUND AND UPDATE

Motherhood Sumi Wiring India Limited (MSWIL or the Company) was incorporated on July 02, 2020. This is the second complete year of operation for MSWIL after scheme of Demerger of Domestic Wiring Harness business by Samvardhana Motherhood International Limited (SAMIL) (then known as Motherhood Sumi Systems Limited) to MSWIL was given effect. MSWIL benefits from strong parentage and lineage provided by both Sumitomo Wiring Systems, Ltd. (SWS) and Samvardhana Motherhood International Limited, with holding of 33.43% by SAMIL and 25.34% by SWS. Company is focused on Wiring Harness for Indian Automotive OEMs.

SAMIL is one of the fastest-growing global automotive suppliers who offers a wide range of solutions for OEMs globally. MSWIL not only benefits from a seasoned and strong professional management team advice from SAMIL with years of entrepreneurial experience, operational expertise and deep industry knowledge, but also gets access to global solutions from SAMIL's business segments relevant to MSWIL's Indian wiring harness customers.

SWS, a 100% subsidiary of Sumitomo Electric Industries Japan, is a world leader in producing wiring harnesses, harness components and other electric wires. Company has benefitted from the vast wiring harness expertise of SWS due to technical knowledge and specialisation provided in R&D Areas.

The collective backing of SAMIL and SWS establishes a robust framework for MSWIL's sustained business and growth within the Indian automotive market.

The focus of MSWIL is on offering a wide variety of wiring harnesses for different category of vehicles including passenger and commercial vehicles, two and three-wheelers, farm equipment and off-road vehicles in the Indian market. We have the capability to accompany our customers throughout their entire product lifecycle journey. Our capabilities encompass 3D computer-aided design (CAD), printed circuit board (PCB) design and routing, 3D printing, prototyping, virtual and physical validation and technology implementation support. This enables us to delight our customers every step of the way. The Company portfolio consists of products manufactured using state-of-the-art technology and automation of products and processes wherever possible.

MSWIL remains focused on meeting customer requirements with its focus on operational excellence, quality, design and delivery. With the long-standing relationships and unwavering support of Customers, MSWIL is strategically well positioned to capitalise on opportunities and favorable industry tail winds.

The automotive sector was moving towards a global supply chain model, but the pandemic has resulted in OEMs looking to mitigate supply chain risks & move towards a more localized 'production ecosystem' as a way forward. Our proximity to our customers also aligns us with sustainability goals. OEMs are seeking further localization as an environment friendly & more secure option compared to imports which strengthens supply chain synergies, cut costs & reduce lead times for components.

The increasing demand for customisation leads to more wiring harnesses per vehicle, increasing content per vehicle. More connectivity features in a vehicle lead to the demand for high-value SMART harness components. MSWIL is in a favourable position to capitalise on the rapidly evolving trends in the automotive market. Through continuous efforts for advancement, MSWIL has cemented its reputation as a trusted provider of comprehensive system solutions.

With the demand rising for sustainable technologies, advanced safety and emission norms coming into force, the value per harness increase and so do the electronics and EV solutions offered by the company.

Further the company is fully equipped to provide newer high-voltage solutions, wiring harnesses and components for electric vehicles/ alternative powertrains.

MSWIL Key Strengths

Strong Parentage with access to technology and experienced management:

MSWIL as a company has a very rich heritage and parentage. Formed as a strategic partnership between Sumitomo Wiring Systems and Samvardhana Motherhood International Limited (formerly Motherhood Sumi Systems Limited), which spans over 4 decades. The growth of the company is closely linked with the vibrant Indian automotive market since the launch of the first affordable car Maruti Suzuki 800. Today the company is a dominant player in the industry. SWS provides access to world class technology and R&D capabilities for wiring harness, wires and components that are well suited for changing industry dynamics. SAMIL provides strategic guidance and direction that is well aligned with Vision 2025. SAMIL further extends the manufacturing and operational excellence by way of QCDDMSSES. The experienced and professional management supports the growth of the company and at the same time provide shared services and support for various functions such as sourcing of wires, components, investments in land and building. An outcome of this collaboration is that MSWIL is developing capabilities to produce wiring harness for alternative powertrains such as EV and Hybrids, having recently designed

and developed high-voltage wiring harness and connectors and components for EV powertrains and Battery Management Systems (BMS).

Diversified footprint across the country and supporting all segments of the Indian automotive Industry

MSWIL supports its marquee customer base from 26 facilities spread across the country. The operating units are located in close proximity to our customer facilities to ensure just in time (JIT) and just in sequence (JIS) deliveries. The Indian automotive market is poised to gain both from volume and value growth on the back of automotive mega trends of premiumization, SUVs and transition towards zero emission vehicles. Many of the OEMs have announced phased increase in capacities. MSWIL works in close collaboration with all its customers and always ensure there is sufficient capacities to meet the production requirements. As a general thumb rule as soon as there is 80% capacity utilization, the plan to expand based on firm orders from customers is initiated. As of now two new Greenfields are being setup in Pune, Maharashtra and Navagam, Gujrat that will come onstream in FY2025.

Well positioned to gain from industry transition towards clean mobility

The product portfolio of MSWIL is well positioned to gain as the industry transitions towards clean mobility and zero emission vehicles. The company has very recently designed, developed and localized high-voltage (400v and 800v) wiring harness for EVs as well as complex integrated systems required for mild to strong hybrid vehicles. Further there is a significant content increase from ICE to EV/Hybrid vehicles due to the change in components required and complexity of wiring harness.

Well Capitalized with a strong balance sheet

MSWIL has a strong balance sheet as it follows the prudent financial policies. As a result of which the company has negative net debt. The company focuses on absolute profitability which is well demonstrated in the consolidated ROCE of 48% for FY2023-24. MSWIL has generated over INR 10,000 Mn cash from operations (pre-tax). The company is well positioned to support our customers as they grow and move towards their objective of clean mobility. It is important to highlight we are a zero-leveraged company with strong FCF generation.

Partner of choice for customers, involved in the complete product lifecycle

MSWIL benefits immensely from association with SWS, a global leader in the manufacture of wiring harnesses, harness components, and other electric wires. Through these partnerships, we have access to cutting-edge technology from other wiring harness companies within the global Motherson Group.

Our consistent performance over the years has cultivated long-term relationships with our customers, built on a foundation of

trust. We are dedicated to following our customers wherever they need us, ensuring that we are always nearby to provide the best solutions for their requirements. Currently, we support our customers from 26 facilities strategically located in all major automotive hubs across north, west, and south India.

At MSWIL, we take pride in being a trusted partner to our customers, supporting them through every phase of the product lifecycle. As a full system solutions provider, we are dedicated to meeting our customers' needs from the initial stages of product design and validation, through tool design and manufacturing, to finishing, processing, assembly, and production. Our expertise extends to creating integrated, cutting-edge Electrical & Electronic Distribution Systems for power supply and data transfer across vehicles, as well as sequencing in-line supplies.

We understand the importance of collaboration and strive to work closely with our customers to ensure that their requirements are met at each step of the supply chain. By focusing on delivering quality and innovation, we aim to contribute to the success of our customers' projects, ensuring their products meet the highest standards of performance and reliability. Our team is committed to continuous improvement and remains humble in our pursuit of excellence, always placing our customers' needs at the forefront of our efforts.

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Indian Economy outlook

According to IMF, Indian economy is expected to grow at 7% in 2024. India continues to be one of the more vibrant economies in emerging markets and the fastest growing in the world while being insulated from global headwinds. The robustness in Indian economy is driven by strong domestic demand, substantial investments by public and private sectors into infrastructure, and a resilient financial sector. This is further enhanced by increased levels of digital services and automation across sectors, such as the Unified Payment Interface (UPI). India with its young demographics and cost-effective talent pool, along with favourable economic incentives and policies, is becoming an attractive location for investments and diversifying supply chains. This reinforces its potential as a global manufacturing hub.

Despite elevated headline inflation, projections suggest it is expected to decline to an average of 5.3% in FY 2024-25 aided by easing global commodity prices and some moderation in domestic demand. To combat inflation, the Reserve Bank of India has withdrawn accommodative measures and raised the policy interest rate. India's financial sector also remains strong, with improvements in asset quality and robust private-sector credit growth.

Automotive Industry

The performance of the Indian automobile industry during the last five years is as follows:

Category	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24
Passenger Vehicles	3,425	3,062	3,651	4,587	4,902
Delta % [y-o-y]	-15%	-11%	19%	26%	7%
Commercial Vehicles	757	625	806	1,036	1,066
Delta % [y-o-y]	-32%	-17%	29%	29%	3%
Three Wheelers	1,133	614	758	856	993
Delta % [y-o-y]	-11%	-46%	23%	13%	16%
Two Wheelers	21,033	18,350	17,714	19,459	21,469
Delta % [y-o-y]	-14%	-13%	-3%	10%	10%

All figures are production volumes in thousands

Source: Society of Indian Automobile Manufacturers (12/04/2024)

The highlights of the Indian automotive industry together with future trends are as follows:

- Since the last year, staggered growth has been observed across segments/subsegments in the Indian automotive industry. The market has now surpassed pre-Covid levels of functioning, an extremely positive sign.
- Three wheelers registered the highest growth, with a 16% year-on-year increase in production compared to the previous fiscal year, followed by Two Wheelers at 10% and Passenger Vehicles at 7% vis-a-vis numbers from the last fiscal year.
- Passenger car, the market is now functioning well above pre-pandemic levels & the forecast for the upcoming years look promising for India, which is defined as a key emerging market till 2027 by S&P Global Mobility. The passenger vehicle segment is bolstered by the improving preference for personal mobility and improved customer confidence in rural and semi-urban markets. The PV industry posted record high of 4.9 Mn units in FY23-24.

- Commercial Vehicles: In FY2023-24 the commercial vehicle segment which comprises of buses, heavy and medium duty trucks reached 1,066 thousand units recording a 3% growth. The development of large-scale infrastructure projects initiated by the government are supporting the demand for commercial vehicles in particular trucks.

- An increase in the electrification of vehicles and the banning of fossil fuel vehicles by 2040 is expected to boost the Indian passenger cars market in the future. The governmental subsidies for BEV along with norms, continued encouragement of BEV adoption among private auto owners is making BEV the fastest growing segment in passenger car sales in India.

- Various international auto manufacturers are developing new models to capture customer attention in the Indian automobile market. Such new launches are expected to attract customers, further enhancing the passenger cars market across India.

REVIEW OF FINANCIALS

Financial results:

The Company's financial results are summarized in the table below:

Heads	INR in million		
	FY 2022-23	FY 2023-24	% Change
Total revenue from operations	70,680	83,282	17.8%
Cost of goods sold	46,317	54,537	17.7%
Employee cost	11,831	13,551	14.5%
Other expenses	4,612	5,062	9.8%
EBITDA*	7,980	10,133	27.0%
Finance costs (Net of Interest income)	221	205	-7.2%
Depreciation expense	1,237	1,473	19.1%
Profit before tax, before exceptional items	6,522	8,455	29.6%
Profit before tax	6,522	8,455	29.6%
PAT	4,870	6,383	31.1%
Earnings per share	1.10	1.44	30.9%

* Earnings before interest income, interest expense, tax, depreciation and exceptional items

Sourcing and other arrangements:

Over the years of operations & the vertical integrations, joint venture partners have achieved various synergies in the wiring harness business such as high quality, timely delivery, knowledge enhancement, research & development etc. MSWIL is also having vertical integrations with various businesses of Samvardhana Motherson International Limited (SAMIL) and Sumitomo Wiring Systems Limited, Japan (SWS). MSWIL sources wires,

connectors, terminals, PVC tubes, rubber parts etc. from SAMIL. It also sources a large number of child parts from Sumitomo Wiring Systems Limited, Japan.

In continuation to the above, SAMIL and MSWIL have a central team for some of the key functions in the areas of design and development services, procurement engineering services, human resource and infrastructure support etc. The cost of these central teams is housed in SAMIL and is shared (other than directly attributable) between MSWIL and SAMIL.

Further, as part of the reorganisation scheme, the Company has entered into long-term leasing arrangements for taking land as well as premises on lease to operate factories. The lease rentals for these land and premises have been accounted for as per valuation by independent valuer and by following Accounting Standard Ind AS 116.

The Company has diverse customer portfolio in the domestic market and is serving different segments of the industry. The segment wise breakdown of Company's revenues for the year 2023-24 is as follows:

S.No.	Segment	% Breakdown
1	Passenger car market	58%
2	Commercial vehicles	12%
3	Two wheeler	14%
4	Special products groups such as off road vehicles, tractors etc.	10%
5	Others including tier 1/ 2 suppliers	6%
	Total	100%

Major cost contributors

Cost of Material

For the financial year ended March 31, 2024, the cost of materials was INR 54,537 million against INR 46,317 million for the corresponding previous financial year ended March 31, 2023.

As a percentage of revenue, the cost of materials was 65.5% for the financial year ended March 31, 2024, which is in line with 65.5% for the previous year ended March 31, 2023.

During the FY 2023-24, the industry witnessed:

- The key raw material for Wiring Harness is Copper and the price of the same is linked to LME (London Metal Exchange). Company witnessed a variations in copper prices during the year. However, the Company has a pass-through arrangement for copper with a time lag, mostly a quarter.
- Further, the Company faced pricing pressure from component suppliers for increasing the prices due to increased commodity prices and inflationary pressures in developed countries.

- Shipping industry suffered with port closures and congestions, labour shortages, difficulties with capacity utilization, as well as a lack of new shipping containers due to wars and Red Sea route issue. Through efficiency in operations and localisation of imported child parts, the Company was able to reduce purchases and was able to minimise the impact of such freight cost increases.

Further, the Company has been continuously working with customers for offsetting the increase in the landed cost of child parts, including customer nominated parts, in addition to working on localisation and alternate sourcing of some of the parts.

Employee cost

Overall employee cost for the year ended March 31, 2024 is 16.3% of the revenue which shows productivity improvement as compared to 16.7% of revenue for the previous year. The employee cost has increased in absolute amount; with increase in head counts on account of increase in capacity due to expansion in existing plants, and revision in minimum wages in many of the states. For the year ended March 31, 2024, the Company reimbursed / shared with SAMIL its share of common expenses of INR 522 million (March 31, 2023: INR 419 million) at cost.

Employee cost is the second largest contributor after raw materials in the total cost structure. What determines this cost is the size of operations, geographical reach and skill requirements including for future developments.

Other Expenses

The other expenses, mainly include expenses on electricity and power, repairs to plant & equipment, building as well as consumables, insurance etc. For the year 2023-24, other expenses were 6.1% which has improved from 6.5% in previous year. The expenses also include purchases of stores and spares due to new launches of customer models. For the year 2023-24, the Company reimbursed / shared with SAMIL its share of common expenses of INR 423 million at cost (March 31, 2023: INR 451 million). These expenses were either directly attributable to MSWIL or were allocated on suitable basis, mainly in the ratio of sales of domestic and non-domestic wiring harness business in India. During the year 2023-24, the company has provided, an amount of INR 475 million (March 31, 2023: INR 395 million) towards management fees to SAMIL, equivalent to the amount of royalty to SWS.

Finance Costs

Finance costs consist primarily of interest expenses on borrowings and finance leases. Total finance costs (net of Interest income) of INR 205 million for FY 2023-24 (INR 221 million for FY 2022-23) included finance costs of INR 226 million in FY 2023-24 (INR 199 million in FY 2022-23) provided for in respect of operating lease (including costs relating to lease arrangements with SAMIL in respect of premises used by MSWIL).

Depreciation Expenses

Depreciation refers to the amount recognized in the income statement reflecting the amortized value of the tangible and intangible assets on a straight-line basis over the estimated useful life of the asset and includes depreciation on Right of Use Assets recognized under Ind AS 116 in respect of leasing contracts.

For the financial year ended March 31, 2024, depreciation expenses were INR 1,473 million in comparison to INR 1,237 million for the previous year ended March 31, 2023.

Income Taxes

The provision for current tax for the FY 2023-24 amounted to INR 2,144 million (INR 1,703 million in FY 2022-23) and after providing for deferred tax credit of INR 72 million in FY 2023-24 (INR 51 million in FY 2022-23), the total tax charged to P/L account amounted to INR 2,072 million in FY 2023-24 (INR 1,652 million in FY 2022-23).

Financial position:

Financial Position	INR in million	
	March 31, 2023	March 31, 2024
Property, plant and equipment	3,065	3,769
Capital work-in-progress	270	237
Right-to-use assets	2,727	2,228
Other assets		
- Inventories	12,096	11,399
- Trade receivables	8,004	8,959
- Cash & cash equivalents	361	1,670
- Other bank balances	7	1,013
- Other assets	2,447	2,114
Total assets	28,977	31,389
Liabilities (other than loans)	11,946	12,030
Net assets	17,031	19,359
Source of funding:		
Net worth	13,305	16,768
Debt outstanding		
- Short-term loan	740	-
- Long-term loan	78	86
External debt	818	86
Less: cash & cash equivalents	(361)	(1,670)
Less: fixed deposits with banks	-	(1,000)
Net external debt	457	(2,584)
- Lease liabilities	2,908	2,505
Total debt including lease liability	3,365	(79)
Capital expenditure (Net of disposals)	1,977	1,111

Incremental working capital and CAPEX requirements have been funded with internal accruals. All other movements are in line with increase in revenue or operations of the company.

CAPITAL EXPENDITURE

During the financial year 2023-24, the Company incurred capital expenditure of INR 1,111 million (INR 1,977 million in FY 2022-23) which has been financed from internal accruals within the Company. Total capital expenditure includes INR 400 million utilised for new plants (INR 666 million in FY 2022-23), remaining INR 711 million for addition in Property Plant and Equipment (PPE) for capacity enhancement as well as other customer related/improvement projects in existing plants (INR 1,311 million was for capacity enhancement as well as other customer related/improvement projects in FY 2022-23).

CASH FLOW

During the financial year 2023-24, the Company generated a positive cash flow position after meeting operating expenses including capital expenditure. The operating cash flows (before working capital) for FY 2023-24 were INR 10,110 million (INR 7,935 million in FY 2022-23) and CAPEX of INR 1,111 million in FY 2023-24 (INR 1,977 million in FY 2022-23). The following table summarises the company's cash flows for the current year and the previous year.

Cash Flow statement:

Particulars	INR in million	
	FY 2022-23	FY 2023-24
Cash flow from operations	4,011	10,081
Taxes paid	(1,775)	(2,171)
Cash flow from operating activities	2,236	7,910
Capital Expenditure (Net of disposal)	(1,977)	(1,111)
Investment in fixed deposits	-	(1,000)
Interest received	40	32
Cash used in Investing activities	(1,937)	(2,079)
Interest paid	(272)	(268)
Proceeds / (repayments) of borrowings	649	(740)
Payment of lease liabilities	(571)	(646)
Dividend paid	(2,677)	(2,868)
Cash flow from / (used in) financing activities	(2,871)	(4,522)
Net Increase/(Decrease) in Cash & Cash Equivalents	(2,572)	1,309
Net Cash and Cash equivalents at the beginning of the year	2,933	361
Cash and cash equivalents as at the end of the year	361	1,670

Operating Activities

Net cash generated from operating activities during FY 2023-24, was INR 7,910 million (INR 2,236 million in FY 2022-23). Cash

generated from operations before changes in working capital & income tax was INR 10,110 million in FY 2023-24 (INR 7,935 million in FY 2022-23).

Investing Activities

Net cash flow utilised in investing activities during FY 2023-24, was INR 2,079 million (INR 1,937 million in FY 2022-23). This was primarily utilised for capital expenditure and Investment in bank fixed deposit. Capital expenditure includes capital work in progress of INR 400 million for new plant (INR 666 million for new plant in FY 2022-23), INR 711 million for addition in Property Plant and Equipment (PPE) for capacity enhancement as well as other customer related/ improvement projects in existing plants, (INR 1,311 million was for capacity enhancement as well as other customer related/ improvement projects in FY 2022-23). Investment in bank fixed deposit of INR 1,000 million made in the current year (INR Nil in FY 2022-23). Investing activities are partially set off by interest income of INR 32 million (INR 40 million in 2022-23).

Financing Activities

Net cash flow utilised in financing activities during FY 2023-24, was INR 4,522 million (INR 2,871 million in FY 2022-23). This includes INR 2,868 million towards payment of dividend, INR 740 million as repayment of borrowings, INR 41 million as payment of interest and INR 873 million as payment of lease rent (INR 2,677 million for payment of dividend, INR 73 million as payment of interest, INR 770 million as payment of lease rent and INR 649 million as net proceed from borrowing in FY2022-23).

Ratio Analysis:

Key ratios	FY 2022-23	FY 2023-24	% Change
Trade Receivable Turnover (days)	37	37	-1.4%
Inventory Turnover (days)	84	78	-8.0%
Trade Receivable Turnover (in times)	9.62	9.76	1.4%
Inventory turnover (in times)	4.27	4.64	8.7%
Return on equity ratio (in times)	0.40	0.42	6.6%
Interest Coverage Ratio (in times)	28.71	37.12	29.3%
Current ratio (in times)	1.66	1.94	16.7%
Debt Equity Ratio (in times)	0.28	0.15	-44.8%
Operating Profit Margin (%)	9.5%	10.4%	9.0%
Net profit Margin (%)	6.9%	7.7%	11.6%
Net Debt^ to EBITDA (in times)	0.4	0.1	-78.4%

^ including lease liabilities

Key indicators are mentioned at the end of Management Discussion and Analysis

Reasons for change of 25% or more as compared to the immediately previous financial year:

Interest Coverage Ratio (in times) improved from 28.71 in 2022-23 to 37.12 in 2023-24. The improvement was due to increase in EBITDA by 27% in 2023-24 to INR 10,133 million from INR 7,980 million in 2022-23. On the other hand, finance cost was marginally reduced to INR 273 million in FY 2023-24 from INR 278 million in FY 2022-23.

Debt Equity Ratio (in times) as well as **NET Debt to EBITDA (in times)** improved on account of reduction in bank borrowing as well as lease liabilities in FY 2023-24 as compared to FY 2022-23.

DIVIDEND PAYOUTS

The Company has paid final cash dividend of INR 2,868 million in 2023-24 (INR 2,677 million in 2022-23). The Company proposed a dividend of INR 0.80 per share for FY 2023-24 (INR 0.65 per share for FY 2022-23) which will be paid after approval at the ensuing annual general meeting. The dividend payout ratio for FY 2023-24 is 55% of profits (59% of profits in FY 2022-23).

RISK MANAGEMENT

Risks are an integral part of business growth and mitigating risks from all the directions is one of the challenges that the company targets. It is very important to have a Risk Management process in place with an objective to create an operational environment with a systematic, enterprise risk management at all levels of organization. Risk management and mitigation efforts must be calibrated according to the likelihood of exposure and the potential downside of an incident. The Company has set up a Risk Management Committee (RMC) at a Board level with a robust framework to monitor and mitigate risks. Risk Management Committee periodically reviews operating, financial, regulatory, IT and strategic risks in the business and their mitigating factors.

Risk Management Policy, which was approved by the Board, considers a holistic understanding of the risks that can potentially impact the operations, as well as taking action on how to effectively mitigate those risks to protect their assets and to keep operations running smoothly. The policy formulated outlines for the risk management framework to help minimise the impact of uncertainty on the company's strategic goals. The framework enables a structured and disciplined approach to risk management. The guidelines developed cover risk control and the use of financial instruments. These guidelines contain a clear allocation of duties. Risks are controlled and monitored by means of operational and financial measures.

The Company follows a robust process of risk management by following 3 step approach

Step 1: Risk Identification (which includes education on the identification of risk, probability evaluation as to likelihood and finally consequence evaluation as to the impact/ financial losses to determine the size of risk)

Step 2: Risk Evaluation

Step 3: Action to mitigate or eliminate the risk with a monitoring mechanism in place

During the regular management meetings at all management levels, opportunities, risks and optimisation measures are reviewed in detail. Any exceptional situations having potential risks are identified and treated at the early stage to minimise their impact on business and financial positions.

Based on analysis and evaluation, Risk Committee assesses various risks in the following categories:

1. Operating Risks which cover risks arising out of external factors which are outside the sphere of influence of the company as well as internal factors which are generated by the company and by processes/ operations. Some of the external factors include future industry trends, social, political, economic risks, environmental risks and Act of God etc.
2. Financial & Accounting risk in terms of forex risks as well as for financial reporting due to changes in various regulations.
3. Regulatory risks cover risks with respect to local laws and regulations, intellectual property, patents etc.
4. Strategic risks with respect to sourcing of various components as well as technical and other services from JV partners.
5. IT and Information security risks: These could relate to Unauthorized access and breach of Company's IT system and resources, theft of critical data etc.

The commitment to the company's code of conduct covering ethics, anti-bribery policies and newly added climate change impact analysis is core to risk evaluation and mitigation process.

INTERNAL CONTROL SYSTEMS

The Company has an adequate system of internal control commensurate with its size and the nature of its operations. The internal control system & process are designed to ensure:

- a) Transactions recorded are accurate, complete, authorised and in adherence to Accounting Standards.
- b) Compliance with applicable statutes, corporate policies and procedures.
- c) Effective usage of resources and safeguarding of assets and ensuring their authorized use.
- d) With the support of technology using Data Analytics tools, the coverage and scope of internal audit has been further enhanced.

The Internal Audit function collaborates with independent internal auditors to periodically review compliance with respect

to the established design of internal control and also assess the effectiveness as well as the efficiency of operations. The Company has a well-established internal audit system built on the annual risk-based Internal Audit plan as approved by the Audit Committee of the Board. The significant audit findings are reviewed at regular intervals by the Audit Committee of the Board of Directors, comprising independent directors. Further, the Audit Committee also monitors the status of management actions emanating from the internal audit reviews.

The Company is using the latest IT tools such as data analytics to enhance the scope and effect of the internal audit function. Adherence to the statutory compliances at each of the locations is also ensured by the committee through a continuous monitoring mechanism. The Company has also identified various business risks and laid down necessary procedures for mitigation of the same. Processes in the Internal Audit function have been continuously strengthened for enhanced effectiveness and productivity including the deployment of best in class tools for analytics in the Audit domain which has further enhanced the depth, coverage and sharpness of the internal audits.

Management has assessed the effectiveness of the company's internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015 applicable to Indian entities) as on March 31, 2024

HUMAN RESOURCES

Employees: Our Valued Brand Ambassadors

At MSWIL, we take immense pride in embodying the spirit of the timeless adage, "for those who live magnanimously, the entire world constitutes but a family." Our work-family, much like any family, is a harmonious blend of individuals with diverse traits and personalities. These dedicated employees have been instrumental in our evolution into a successful company and a prominent player in the automotive industry.

Our employees consistently go above and beyond, putting in extra hours to earn accolades from our valued customers. We place great importance on our people, striving to incorporate all aspects of the employee experience within our organizational framework.

Building Trust and Ethical Practices and Promoting Diversity

Operating within a healthy atmosphere, we strictly adhere to business ethics principles and uphold human rights standards. We are committed to operate ethically, responsibly, and sustainably and provide work environment which is free from all forms of discrimination, intimidation, exploitation and harassment. Our adherence to laws, rules, and the MSWIL Code of Conduct guides our everyday work. We foster open dialogue to address concerns and resolve issues through platforms such as "We Listen," which empower employees to raise their voices anonymously or confidentially against actions or behaviours contrary to our values. We embrace diversity in thought,

experiences, values, skills, and perspectives, recognizing that this collective strength drives our success.

With diversity in work force, company leverages with a broad range of ideas and insights in decision making and business strategies.

Investing in Growth

We understand the importance of continuously upgrading the skills and competencies of our employees. MSWIL treasures its people, ensuring their holistic development through a comprehensive 360-degree learning approach. This involves acquiring knowledge not only from formal channels but also through collaborative learning among colleagues, senior management, and subordinates.

MSWIL's unwavering commitment to continual improvement is ingrained in its essence. We relentlessly pursue progress, striving to enhance our employees' lives through a favourable work environment characterized by fairness, discipline, safety, and clarity of roles. This cultivates trust, transparency, and accountability within our workforce, rewarding smart work based solely on merit. We take great pride in the success stories of our employees, many of whom have risen through the ranks, starting their journey on the shop floor. This approach fosters a sustainable employee outlook, mitigating risk throughout the employee lifecycle and bolstering overall business performance.

Empowering Growth and Professional Fulfilment

Our success stems from the passionate individuals who power our organization. With over 46,000 diverse employees, we leverage their knowledge and perspectives to make a meaningful impact. We take responsibility for their growth and ensure their personal goals align with their professional development. Through comprehensive training and recognition programs, The winning teams also demonstrated excellent performance at customer Quality circle convention & ACMA QC Convention.

Unit Name	Quality Circle	Customer	Award Name
MSWIL Noida C14	Kirti Quality Circle	Honda Cars India Limited	Quality Circle Winner at Honda Cars
MSWIL Noida C14	Kirti Quality Circle	HIPPL (Honda India Power Product Limited)	Quality Circle Winner at HIPPL (Honda India Power Product Limited)
MSWIL Sanand	Vikas Quality Circle	Suzuki Motor	Secured 3rd Position in Quality circle competition organised by SMG
MSWIL Sec-84, DTA	Ideal Quality Circle	ACMA	Silver award in the National Level Quality Circle Competition.
MSWIL, Noida A15	Prayatna Quality Circle	MSIL	QC Competition - 1st Runners up

With their remarkable diligence to make a difference, Quality Circle teams of MSWIL have been coming off with flying colours in the various internal and external competitions they participate in.

Organization always believed that happy people are a sign of steady growth and a healthily progressing organization. And at MSWIL, we strive to continue being one!

The Innovations Awards celebrate the most innovative technical papers based on improvements made in the past fiscal year. MSWIL encourages employees to share their feedback regarding any improvements under its Suggestion Scheme. A panel of experts reviews the ideas received and, if feasible, implements them in the workplace. Kaizens are another powerful method to enhance the thinking power of our employees.

we cultivate their skills, reward their efforts, and support their career aspirations which go a long way in increasing employee satisfaction and thereby increasing productivity.

At MSWIL, employees at all levels actively participate in various skill development programs. This includes comprehensive classroom training designed to enhance dexterity, memory, and quick decision-making. We have also developed a web-based e-learning platform to further augment the skills of our trained staff.

Our history boasts measures to ensure continual skill enhancement for our associates. The Annual Wiring Harness Skill Competition instills a sense of victory and motivates employees to hone their skills through constant practice. Additionally, we have devised various internal activities, rewards, and recognition programs to inspire and motivate our employees.

Fostering Collaboration and Productivity

We understand that an organization's progress relies on engaging the hearts and minds of its people. Effective employee engagement is a strategic investment in our productivity and performance. By aligning engagement practices with our vision, mission, and values, we strengthen connections among individuals, processes, and products, yielding remarkable outcomes. Quality Circles embody the spirit of teamwork and passion for problem-solving, empowering employees to present their best work to the world.

Our annual Quality Circle Convention is a platform for Quality Circles worldwide to showcase their ideas and improvement projects. This event reflects our commitment to continuous improvement and innovation. In 2023, Top 4 positions were secured by teams at MSWIL.

Employee Health, Safety and Well-being:

Safety transcends mere terminology, signage, or labelling—it is a fundamental mindset ingrained within MSWIL. From the moment an employee joins our company, we prioritize inculcating safety through comprehensive induction sessions, sensitizing them to our established safety practices.

Responsibility and accountability for a secure and healthy workplace lie with each individual. Our management systems, policies, and procedures are designed to uphold a safe working environment for all employees. The collective and unwavering commitment of every employee towards safety, health, and the environment directly contributes to enhanced performance, superior service quality, and ultimately, customer satisfaction.

To ensure this commitment, MSWIL conducts various campaigns across its units to make safety non-negotiable and identify and eliminate potential hazards. Emphasizing the use of safety equipment, we foster an environment where employees prioritize not only their own safety but also the safety of their peers. These initiatives include safety quizzes, poster-making competitions, skits, and role plays.

We encourage employees to actively report any unsafe practices, procedures, or conditions to their supervisors, fostering a culture of maintaining a safe workplace. Regular safety audits and specialized training modules for new employees provide insights into safety norms and ensure adherence. Comprehensive work permits covering all safety aspects are issued to employees before, during, and after their tasks. MSWIL places great emphasis on safety management, employee training, and injury prevention. Annually, we observe Safety Week across all units, featuring programs and activities such as safety training sessions for staff, drivers, and forklift operators. We also extend safety awareness training to external contractors. Additionally, safety banners are displayed, safety badges are distributed, safety quizzes are organized, and a safety march is conducted for workers on the shop floor.

Calculation of Key Indicators (Ratio Analysis)

EBITDA	Profit before tax + Finance costs (net of interest income) + Depreciation expense
PBT	Profit before tax
Trade Receivable Turnover (days)	$[\text{Average trade receivables} / (\text{Gross credit sales} - \text{Sales return})] \times 360$ Average trade receivables = $(\text{opening trade receivables} + \text{Closing trade receivables})/2$
Inventory Turnover (days)	$[\text{Average inventory} / \text{Cost of goods sold}] \times 360$ Average inventory = $(\text{Opening inventory} + \text{Closing inventory})/2$
Trade Receivable Turnover (in times)	$[(\text{Gross credit sales} - \text{Sales return}) / \text{Average trade receivables}]$
Inventory turnover (in times)	$[\text{Cost of goods sold} / \text{Average inventory}]$
Return on equity (in times)	$[\text{Net profits after tax} / \text{Average total equity}]$
Interest Coverage Ratio	$[\text{EBITDA} / \text{Finance Costs}]$
Current Ratio	$[\text{Current assets} / \text{Current liabilities}]$
Debt Equity Ratio	$[\text{Total Debt (Long term borrowing including current maturities} + \text{short term borrowing} + \text{Lease liabilities}) / \text{Total equity}]$
Operating Profit Margin	$[(\text{Profit before tax} + \text{Finance costs} - \text{Interest income}) / (\text{Total sales} - \text{Sales return})] \times 100$
Net Profit Margin	$[\text{Net Profit} / (\text{Total sales} - \text{Sales return})]$
Net Debt to EBITDA	$\text{Net Debt (Total Debt} - \text{Cash and cash equivalents}) / \text{EBITDA}$

Creating a Nurturing and Supportive Workplace

MSWIL is steadfast in its commitment to creating a safe and nurturing work environment, fostering an atmosphere where employees can flourish and excel. We organize engaging events such as the Annual Cricket Tournament, Poster competitions, Rangoli competitions, and In-Sync Quiz Competition. These activities promote creativity and camaraderie while recognizing outstanding achievements in various fields.

Our Annual Day celebration unites thousands of employees from diverse units, instilling a profound sense of pride and motivating others to strive for excellence. At MSWIL, hard work is celebrated with utmost fervor, ensuring that our organization embraces a culture of jubilation and togetherness. As we forge ahead on our growth trajectory, the well-being and triumph of our employees will forever remain at the forefront of our priorities. Their invaluable contributions continue to shape our success, and we are immensely proud to have them as part of our remarkable journey.

OPPORTUNITIES AND FUTURE PROSPECTS

Indian automotive sector is very dynamic in terms of safety, following global standards, green energy, environment friendly, customer satisfaction, price sensitivity and to achieve the same objective, MSWIL brings platform to offer solutions to OEMs in India, with technical support from Sumitomo Wiring Systems Limited, Japan and functional support from SAMIL. With the support from both JV partners and customer's confidence earned with consistent performance on QCDDMSES, MSWIL is well positioned to convert changing trends into an opportunity.

The automobile sector in India gradually moving towards manufacturing of electric vehicles which is a favourable opportunity for the Company and Infrastructure as well as capacities are being enhanced according to the customer orders.

Business Responsibility & Sustainability Reporting.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

- Corporate Identity Number (CIN) of the Listed Entity: L29306MH2020PLC341326
- Name of the Listed Entity: Motherson Sumi Wiring India Limited
- Year of incorporation: 2020 (date of Incorporation - July 02, 2020)
- Registered office address: Unit - 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra (India)
- Corporate address: Motherson Corporate Tower, Plot No.1, 5th Floor, Sector 127, Noida - 201301 UP India
- E-mail: investorrelations@mswil.motherson.com
- Telephone: +91-120-6679500
- Website: www.mswil.motherson.com
- Financial year for which reporting is being done: Financial Year 2023-24
- Name of the Stock Exchange(s) where shares are listed:
 - BSE Limited
 - National Stock Exchange of India Limited
- Paid-up Capital: INR 4,421 million

- Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:

Company is a part of Motherson Group and follows policies and procedures as laid down for the whole group. BRSR activities are being carried out and are getting monitored by Central Sustainability Team of Motherson. Contact details of persons for any queries related to BRSR report is as under:

- | | |
|---|---|
| <ol style="list-style-type: none"> Mr. Barrie Painter
Phone: +91-120-6679500
E-mail: sustainability@mswil.motherson.com
Mr. Barrie Painter is a Chief Sustainability officer and Executive Vice President - General Management at Motherson Group. Mr. Painter is heading all sustainability and ESG development goals of Motherson Group. | <ol style="list-style-type: none"> Mr. Anurag Gahlot
Chief Operating Officer
Phone: +91-120-6752100
E-mail: Sustainability@mswil.motherson.com
Mr. Anurag Gahlot spearheads ESG actions within the company in line with Group's goals. |
|---|---|

- Reporting boundary-
The Company has no investment in any subsidiary, associate and joint venture, hence reporting disclosures are given on Standalone basis for Motherson Sumi Wiring India Limited.

- Name of Assurance Provider: Not Applicable
- Type of Assurance Obtained: Not Applicable

II. Products/services

- Details of business activities (accounting for 90% of the turnover): from continuing operations

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Wiring Harness & its Components	The Company manufactures Wiring Harness & its Components, majorly sold to Original Equipment Manufacturers (OEMs).	100%

- Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Wiring Harness & its Components	29304	99%

III. Operations

- Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of Offices	Total
National	26	4	30
International	-	-	-

Plants include all operational unit (Manufacturing Plant, module centres, assembly centres) tech centres and representative offices.

- Markets served by the entity:

- Number of locations

Locations	Number
National (No. of States)	16 States and 3 Union Territories
International (No. of Countries)	The Company is focused on domestic business and exports are negligible

- What is the contribution of exports as a percentage of the total turnover of the entity?

Negligible.

- A brief on types of customers

The Company is into the manufacturing of wiring harness & its components. The sale is on Business to Business (B2B) model majorly to Original Equipment Manufacturers (OEMs)

IV. Employees

- Details as at the end of Financial Year:** The company does not categorise any of the employees as workers and refers employees working in production and related areas as Associates

- Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	3386	2900	86%	486	14%
2	Other than Permanent (E)	32	17	53%	15	47%
3	Total Employees (D+E)	3418	2917	85%	501	15%
ASSOCIATES (WORKERS)						
4	Permanent (F)	1632	1093	67%	539	33%
5	Other than Permanent (G)	41331	19845	48%	21486	52%
6	Total Associates (Workers) (F+G)	42963	20938	49%	22025	51%

Note: All the workforce of the company is categorised as "Employees" and "Associates".

b. Differently abled Employees and workers:

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	13	11	85%	2	15%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total differently abled employees (D + E)	13	11	85%	2	15%
DIFFERENTLY ABLED ASSOCIATES (WORKERS)						
4	Permanent (F)	13	9	69%	4	31%
5	Other than Permanent (G)	27	16	59%	11	41%
6	Total differently abled Associates (Workers) (F + G)	40	25	63%	15	38%

21. Participation/Inclusion/Representation of women

Particulars	Total	No. and percentage of Females	
	(A)	No (B)	% (B / A)
Board of Directors	10	1	10%
Key Management Personnel	3	1	33%

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 23-24			FY 22-23			FY 21-22		
	(Turnover rate in current FY)			(Turnover rate in previous FY)			(Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9%	11%	9%	10%	14%	11%	12%	18%	13%
Permanent Associates (Workers)	5%	10%	7%	5%	7%	5%	10%	9%	10%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
	NIL	NA	Nil	NA

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes/No)** Yes
(ii) Turnover (in Rs.) – **INR 83,282 million for FY 2023-24**
(iii) Net worth (in Rs.) – **INR 16,768 million for FY 2023-24**

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redresal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)*	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	NA	-	-	NA
Investors (other than shareholders)	Yes	-	-	NA	-	-	NA
Shareholders	Yes	-	-	NA	-	-	No shareholder complaint required under principles.
Employees and workers	Yes	3	1	POSH Cases: Pending case closed	6	0	POSH Cases
Customers	Yes	-	-	NA	-	-	NA
Value Chain Partners	Yes	-	-	NA	-	-	NA
Others (please specify)	NA	-	-	NA	-	-	NA

* The policies guiding the Company's conduct with all its stakeholders, including grievance mechanisms are placed on the Company's website:

<https://www.mswil.motherson.com/performance/investors/policies>

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Emissions & Climate and environmental action	Opportunity & Risk	<p>O: To be a Pro-active sustainable solutions provider enabling growth, potential competitive advantage.</p> <p>R: Climate Change poses potentially acute physical risks to our operations and value chain. Increased severity of extreme weather events (floods / wild fires etc), asset risk, increased insurance premiums;negative impacts on workforce (health, safety, absenteeism). Water – operating in “Central ground water Board ministry of Jal Shakti Government of India” identified water scarcity high impact areas, Availability of insufficient supply of renewable electricity. Climate change poses transition risks to our business, with potential failure to meet stakeholder expectations.</p>	Operational roadmaps aligned to our strategic ambitions and our intermediate targets. Partnering through the value chain driving environmental action including increased utilisation of renewable energy, reduction in resource use, waste generation and water use.	Negative through Risk of higher operational costs and potential Impact on business.
2	Environmental Innovation and Technology	Opportunity & Risk	<p>O: Improved resource efficiency and opportunities to reduce, recycle and reuse material and products to provide both commercial and environment benefits.</p> <p>R: Expediting operational transition and potential failure to meet stakeholder expectations. Negative economic impact if not implementing circularity, Potential failure to deliver technological advances in products and processes with evolving market and policy landscapes.</p>	Implementing operational climate transition plans. Develop new materials and solutions. Collaborations with both customers and supplier/partners.	Negative short term, positive long term

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Product Sustainability and stewardship	Opportunity & Risk	<p>O: Product enhancement and value addition aligned to industry trends. Reducing product carbon footprint.</p> <p>R: Failure to meet customer expectations in terms of product sustainability. Risk of supply due to recycled materials feedstock availability.</p>	Product road mapping process utilising innovation and technology. Pro-active engagement with customers & suppliers to identify and realise potentials to reduce environmental impact and create economic circularity.	Positive
4	Diversity, Equity and Inclusion	Opportunity & Risk	<p>O: Capitalizing on and leveraging existing talent pool. Our diversity and inclusion strategy harnesses the unifying power of our differences and values the unique qualities of each member of our workforce.</p> <p>R: Inability to attract and retain talent and failure to develop a diverse workforce with critical skills to enable the delivery of sustainable solutions.</p>	Improved employer branding, Communication and development, actions to attract diverse talent, retain and empower existing employees and associates.	Positive
5	Employee Engagement	Opportunity	<p>O: Engaged employees are more motivated, leading to higher productivity, reducing turnover and associated costs. Increased loyalty and commitment to success of the business.</p>	Actions to develop capabilities, empowerment and motivation resulting in increased productivity and positive engagement. Talent upskilling programmes to ensure our people have the skills and capabilities required.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Employee Well-being	Opportunity	O: Improved well-being can lead to better performance and higher quality of work and reduced absenteeism and turnover. Access to mental health resources can create a supportive work environment. Positive employee experience can lead to attraction of talent and improve the company's reputation.	Action towards Well-being initiatives to boost employee morale and engagement, reduce absenteeism and attrition. Employees who feel cared for are more likely to be motivated and committed to their work.	Positive
7	Human rights throughout our operations and value chain	Risk	R: Potential business interruption, impact on employees and communities, Potential for accusations related to Human Rights through the value chain and risk of damage to reputation and loss of business.	Committed to UNGC principles and deployment on the Human Rights policy. Use third-party tool to assess industry and country specific Human Rights risk. Upholding the Human rights policy statement in letter and spirit and zero tolerance towards any Human rights Violations. Assess the value chain for upholding Human Rights.	Negative
8	Corporate Governance & Strategy	Opportunity & Risk	O: Adoption of transformational governance practices to maximise growth opportunities and realization of sustainability ambitions. R: Risk of failing to meet changing stakeholder expectations and broader societal needs.	Continuous stakeholder engagement, materiality assessments and governance of the board including sustainability subcommittee	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Data Privacy and Information Security	Risk	R: We are exposed to IT risks since IT plays an important role in our operations, including the manufacturing, design of engineering processes. Breaches can lead to loss of customer trust, business disruption, and reputational damage in an increasingly digitally connected landscape.	Cybersecurity strategy, robust information security management system, multi-layered security technologies, training and user awareness.	Negative
10	Management Systems	Opportunity	O: Potential for continuous increases in efficiency, agility, reliability and productivity across the entire enterprise.	Continual upgradation of skills of the people and adoption of relevant pertinent methods and technologies	Positive
11	Risk Management and Compliance	Opportunity & Risk	O: Continuous Evaluation of risks and mitigation plan to avoid negative business performance and capitalize on opportunities R: Growth and diversification strategy could increase threat of anomalies/ fragmentation in Risk Management for the group. Risk with respect to maintaining adherence to changing regulatory requirements and potential for resulting reputational damage.	Proactively focus and enhance process to ensure risk management is embedded into our business process to protect business continuity in all circumstances.	Positive financial impact from de-risking strategy
12	Health & safety	Risk	R: Health and safety of employees is of paramount importance. Failure to protect health and safety and adhere to evolving and varied regulations could create significant disruption, commercial and reputational damage.	Occupational Safety and Health (OHS) principles statement, deployment and training to all employees. Regular reporting on safety metrics and sharing of best practices	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
13	Supply chain sustainability and responsibility	Opportunity & Risk	O: New sustainable solutions to support reduction in product carbon footprint and forge more sustainable partnerships R: Challenge to address scope 3 and introduce sustainable solutions. Transparency and traceability of the value chain and actions required to ensure sustainability throughout the supply chain.	Engaging and collaborating with supplier/partners; Integration of principles and policies to the supply chain.	Potential negative financial impact
14	Community	Opportunity & Risk	O: Talent attraction and retention R: Potential for geopolitical/ regional/ economic disruption, where issues may impact employees & operations.	Expand focus on local issues at site level, supported by regional office.	Positive Impact

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web link of the Policies, if available	https://www.mswil.motherson.com/performance/investors/policies								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 14001 and ISO 45001, In our drive towards energy conservation, the company is preparing and striving for ISO50001 certification.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any	Net carbon zero in own operations by 2040. Implementation of water preservation initiatives at all owned facilities by 2030.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	We have established 2030 as a major milestone of our progress towards our set targets.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9									
Governance, leadership and oversight																		
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer page No 8 and 17 of the Annual Report for statements for implementation and oversight for Business Responsibility Report.																	
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company has constituted a Sustainability Committee to drive the sustainability goals of the Company. Mr. Barrie Painter is highest authority responsible for implementation and oversight of Business Responsibility policy(ies) for the Company under the supervision and direction of Sustainability Committee of the Company.																	
	Yes, the Sustainability Committee of the Board consisting of 4 directors including two Independent director.																	
	Name of the director	Designation in Committee	Status															
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Mr. Rajesh Kumar Seth	Chairman	Non-Executive Independent Director															
	Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director															
	Mr. Anupam Mohindroo	Member	Non-Executive Independent Director															
	Mr. Anurag Gahlot	Member	Executive Non-Independent Director															
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually	Annually
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9									
	No, the company has not carried out any independent assessment, however the company is following the policies of the group.																	

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1- Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programs held	Topics / Principles covered under the training and its impact	% of persons in respective category covered by the awareness programs
Board of Directors	1	<ul style="list-style-type: none"> Board Charter Audit Committee Charter Risk Management Committee Charter Nomination and Remuneration Committee Charter Corporate Social Responsibility Committee Charter Stakeholders' Relationship Committee Role & Responsibilities of Key Managerial Personnel Code of conduct for Directors. 	100
Key Managerial Personnel	1	Policy Training and Affirmation on an annual basis	100
Employees other than BoD and KMPs	7	The Motherson Code of Conduct provides the broad foundation of ethical and behavioral expectations for all employees of Motherson. To complement the Code, Motherson has a suite of policies related to ethics, transparency and accountability which include whistle-blower, related party transaction, prevention of harassment, data protection, competition and anti-trust, anti-bribery/ gifts/ meal/ entertainment, human rights, equality opportunity. This suite of policy has an associated option of training avenues that include e-learning and live face-to-face training. Motherson DNA, values and behaviour trainings; soft- and hard-skills trainings which are offered both internally and externally.	83%

Segment	Total number of training and awareness programs held	Topics / Principles covered under the training and its impact	% of persons in respective category covered by the awareness programs
Associates (Workers)	7	A similar framework exists for the Workers as it does for the category of Employees. In addition, there are related training initiatives that focus on specific on-the-job related skills and competence development.	93%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

None

Monetary	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	NA	NA	NA	NA
Settlement	Nil	NA	NA	NA	NA
Compounding fee	Nil	NA	NA	NA	NA

Non-Monetary	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NA	NA	NA
Punishment	NIL	NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has strict guidelines on anti-bribery and anti-corruption, maintaining a "ZERO TOLERANCE" policy towards any form of bribery and corruption. The Company is committed to ensuring that its employees and contractors do not engage in, offer, or promise any form of bribery or corruption, nor act in violation of any Anti-Bribery and Anti-Corruption Laws. The Company views any instance of bribery or corruption as not only a legal violation but also morally unacceptable. It is dedicated to upholding the highest moral and ethical standards. For more details, the Policy is available at: <https://www.mswil.motherson.com/performance/investors/policies>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

There have been no cases involving disciplinary action taken by any law enforcement agency for the charges of bribery / corruption against directors / KMP / employees / workers to the best of our knowledge.

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines /penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	62	68

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	65%	63%
	b. Sales (Sales to related parties / Total Sales)	2%	3%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-

Leadership indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of training and awareness programs held	Topics / Principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
1	Total 15, Business Principles Environment Principles, Human Rights and Workplace Practices	100%

The company conducted a supplier webinar to raise awareness about sustainability, covering governance, social, and environmental principles. Additionally, we partnered with EcoVadis, a third-party assessor, to evaluate suppliers' sustainability status. Webinar invitations and the code of conduct were shared with suppliers responsible for 80% of our direct material spend.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes. The company has code of conduct for directors which clearly states that every director representing the company shall endeavour to avoid conflict of interest and is expected to act in the best interest of the company. Additionally, we have a comprehensive directors manual to ensure clarity regarding their expectations and roles.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	1%	4%	The Company's R&D expenditure supports the OEMs for introducing vehicles with less emission (e.g. Bharat VI etc.). The Company has spent significantly to develop wiring harness for electric vehicle in FY 2022-23 while its more standardized in FY 2023-24
Capex	6%	3%	Capex has been incurred as capacities added for manufacturing of wiring harness for electric vehicles.

Wiring harness related R&D activities are performed centrally by Samvardhana Motherson International Limited ("SAMIL") (formerly known as Motherson Sumi Systems Limited) for India region. The Company has reimbursed its share of expenses to SAMIL.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes. <https://www.mswil.motherson.com/performance/investors/policies>

The Company sources large portion of its raw materials and components from SAMIL (and group companies) which is being monitored for sustainability commitment. In addition Company is also sourcing from global suppliers including Sumitomo Wiring Systems Limited who is also following sustainability standards.

b. If yes, what percentage of inputs were sourced sustainably?

94% of our top suppliers (constituting 80% of our sourcing of components/raw material in value terms) are ISO14001 certified and 81% of such suppliers are ISO45001 certified.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The products supplied by MSWIL are incorporated into higher-level assemblies or vehicles. Consequently, the end-of-life disposal, recycling, and reuse of these products fall outside of MSWIL's purview. MSWIL's manufacturing locations are ISO

14001 certified (EMS). Our products comply with environmental regulations such as ELV, RoHS, and REACH. Additionally, auxiliary materials used in packaging and e-waste are managed appropriately with third parties in accordance with applicable regulations.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

EPR is not applicable to the Company. At present we are not supplying any product under the current scope of EPR.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
	Wiring Harness	N/A	N/A	N/A	N/A

A major portion of company's products are built to print products where the product design including material selection and end of life specifications are finalised by the customers. Therefore, as of now there is no opportunity for the company to conduct any meaningful LCA. However, to remain future ready, the company has started building necessary capabilities for conducting such analysis in days to come. Further while no LCA assessment has been done with company, the knowledge and methodology will be applied to company from the LCA done by SAMIL as well as support from Sumitomo Wiring Systems Limited for the same.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

None in Financial Year 2023-24

Name of Product /Service	Description of the risk /concern	Action Taken
None	None	None

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
None	N/A	N/A

The child parts procured by the company are subject to customer specifications and industry standards, which typically do not permit the use of recycled materials. As most of these parts are standard catalog items supplied by third-party vendors, MSWIL has very limited control over the materials used in their manufacture.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric Tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	N/A	N/A	N/A	N/A	N/A	N/A
E-waste	N/A	N/A	N/A	N/A	N/A	N/A
Hazardous waste	N/A	N/A	N/A	N/A	N/A	N/A
Other waste	N/A	N/A	N/A	N/A	N/A	N/A

Not applicable. Due to nature and application of its products, the company is not engaged in end of life production reclaim activities.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category		
None	N/A	N/A	N/A

PRINCIPLE 3- Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits*		Paternity Benefits*		Day Care Benefits	
	Numbers (B)	% (B/A)	Numbers (C)	% (C/A)	Numbers (D)	% (D/A)	Numbers (E)	% (E/A)	Numbers (F)	% (F/A)	
Permanent employees											
Male	2900	2900	100%	2900	100%	0	0%	0	0%	0	0%
Female	486	486	100%	486	100%	486	100%	0	0%	258	53%
Total	3386	3386	100%	3386	100%	486	14%	0	0%	258	8%
Other than permanent employees											
Male	17	17	100%	17	100%	0	0%	0	0%	0	0%
Female	15	15	100%	15	100%	15	100%	0	0%	0	0%
Total	32	32	100%	32	100%	15	47%	0	0%	0	0%

This metric is shown for the employees receiving these benefits out of the total pool of eligible employees mentioned in section A and coverage thereof

- b. Details of measures for the well-being of workers:

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits*		Paternity Benefits*		Day Care Benefits	
	Numbers (B)	% (B/A)	Numbers (C)	% (C/A)	Numbers (D)	% (D/A)	Numbers (E)	% (E/A)	Numbers (F)	% (F/A)	
Permanent Associate (Workers)											
Male	1093	1093	100%	1093	100%	0	0%	0	0%	0	0%
Female	539	539	100%	539	100%	539	100%	0	0%	249	46%
Total	1632	1632	100%	1632	100%	539	33%	0	0%	0	0%
Other than Permanent Associate (Workers)											
Male	19845	18820	95%	8793	44%	0	0%	0	0%	0	0%
Female	21486	21332	99%	8897	41%	21332	99%	0	0%	0	0%
Total	41331	40152	97%	17690	43%	21332	51.6%	0	0%	0	0%

This metric is shown for the employees receiving these benefits out of the total pool of eligible employees mentioned in section A and coverage thereof

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.06%	0.05%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY2023-24 (Current Financial Year)			FY2022-23 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
Employee State Insurance	100%	100%	Y	100%	100%	Y
Others, please specify	-	-	N.A	-	-	N.A

All eligible employees are covered under relevant benefit. All the deductions are timely deposited with the authority.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, various offices, including the registered and corporate offices, are equipped with lifts to facilitate easy movement for differently abled individuals. Most offices are either located on the ground floor or have elevators and infrastructure specifically designed for accessibility. Additionally, adaptations such as special desks or office equipment are provided on a case-by-case basis.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company's Code of Conduct, available at <https://www.mswil.motherson.com/performance/investors/policies>, highlights the importance of Equal Employment Opportunity in Clause 3.7. Committed to fostering a fair and inclusive environment, the Company values the diversity of backgrounds, opinions, and talents, recognizing their role in enriching the organization and contributing to its success. All the job ads are based on job specification.

The Company is dedicated to upholding fundamental human rights in all its operations, ensuring fair and equitable wages, benefits, and other employment conditions. It values each individual's unique contributions and appreciates the distinct roles they play in driving business success and growth. The Company confidently supports the skills and abilities of its employees, believing in their collective contribution to the organization's development.

By adhering to its Code of Conduct, the Company is dedicated to cultivating a workplace that champions equal opportunities, diversity, respect, and teamwork. These principles guide the Company's daily operations and underscore its commitment to maintaining a positive and harmonious work environment.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent associates (workers)	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	-	-	-	-
Female	95%	76%	100%	82%
Total	95%	76%	100%	82%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than permanent workers	Yes
Permanent Employees	Yes
Other than permanent employees	Yes

MSWIL has established a comprehensive grievance redressal mechanism that encompasses various channels for receiving and addressing grievances. These mechanisms are designed to provide employees with multiple avenues to express their concerns and suggestions. Various working groups, such as employee consultative committees, health and safety committees, canteen committees, and welfare committees, have been established to address specific employee matters. These committees facilitate discussions and provide platforms for employee input. The human resources function within MSWIL plays a crucial role in impartially investigating and fact-finding with regard to any employee grievances, acting as an internal due diligence mechanism. Additionally, there are mechanisms in place to facilitate anonymous or private submissions through designated email addresses and/or telephone numbers. Furthermore, MSWIL has a dedicated Whistle-Blower Policy that serves as a formal platform for confidentially reporting and investigating grievances. This policy ensures that employees have a secure channel to raise concerns without fear of reprisal.

Lastly, MSWIL has a comprehensive policy on the prevention, prohibition, and redressal of sexual harassment in the workplace. In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, many of Motherson's Indian units have Internal Complaints Committees (ICCs) responsible for conducting inquiries related to such complaints. These committees play a crucial role in ensuring a safe and inclusive work environment.

Overall, grievance redressal mechanisms provide employees with various avenues to raise concerns, seek resolution, and contribute to a positive and respectful work culture.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total employees/workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	3386	0	-	3066	0	-
Males	2900	0	-	2607	0	-
Females	486	0	-	459	0	-
Total Permanent Workers	1632	0	-	1530	0	-
Males	1093	0	-	1004	0	-
Females	539	0	-	526	0	-

We recognize the right to freedom of association and provide freedom to our employees to assemble, form teams, appoint representatives and be the member of work councils. These work councils promote measures for securing and preserving amity and good relation between the employers and associates, to discuss upon matter of common interest. Through this

platform, the employees and associates participate in decision making and share suggestions/feedback to improve work culture and environment. The company does not have any employee union rather various participatory forums wherein employee participate in decision making.

8. Details of training given to employees and workers:

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	On Health & Safety measures		On Skill Upgradation		Total (D)	On Health & Safety measures		On Skill Upgradation	
		No. B	% (B/A)	No. C	% C/A)		No. E	% (E/D)	No. F	% (F/D)
Employees										
Male	2917	2917	100%	2327	80%	2621	2621	100%	2413	92%
Female	501	501	100%	501	100%	470	470	100%	296	63%
Total	3418	3418	100%	2828	83%	3091	3091	100%	2709	88%
Associates (Workers)										
Male	20938	20938	100%	20938	100%	21206	21206	100%	36044	100%
Female	22025	22025	100%	22025	100%	19405	19405	100%	27048	100%
Total	42963	42963	100%	42963	100%	40611	40611	100%	63092	100%

The training provided for our associates includes mandatory programs such as health and safety and skill upgradation. Consequently some employees have undergone multiple training sessions, thus accounting for 100% training coverage.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total A	No. B	% (B/A)	Total C	No. D	% (D/C)
Employees						
Male	2900	2900	100%	2607	2607	100%
Female	486	486	100%	459	459	100%
Total	3386	3386	100%	3066	3066	100%
Workers						
Male	1093	1093	100%	1004	1004	100%
Female	539	539	100%	526	526	100%
Total	1632	1632	100%	1530	1530	100%

All permanent employees duly undergo performance and career review as per their performance appraisal plan.

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, the majority of Motherson's operations have implemented a health and safety management system in the form of certification to ISO45001. There are alternative health and safety management systems that exist which largely map to the ISO standard. Additionally, we have external accreditation with ISO14001 which form part of or integrated management systems, which also has some substantive cross over to our health and safety outcomes. Apart from this we have also implemented FM global standard for fire management system and follow all SWS safety standards.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We proactively engage in hazard and risk identification and assessment. This is achieved through a varied approach of safety inspection walks, scheduled risk assessments, regular inspections, monthly and quarterly audits, review of

hazard identification and risk assessment inputs and focussed aspect/impact activities. From and equipment and plant perspective, we do regular and scheduled preventative maintenance and pre-work/start-up/production risk assessments. Incidents are investigated with progressive escalation to management, focussed on root cause analysis and risk control.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes. There is a system for submission of hazard reports for all employees/workers, for resolution. Health and safety committees are an additional platform for review and resolution of hazards and risks identified. Additionally, hazards are identified both the incident, accident and near-miss investigation reports, and also through the various systems for submission of hazard identification report with a focus on shop floor workers.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

Yes. MSWIL has tie up with network of approved hospitals that are located in close proximity, ensuring easy accessibility. These hospitals are equipped with state-of-the-art facilities and amenities.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.242	0.412
	Workers	0.087	0.326
Total recordable work-related injuries	Employees	2	3
	Workers	9	32
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Controls are strengthened to capture near misses so that corrective actions can be deployed to mitigate chances of incidents. We perform monthly and quarterly audits to ensure zero incidents, identify work-related hazards, and assess risks. These safety audits also ensure that near misses are captured and corrective actions are taken. We consistently review the Hazard Identification and Risk Assessment (HIRA) to ensure its relevance and effectiveness.

Regular safety training is provided to all employees, covering a wide range of related topics. Safety devices are installed on all machines to mitigate potential risks, and monthly thermal imaging of electrical equipment and panels is conducted using a thermal camera. We assess the risks associated with all machines and affix safety stickers on them.

A work permit system is in place for activities involving hot work, working at heights, digging, and excavation. To eliminate risks, necessary Personal Protective Equipment (PPE) is provided. Weekly safety committee meetings are held to address safety concerns and discuss preventive measures. Additionally, an Emergency Response Team (ERT) is available to handle any emergency situations that may arise.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	NIL	NIL	NA	NIL	NIL	NA
Health & Safety	NIL	NIL	NA	NIL	NIL	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Working Conditions	100% self assessment by entity
Health & Safety	100% self assessment by entity. ISO45001 certified

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

We have implemented various corrective measures to address safety-related incidents and mitigate risks in our workplace. One significant action we have taken is the installation of safety covers and safety sensors on all machines, ensuring that potential risks associated with machine operations are eliminated or minimized.

Additionally, we have modified the safety covers of our C&C machines to further enhance their protective capabilities and reduce any potential risks they may pose. By enhancing the design and functionality of these covers, we have taken proactive steps to prevent accidents and maintain a safe working environment.

To ensure the safety of our employees during maintenance or repair work, we have implemented the LOTO (Lockout-Tagout) system. This system allows us to de-energize all machines and electrical panels before any maintenance or repair activities take place. By following this procedure, we significantly reduce the risk of electrical accidents and provide a safe working environment for our staff.

To address the potential threat of fire, we conduct thermal imaging of 100% of our machines and electrical panels. This proactive measure helps us identify any abnormal heat signatures that may indicate potential fire hazards. By promptly detecting and addressing such issues, we can effectively control and mitigate the risk of fires in our workplace.

In order to maintain a culture of safety awareness, we regularly organize safety promotional activities. These initiatives aim to educate and raise awareness among our employees about various safety practices, procedures, and potential risks. By actively promoting safety consciousness, we create a work environment where employees are vigilant and actively contribute to maintaining a safe workplace.

Furthermore, we have implemented the use of RCCB (Residual Current Circuit Breaker) 30 mA devices in our electrical installations. RCCBs are safety devices specifically designed to protect against electrical shocks by quickly detecting any imbalance in the electrical circuit and interrupting the power supply. By incorporating RCCBs with a high Earth impedance, we prioritize human safety and minimize the risk of electrical accidents.

These comprehensive actions and measures demonstrate our commitment to maintaining and enhancing health and safety practices in our workplace. We continually assess our working conditions and practices to identify any potential risks or concerns, taking appropriate steps to address them promptly and effectively.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, we have extended the highly valued Group Term Life cover to all our esteemed Permanent On roll employees. This policy serves as a testament to our commitment to the well-being of our workforce by providing comprehensive protection and financial security to the beneficiaries of the insured.

To ensure the utmost efficiency and professionalism, we have collaborated with a trusted insurer, to extend this policy.

The Group Term Life cover provides a crucial financial safeguard to the nominee in the event of the covered individual's untimely demise during the policy term. By extending this vital protection, we not only prioritize the welfare of our employees but also recognize the importance of providing lasting support to their families during difficult times.

Through this comprehensive policy, we strive to offer our employees and their loved ones a sense of security and stability. We firmly believe that investing in their well-being not only fosters a positive work environment but also demonstrates our commitment to their long-term welfare.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Our value chain partners are required to ensure legal compliance as per the provisions in the agreements. The company has process to verify proof of deposit of statutory dues (such as GST, PF, ESI etc) deposited by value chain partners and payment to the suppliers are made to the same accordingly.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes. Our Transition Assistance Program provides retired employees with the chance to work as consultants or advisors, utilizing their valuable expertise and continuing to earn after retirement. Additionally, we offer a range of training programs, and sponsorship opportunities for external courses to ensure that all employees can enhance their technical know-how and remain employable even after completing their superannuation age. This holistic approach highlights our dedication to supporting our employees' growth and ensuring a successful transition into retirement.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	92.79%
Working Conditions	92.79%

We conduct a business audit prior to engaging with any supplier and all such points are assessed onsite. We then periodically assess our suppliers to ensure they are operating upto the MSWIL standards.

6. Provide details of any corrective actions taken or underway to address significant risks /concerns arising from assessments of health and safety practices and working conditions of value chain partners.

We regularly assess our suppliers to ensure that they adhere to adquest health and safety standards and working conditions in their business

PRINCIPLE 4- Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

We have identified both internal and external stakeholders who significantly influence the Company's operations. These stakeholders encompass Investors and Shareholders, Employees, Customers, Communities, Suppliers and Service Providers, Regulators and Government entities, Experts from Academic and Research Institutions, and the Media. We strive to create value for all our stakeholders and engage with them with continuous basis.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Company's website, Press releases and Investor conferences, information to SEBI and exchanges, conference calls	Maximum at quarterly interval	Quarterly financial performance of the Company
Customers	No	Continuous monitoring of shipments & production processes to meet customer schedules, Customer meetings, plant / site audits Sustainability assessments	Frequent and Need basis	Responsible operations and deliveries, Safety, cost, quality and delivery Business continuity and reliability, Social and environmental sustainability in value chain.
Employees	No	Whistle blower mechanisms, Responsive Communication platform, Talent development process, Interactions session between Management & employees, E-mails, Intranet, newsletters	Frequent and Need basis	Build strong employee engagement, Grievance mechanisms, Safe, fair and conducive work environment Career development and growth opportunities
Society	No	BRSR reporting, Community visit and Charities	Annual, As & When events are planned	Community involvement, Education/ trainee programs, Career opportunities, employment
Suppliers / Partners	No	Regular supplier meetings, Supplier portals, Annual Audits	Frequent and Need basis	Communicating MSWIL's Code of Conduct for Suppliers and assessing their level of compliance. Key topics: Business Principles, Environment Principles, Human Rights and Workplace Practices
Government bodies/ Industry Associations	No	Industry bodies (ACMA, CII) media release, Seminars	Need based	Changes in regulatory framework, proactive engagement, Skill and capacity building

Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.
Delegated to multiple interaction points with stakeholder groups. The feedback is shared with the board through board meetings and sustainability sub committees of the board. Directors periodically visit the manufacturing plants to engage directly with stakeholders on health and safety issues. The insights and feedback gathered during these visits are then communicated to the Board for further consideration and action.
- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/ No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. Multiple responsible representatives of the group interacting with stakeholders on a continuous basis providing input to the materiality assessment process of the organizations. We engage with internal and external stakeholders and identify material issues that impact our ability to create value. Detail material topics are reviewed on an annual basis for management processes, risk assessment and strategic objectives.

- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Not Applicable

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. of employees/workers covered (B)	% (B / A)	Total (C)	No. of employees/workers covered (D)	% (D / C)
Employees						
Permanent	3386	2806	83%	3066	2390	78%
Other than permanent	32	17	53%	25	25	100%
Total Employees	3418	2823	83%	3091	2415	78%
Associate (Workers)						
Permanent	1632	1515	93%	1530	1267	83%
Other than permanent	41331	41331	100%	39081	39081	100%
Total Employees	42963	42846	100%	40611	40348	99%

We train our employees on human rights principles as part of our Code of conduct. The training pertains to Code of conduct covering business ethics and Human rights topics. Employees other than permanent employees/associates are covered through onboarding trainings on policies of Code of conduct & Human Rights..

- Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	Equal Minimum Wage to		More than Minimum Wage		Total (A)	Equal Minimum Wage to		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C /A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	3386	56	2%	3330	98%	3066	-	-	3066	100%
Male	2900	39	1%	2861	99%	2607	-	-	2607	100%
Female	486	17	3%	469	97%	459	-	-	459	100%
Other than permanent	32	0	0	32	100%	25	-	-	25	100%
Male	17	0	0	17	100%	14	-	-	14	100%
Female	15	0	0	15	100%	11	-	-	11	100%

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	Equal Minimum Wage to		More than Minimum Wage		Total (A)	Equal Minimum Wage to		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Associates (Workers)										
Permanent	1632	5	0.3%	1627	100%	1530	0	0%	1530	100%
Male	1093	2	0.2%	1091	100%	1004	0	0%	1004	100%
Female	539	3	1%	536	99%	526	0	0%	526	100%
Other than permanent	41331	33178	80%	8153	20%	39081	20849	53%	18232	47%
Male	19845	15816	80%	4029	20%	20202	10560	52%	9642	48%
Female	21486	17362	81%	4124	19%	18879	10289	54%	8590	46%

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)*	Distribution provided below			
a. Executive Directors	1	18,124,058	-	-
b. Non-Executive Director- Non-Independent Directors	4	-	-	-
c. Non-Executive Independent Directors	4	5,705,000	1	6,790,000
Key Managerial Personnel	1	9,771,134	1	9,065,147
Employees other than BoD and KMP	2,915	505,008	500	424,780
Workers / Associates	9,886	173,040	9,436	173,040

* KMP position included as on March 31, 2024.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Gross wages paid to females as % of total wages	30%	29%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) - Yes

At Motherson, we prioritize the well-being of our employees and strive to cultivate an environment of mutual trust among them. Our core values revolve around being accountable to our people. These principles, aimed at achieving this objective, are embedded in our Human Rights policy. Our Code of Conduct further reinforces our commitment to these principles. To address any potential breaches, we have implemented a Whistle-Blower policy and procedure. This process involves engaging a third party for initial contact, investigation, and resolution facilitation. Additionally, we offer anonymous channels for the submission of concerns, supplementing the existing framework.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Clause 3.1 of the Human Rights Principles Statement, available at <https://www.mswil.motherson.com/storage/policies/Human-Rights-Policy.pdf> states the following: "Motherson acknowledges the importance of international principles referenced in Section 1.3 of these Principles. It recognizes the need to conduct a human rights due diligence process and will evaluate its effectiveness through this process. This entails internally analyzing the implications within the business units and integrating the topic into the existing risk assessment system. The purpose is to fulfill Motherson's duty of diligence in relation to human rights. The human rights due diligence process involves assessing both actual and potential human rights impacts by consulting with potentially affected groups and relevant stakeholders. The findings from impact assessments will be incorporated and acted upon across relevant internal functions. Responses will be monitored using appropriate qualitative and quantitative indicators, and external communication will address how the impacts are being addressed. The process aims to identify, prevent, mitigate, and account for how Motherson handles human rights issues, establishing a solid and sustainable approach.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24 (Current Financial Year)			FY 22-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment (POSH Cases)	3	1	Pending case closed April 2024 (FY 2024-25)	6	0	All cases closed within FY 22-23
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	3	6
Complaints on POSH as a % of female employees / workers	0.01%	0.03%
Complaints on POSH upheld	2	5

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Motherson Group is committed to providing a safe, flexible and respectful environment for its staff and clients free from all forms of discrimination, intimidation, exploitation and harassment. Group sets a standard of 'zero tolerance' for any kind of discrimination at work. Each person representing the Group is responsible for ensuring that all actions or behaviour that are, or could be, viewed as discriminatory are avoided. Group requires all employees of its companies and the persons representing the Group to treat each other with respect and dignity and expects everyone to promote a sense of personal responsibility. All Motherson Persons shall be respectful to their colleagues and all other persons and maintain the highest standards of conduct and encourage a healthy and conducive working environment that is free from any and all sorts of discrimination. The foundation for the prevention of harassment is the Motherson Prevention of Harassment Policy, itself. In this policy each entity within Motherson is charged with establishment of a complaints committee for the receipt, investigation, submission of findings

and coordination of appropriate actions for each submitted case, handled with strict confidentiality to the fully extent possible. Any retaliation or victimisation of an aggrieved person is strictly prohibited. This group Motherson policy and procedure is complemented by additional local regulatory requirements relating to retaliation and victimisation.

Please refer policies at: <https://www.mswil.motherson.com/performance/investors/policies>

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% by Entity
Forced/involuntary labour	100% by Entity
Sexual harassment	100% by Entity
Discrimination at workplace	100% by Entity
Wages	100% by Entity
Others – please specify	100% by Entity

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above

While no specific claim on its own is deemed to be significant, local management continually assesses its internal processes. Some modifications that have been implemented by certain companies over the reporting period of this BRSR include firming up employment separation procedures to more clearly communicate the process to the employee, improving employee training as to their rights and obligations related to employment in their respective jurisdictions, and analysis of employment contracts to ensure continued compliance with local regulations.

There were no significant risks/concerns arising from the human rights assessment.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

As an organization we upheld the basic principles of human rights in all our dealings. This is in alignment with its Human Rights Principle Statement. We regularly sensitize our employees on the Code of Conduct through various training programmes as well.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

This policy is publicly available throughout the Company and clearly communicated to all employees in a manner in which it can be understood through induction programs, policy manuals and intranet portals.

The responsibility for the implementation of the policy rests with the location HR Department and the security staff who do not permit underage persons to enter the factory as workers. Employment contracts and other records documenting all relevant details of the employees, including age, are maintained at all units and are open to verification by any authorized personnel or relevant statutory body. Compliance with the policy is evident in the transparent system of recruitment, development, and welfare. Proper systems checks and balances are in place to ensure zero errors to points of Human Rights policy.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. Various offices, including the registered and corporate offices have ramps/lifts for easy movement of differently abled people. Most offices are either on the ground floor or have elevators and infrastructure for differently abled Visitors.

4. Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	93%
Discrimination at workplace	93%
Child Labour	93%
Forced Labour/Involuntary Labour	93%
Wages	93%
Others – please specify	

Declaration of adherence to the Supplier CoC on the above is obtained from the value chain partners as part of their contract. The contracts are not renewed or they are terminated in case of non-adherence to the Code of Conduct agreed upon. <https://www.mswil.motherson.com/storage/policies/Supplier-Code-of-Conduct-Motherson-Sumi-Wiring-India-Limited.pdf>

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

– No such concern noticed

PRINCIPLE 6- Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable Source (Gj)		
Total electricity consumption (A)	13,312	13,082
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption from renewable Sources (A+B+C) Gj	13,312	13,082
From Non - renewable Source (Gj)		
Total electricity consumption (D)	1,06,382	94,263
Total fuel consumption (E) Diesel	12,156	16,449
Energy consumption through other sources (F) Gas	13,299	19,719
Total energy consumption from Non Renewable Source (D+E+F) Gj	1,31,836	1,30,431
Total energy consumption (A+B+C+D+E+F)	1,45,148	1,43,510
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) (INR Mn)	1.7	2.0
Energy intensity per rupee of turnover Adjusted for Purchasing Power parity (PPA)	NA	NA
Energy Intensity in terms of Physical Output	NA	NA
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No.**

2. No. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable as we are not included under PAT scheme of Government of India

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	3,56,611	3,35,800
(iii) Third party water	2,24,433	3,38,232
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	5,81,044	6,74,032
Total volume of water consumption (in kilolitres)	5,81,044	6,74,032
Water intensity per rupee of turnover (Water consumed / turnover) (INR Mn)	7	9.6
Water intensity per rupee of turnover Adjusted for Purchasing Power parity (PPA) (Total Water Consumption/revenue from Operations adjusted for PPA)	NA	NA
Water Intensity interms of Physical Output	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. We have our own trained team to carry out the activity whereas to meet legal compliance we do testing of Drinking & Waste water carried out by NABL Accredited Lab.

4. Provide the following details related to water discharged:

Parameter Kilolitres	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment (to sewer)	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

Company does not use water in processes and to handle waste water effectively, all MSWIL units have been equipped with sewage treatment plants (STPs). These systems allow us to collect water, which can be used for non-potable purposes such as landscaping, irrigation, and toilet flushing.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes. The Company is aiming towards zero liquid discharge across all the units. The Company optimizes water consumption through conservation, sewage treatment and reuse, and rainwater harvesting

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Only GHG emissions are emitted, and almost entirely CO2. The burning of the diesel in generators emits some NOx (<40kgs) and some CH4 (<200kgs) as per GHG standard calculations

Parameter	Please specify	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
	unit		
NOx	G/KW-HR	2.91	2.79
SOx	G/KW-HR	0.5	0.94
Particulate matter (PM)	G/KW-HR	6.65	3.19
Persistent organic pollutants (POP)	Not applicable	NA	NA
Volatile organic compounds (VOC)	Not applicable	NA	NA
Hazardous air pollutants (HAP)	Not applicable	NA	NA
Others- please specify	Not applicable	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. We have our own trained team to carry out the activity whereas to meet legal compliance we do testing of Stack carried out by NABL Accredited Lab. Also, we take support from external consultants for testing based on the regional presence.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	2,578	1,118
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	19,739	19,078
Total Scope 1 and Scope 2 emissions per rupee of turnover (INR)		0.00027	0.00030
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		NA	NA
Total Scope 1 and Scope 2 emission intensity in terms of physical output		NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. We have our own trained team to carry out the activity.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company is targeting a reduction in its GHG emissions in three ways, with different combinations at site level depending upon geographical location and opportunity:

- i) Progressively reviewing, and then implementing wherever possible, renewable energy sources such as Solar panels
- ii) Switching to renewable energy contracts for grid supplied electricity
- iii) Actively monitoring and becoming more efficient in its energy usage

Few Initiatives taken are -

- Solar type street lights installed for energy saving as well as help to reduce the carbon emission
- Energy meter installed in all the floor panels & DBs which helps in energy monitoring and results in to control the power consumption in plant.
- Electrical operated Cut off valve are installed floor wise to save electricity during non- production time

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	498.3	795
E-waste (B)	8.1	8.5
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	2.7	4.2
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G) Solvent based waste, oils, and general batteries	2.0	2.7
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) General non hazardous waste Food Packaging Water based paint Metals	5792*	966.9
Total (A+B + C + D + E + F + G + H)	5,795	1,777
Waste Intensity per rupee of turnover	0.07	0.03
Waste Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Waste Generated / Revenue from operations adjusted for PPP)	NA	NA
Waste Intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Recycled	5,795	258
Re-Used	0	0
Other recovery operations	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Category of waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	NA	NA

*In FY 2023-24 Non-hazardous waste data definition has been expanded.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, As a legal compliance we sent spent oil in form of Hazardous waste to Authorized recycler. Units don't dispose waste in any of disposal method such as incinerator/Landfilling etc.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Not applicable as the Company does not generate hazardous and toxic chemicals in process. However spent oil is used in DG sets and Power-pack of Lifts and we strive to ensure 100% safe disposal of spent oil as per legal compliance.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests,coastal regulation zones etc.) where environmental approvals / clearances are required,please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.	
	N/A	N/A	N/A	N/A

Not applicable as the Company does not have operations/offices in/around ecologically sensitive areas

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-	-	-	-	-	-

There is no such project which required such impact assessment

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes. The Company is compliant with the applicable environmental law/ regulations/ guidelines in India.

S. No.	Specify the law /regulation/ guidelines which was not complied with	Provide details of the noncompliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	N/A	N/A	N/A	N/A

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

Wiring Harness facility does not uses water in our production processes. MSWIL units are applying Rain Water Harvesting solutions that also percolate rainwater into groundwater to maintain groundwater levels. To reduce the dependency on ground water, we have started to collect the rainwater by creating the dedicated pond. By the use of smart automation, we have achieved to add this in on our reservoir results reducing the dependency on ground water.

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area:

Facility name	Water status
The water stress areas have been identified based on "Central ground water Board ministry of Jal Shakti Government of India. According to this report, our Noida, Faridabad, Gurgaon, Pathredi, Pithampur locations has been classified as 'Over-Exploited', while Bangalore location is classified as 'Critical'.	No groundwater abstraction is being carried out to meet the industrial water requirements at our plants, as we do not use water in our production process.

- (ii) Nature of operations: Production Assembly

- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water		
(ii) Groundwater	2,72,903	1,31,586
(iii) Third party water	84,348	1,76,917
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)	3,57,251	3,08,503
Total volume of water consumption (in kilolitres)	3,57,251	3,08,503
Water intensity per rupee of turnover (Water consumed / turnover)	4.29	4.37
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)	-	-
(i) Into Surface water	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
(ii) Into Groundwater	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
(iii) Into Seawater	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
(iv) Sent to third-parties	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
(v) Others	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
Total water discharged (in kilolitres)	N/A	N/A

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 3 emissions per rupee of turnover	-	-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable as the Company does not have operations/offices in/around ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
	N/A	N/A	N/A

Below are the initiatives:

Transitioning to Cleaner Fuels- In our endeavour to reduce pollution and optimize operational costs, we have replaced diesel as a fuel source in generators with cleaner alternatives such as Piped Natural Gas (PNG). This transition not only helps us save on diesel costs but also significantly reduces our carbon emissions, contributing to a healthier environment.

We are procuring new Diesel gensets based on latest CPCB IV norms . This will help in reducing the carbon emissions and to achieve in carbon net zero goals

To diversify our energy procurement and reduce our carbon footprint, we have initiated power purchase agreements with private sources, including wind power providers in addition to installing roof solar plants.

In our ongoing quest for innovative renewable energy solutions, we are striving to use cutting-edge technologies such as windmills and solar power. These installations harness the power of nature to supplement our energy needs, resulting in reduced reliance on conventional energy sources.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, we do have business continuity and disaster management policy in place. Presence in multiple locations and standardized processes is essential for de-risking operations. By diversifying risk across several sites, we ensure that even a single catastrophic event, such as a natural disaster or political upheaval, does not incapacitate the entire operation. Furthermore, implementing a standardized shop floor layout across all locations ensures uniformity in processes, which simplifies training, enhances efficiency, and maintains consistent quality. Standardized procedures also facilitate quicker recovery and continuity during a disaster, as personnel can seamlessly transition between sites without a learning curve.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No such adverse impact noticed.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

95.15% (Local Suppliers)

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. - 3 affiliations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Hinjewadi Industries Association	State
2	Noida Management Association	State
3	Gurgaon Industrial Association	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Motherson has a guidance note for its associate for anti competition and anti trust practices. These are available at <https://www.mswil.motherson.com/storage/policies/Competition-and-Antitrust-Policy.pdf>. There are no current adverse orders from regulatory authorities and therefore no corrective action taken or underway at this time.

Name of authority	Brief of the case	Corrective action taken
N/A	N/A	N/A

Leadership Indicators

1. Details of public policy positions advocated by the entity:
No such policy is advocated by the Company.

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
	N/A	N/A	N/A	N/A	N/A

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

There are no Social Impact Assessments applicable for the reporting year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-	-	-	-	-	-

None of the projects undertaken by MSWIL in FY 2023-24 required Social Impact Assessments (SIA).

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is going	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
	-	-	-	-	-	-

There are no projects ongoing for which Rehabilitation and Resettlement is being undertaken in the reporting year

3. Describe the mechanisms to receive and redress grievances of the community

The company has established mechanisms to receive community grievances. The Individuals outside the company can contact to lodge complaints or grievances via the website i.e. www.mswil.motherson.com. Further, the Company has appointed an Ombudsman to handle complaints related to unethical and improper practices. The Individuals can report such complaints to designated Ombudsman whose details are mentioned in the Whistle Blower Policy of the Company available on the website at <https://www.mswil.motherson.com/storage/policies/Whistle-blower-Policy.pdf>. The company encourages regular interactions with the community, which are facilitated through physical visits, CSR events and engagement with local community representatives. These interactions serve to open communication lines and gather feedback.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	0.85%	0.60%
Directly from within India	69.08%	63.86%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Rural	40.0%	39.6%
Semi Urban	8.0%	8.2%
Urban	52.1%	52.1%
Metropolitan	0%	0%

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
No such impact identified	Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
		None	

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) No
- (b) From which marginalized /vulnerable groups do you procure? NA
- (c) What percentage of total procurement (by value) does it constitute? NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not applicable as Company does not own any intellectual property.

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
	NA	NA	NA	NA

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved

Not applicable

Name of authority	Brief of the Case	Corrective action taken
NA	NA	NA

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Segregation of Organic Waste and Treatment (SORT), Delhi NCR	492687	100%
2	Segregation of Organic Waste and Treatment (SORT) Mumbai	19801	100%
3	Kailash Charitable Trust	1500	100%
4	Skill Development Centre Project - Noida	924	100%
5	WASHE (Water, Sanitation, Hygiene and Education) NCR	637	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Our mission is to ensure customer delight. To achieve this, the Company has implemented a robust system for tracking and responding to customer complaints promptly. We are proud to receive numerous customer awards for our contributions to their businesses, including accolades for quality excellence, design development, and best performance. These awards are a testament to our commitment to customer satisfaction. Detailed information about these honors can be found in the "Awards and Recognition" section of the Annual Report.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

Not applicable, as the Company is in B2B business and the products do not reach end customers directly.

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NA	NA	NA	NA	NA	NA
Advertising	NA	NA	NA	NA	NA	NA
Cyber-security	NA	NA	NA	NA	NA	NA
Delivery of essential services	NA	NA	NA	NA	NA	NA
Restrictive Trade Practices	NA	NA	NA	NA	NA	NA
Unfair Trade Practices	NA	NA	NA	NA	NA	NA
Other	NA	NA	NA	NA	NA	NA

The Company does not have any consumer complaints in respect of data privacy, advertising, cybersecurity, delivery of essential services, restrictive trade practices, unfair trade practices. The complaints in relation to defects relating to sales are not significant in number compared with annual sales volume.

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	No recalls
Forced recalls	0	No Recalls

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. <https://www.mswil.motherson.com/performance/investors/policies>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

The Company has no cases relating to advertising, and delivery of essential services; cyber security and data privacy of customers.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - 0
- Percentage of data breaches involving personally identifiable information of customers - No such case happened during FY 2023-24
- Impact, if any, of the data breaches - None

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

All information regarding the Company's business can be accessed through the Company's website: www.mswil.motherson.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Not applicable as the Company sells products mainly to Original Equipment Manufacturers (OEMs)

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Majority of the customers are OEMs. Information in relation to the production and their delivery schedule are exchanged on day to day basis with Customers.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

No. Not applicable as the Company sells products to businesses which is used as raw material for their finished products.

BOARD'S REPORT.

To the Members,

Your Directors have the pleasure in presenting the 4th Annual Report together with the audited financial statements of the Company for the financial year ended March 31, 2024.

FINANCIAL RESULTS

The summarized financial results for the year ended March 31, 2024 and for previous year ended March 31, 2023 are as follows:

(INR in Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Operations		
Revenue from contract with customers	82,740	70,226
Other operating revenue	542	454
Revenue from operations	83,282	70,680
Other income	69	117
Profit before depreciation, interest and tax	10,201	8,037
Less: depreciation and amortisation expense	1,473	1,237
Less: finance costs	273	278
Profit before tax	8,455	6,522
Less: provision for tax	2,072	1,652
Profit after tax	6,383	4,870
Remeasurements of employment benefit obligations (net of tax)- income/(expense)	(46)	(27)
Total other comprehensive income	(46)	(27)
Total comprehensive income	6,337	4,843
Add: balance brought forward	4,941	4,045
Less: bonus share issue	-	(1,263)
Less: dividend paid	(2,874)	(2,684)
Profit available for appropriation	8,404	4,941

OPERATIONS AND PERFORMANCE

For the financial year 2023-24, your Company achieved total revenue of INR 83,282 Million and Net profit was at INR 6,383 Million. In comparison, last year revenue was of INR 70,680 Million and Net profit was at INR 4,870 Million.

Key Highlights for year under review are as under:

- Achievement of yearly revenue of over INR 80,000 Million;
- Highest ever EBITA crossing INR 10,000 Million
- Consistent financial prudence has enabled to maintain a debt-free status.

d) Strengthening presence across India with 26 existing and 2 upcoming facilities to support demand from our customers.

e) ROCE of 48%, delivering more than 40% ROCE continuously.

f) Proud to be part of India's top selling passenger vehicles, EV PVs and EV 2Ws models.

The operational performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis

Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") is presented in a separate section forming part of the Annual Report.

SHARE CAPITAL

There are no changes in the Authorised and Paid up share capital of the Company.

DIVIDEND

Dividend Distribution Policy

As per the Dividend Distribution Policy of the company the Board will adhere to the Policy for "distribution of up to 40% of profit" as dividend. In terms of regulation 43A of the Listing Regulations, extract of Dividend Distribution Policy of your Company is disclosed in the Corporate Governance Report as well as the same is also available on the Company's website.

Declaration and Payment of Dividend for the year

The Directors have recommended for approval of the members a payment of dividend of Re. 0.80 (Eighty Paise only) per share on the Share Capital of the Company for the financial year ended March 31, 2024 to the equity shareholders.

The dividend, if approved by the members, would involve total cash outflow on account of dividend of INR 3,537 Million resulting in a pay-out of 55% of the profits of the Company.

CREDIT RATING

CRISIL ratings has assigned credit rating to the Banking facilities of the company during the FY 2023-24 as under:

- Long Term Rating: Crisil AA+/Stable (Assigned)
- Short Term Rating: Crisil A1+ (Assigned)

During the financial year 2023-24, the Company has not issued any securities for which credit rating was required to be obtained.

On July 16, 2024, CRISIL Ratings Limited has reaffirmed the credit ratings as under:

- Long Term Rating: Crisil AA+/Stable (Reaffirmed)
- Short Term Rating: Crisil A1+ (Reaffirmed)

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

There are no companies which have become or ceased to be the Subsidiaries, Joint Ventures or Associate Companies of the Company during the year 2023-24.

EXPORTS FROM INDIA

Your company is mainly into sale of products in India. Export from India is very negligible.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public covered under Chapter V of the Companies Act, 2013, and as such, neither any amount on account of principal or interest on deposits from public was outstanding or remained unclaimed or unpaid lying with the company, as on the date of the balance sheet nor there has been any default in repayment of deposits or payment of interest thereon during the year under review.

There are no deposits invited or accepted by the Company which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met six (6) times during the financial year 2023-24 and the details of same are given in the Corporate Governance Report forming part of this Annual Report. The intervening gap between consecutive meetings was not more than one hundred and twenty (120) days as prescribed by the Companies Act, 2013 and the Listing Regulations.

DIRECTORS

Appointment/Reappointment of Directors

Ms. Geeta Mathur (DIN: 02139552) and Mr. Arjun Puri (DIN: 00211590) ceased to be Independent Directors on the Board of Company effective March 31, 2024 pursuant to their completion of term as Independent Directors of the Company.

The Board of Directors of the Company, in its meeting held on May 16, 2024 appointed Ms. Suparna Pandhi (DIN: 07087593) and Ms. Anisha Motwani (DIN: 06943493) as Additional and Independent Directors not liable to retire by rotation, subject to the approval of the shareholders for a period of 5 (five) years commencing from May 16, 2024 till May 15, 2029.

Approval of the appointment of Ms. Suparna Pandhi and Ms. Anisha Motwani is being sought through postal ballot from the shareholders of the Company in terms of requirement of Listing Regulations.

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Anurag Gahlot (DIN: 09455743), Director of the Company, is liable to retire by rotation in the ensuing Annual General Meeting (AGM). Mr. Anurag Gahlot, being eligible seeks his re-appointment. Accordingly, the Board of Directors recommend the re-appointment of Mr. Anurag Gahlot to the members of the Company.

Mr. Yoshio Matsushita (DIN: 09480897) has ceased to be a Director from the Board of the Company effective from July 10, 2023. Mr. Yuichi Shimizu (DIN:10059731) has been appointed as an Additional Director w.e.f. July 10, 2023.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') have been amended

on July 15, 2023, by inter-alia, inserting Regulation 17(1D) stating that "With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be."

In view of above, the Board of Directors of the Company appointed Mr. Vivek Chaand Sehgal as Non-Retiring, Non-Executive Non-Independent Director and Chairman of the Company pursuant to provisions of Companies Act and Article of Association of the Company. Further, pursuant to the provisions of Regulation 17(1D) of Listing Regulations, the Board of Directors at their meeting held on July 26, 2024, upon recommendation of Nomination and Remuneration Committee of the Company approved the re-appointment of Mr. Vivek Chaand Sehgal as Non-Executive Non-Independent Director and Chairman of the Company.

Accordingly, as recommended by the Board of the Directors, an approval of the Members is being sought for continuation of Mr. Vivek Chaand Sehgal as Non-Independent Non-Executive Director and Chairman, at the ensuing Annual General Meeting of the Company.

The details of re-appointment/appointment of the Directors of the Company is mentioned in Explanatory Statement under section 102 of the Companies Act, 2013 and annexure to the Notice of 4th AGM of the Company.

Statement of Declaration by Independent Directors

The Board of Directors have received declarations from all the Independent Directors of the Company confirming that they meet with criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) read with Regulation 25 of the Listing Regulations and that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013 and confirmed that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence and he/she is independent of the management. The Board is of the opinion that they are the persons of integrity, expertise and possess relevant experience (including the proficiency) for being appointed and continuing as Independent Directors on the Board of the Company.

During the financial year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s) of the Board. The details of remuneration and/or other benefits of Independent Directors are mentioned in the Corporate Governance Report

Code of Conduct affirmation by Directors, Key Managerial Personnel and Senior Management Personnel

All the Directors, Key Managerial Personnel and Senior Management Personnel, have affirmed and complied with the Code of Conduct formulated by the Company.

Directors Responsibility Statement

Pursuant to section 134(3)(c) of the Companies Act, 2013 and subject to disclosures in the Annual Accounts, your Directors state as under :-

- That in preparation of the annual accounts for the financial year ended March 31, 2024, the applicable Accounting Standards have been followed and there are no material departures;
- That the Directors have selected appropriate Accounting Policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2024 and of the profit of the Company for that period;
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the Directors have prepared the annual accounts on a going concern basis;
- That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- That the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

BOARD EVALUATION

In terms of the requirement of the Companies Act, 2013 and Listing Regulations, the Board carried out an annual evaluation of its own performance, Board Committees, individual Directors including the Independent Director and the Chairman of the Company on the basis of the criteria specified as per the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India with the aim to improve the effectiveness of the Board and the Committees. The criteria for evaluation under different categories depends on the role of the person(s)/group(s) plays in the Company. The criteria for every evaluation for the FY 2023-24 was decided at every level

depending on the functions, responsibilities, competencies required, nature of business etc., detailed as below:

Person(s)/Group(s) Evaluation Criteria	Person(s)/Group(s) Evaluation Criteria
Chairman of the Company	Leadership, steering skills, impartiality, commitment, ability to keep shareholder's interest in mind etc.
Board	The board composition and structure, meetings of the Board, effectiveness of board processes and its functions, monitoring effectiveness of Governance practices, evaluation of performance of management and providing their feedback etc.
Committees of the Board	The composition of Committees, structure of Committees, effectiveness of Committee Meetings, independence of the Committees from the Board, contribution to the decisions of the Board etc.
Executive/ Non-Executive/ Independent Director(s)	Criteria for all Directors includes qualification, experience, knowledge and competencies, fulfilment of functions, commitment and their participation and contribution at the Board meetings and Committee meetings etc. Additional criteria in case of Independent Directors, i.e., independent from the Company and other Directors, providing independent views and judgement.

Independent Directors of the company evaluated performance of Non Independent Directors, the Board as a whole and the Chairman of the Company. The Independent Directors at their meeting held on February 16, 2024, also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. During the year, Board Evaluation was completed by the Company which included the Evaluation of the Board as a whole, Board Committees, Chairman and Individual Directors of the Board.

The Directors opined collectively repeated word that the Board as a whole is functioning as a cohesive body. The Board Members from different backgrounds/experiences brought about different expertise and guidance in the Board and Committee Meetings. It was also noted that the Committees are functioning well and all required issues are brought up and discussed in the Committees as per its terms of reference as mandated by law.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee constituted under the provisions of section 178(1) of the Companies Act, 2013, recommended to the Board of Directors of your Company, a policy on Director's appointment and remuneration, including, criteria for determining qualifications, positive attributes, independence of a Director and other matters. The said policy as approved by the Board of Directors, is uploaded on the Company's website at <https://www.mswil.motherson.com/storage/policies/Nomination-Remuneration-and-Evaluation-Policy.pdf>. The extract of the said Policy is also covered in Corporate Governance Report which forms part of this Report.

Key Managerial Personnel

In terms of the provisions of section 203 of the Companies Act, 2013, during the financial year and upto the date of report, the Company has following whole-time Key Managerial Personnel:

- Mr. Anurag Gahlot, Whole-time Director and Chief Operating Officer
- Mr. Gaya Nand Gauba, Chief Financial Officer (upto July 10, 2023)
- Mr. Mahender Chhabra, Chief Financial Officer (appointment effective from July 10, 2023)
- Ms. Pooja Mehra, Company Secretary

AUDITORS AND AUDITORS REPORT

Statutory Auditors

As per section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company in first Annual General Meeting approved the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) as the Statutory Auditor of the Company for the first term of five years starting from conclusion of the first Annual General Meeting until the conclusion of sixth Annual General Meeting of the Shareholders of the Company.

The notes on the financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report annexed with this Annual Report, does not contain any qualification, reservation or adverse remarks.

During the Financial Year 2023-24, the Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

Cost Auditor

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records have been prepared and maintained by the Company for the financial year 2023-24.

As per recommendation of the Audit Committee, the Board of Directors had appointed M/s. M.R. Vyas & Associates, Cost and Management Accountants (Registration No. 101394) as Cost Auditor for conducting the audit of cost records of the Company for the financial year 2023-24.

During the Financial Year 2023-24, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3)(ca) of the Companies Act, 2013.

Secretarial Auditor

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based upon the recommendations of the Audit Committee, the Board of Directors had appointed M/s. SGS Associates LLP, Company Secretaries (CP No. 1509) as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for financial year ended March 31, 2024.

The Report given by the Secretarial Auditor is annexed herewith and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the Financial Year 2023-24, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3)(ca) of the Companies Act, 2013.

AUDIT COMMITTEE

The Audit Committee of the Board for the financial year ended March 31, 2024 comprised of Mr. Anupam Mohindroo as Chairman, Ms. Geeta Mathur, Mr. Arjun Puri, Mr. Rajesh Kumar Seth as Independent Directors and Mr. Norikatsu Ishida, Mr. Laksh Vaaman Sehgal as non-executive directors.

Post change in directorship of the company, the Audit Committee of the Board stands reconstituted with following members effective April 1, 2024

-Mr. Anupam Mohindroo- Chairman

-Mr. Rajesh Kumar Seth-Member

-Col. (Retd) Virendra Chand Katoch-Member

During the year under review all the recommendations made by the Audit Committee were duly accepted by the Board.

All members of Audit Committee are Independent Directors.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. A separate section on Corporate Governance, forming a part of Annual Report and the requisite certificate from the Company's Auditors confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

COMMITTEES OF THE BOARD AND POLICIES

Committees of the Board

Details on Committees constituted by the Board under the Companies Act, 2013 and the Listing Regulations, their composition as well as changes in their composition, if any, during the year and the number and dates of meetings of such committees held during the year are covered in Corporate Governance Report which forms part of the Annual Report for the Financial Year 2023-24.

Corporate Social Responsibility

Your Company has a Corporate Social Responsibility (CSR) Committee. The CSR Committee comprises of Mr. Vivek Chaand Sehgal (Chairman and Non-Executive Director), Mr. Arjun Puri and Mr. Anupam Mohindroo- Members as Independent Director.

Post change in directorship of the company, the CSR committee of the Board stands reconstituted with following members effective April 1, 2024

Mr. Vivek Chaand Sehgal (Chairman and Non-Executive Director) -Chairman

Mr. Anurag Gahlot-Member and

Mr. Anupam Mohindroo-Member

The terms of reference of the Corporate Social Responsibility (CSR) Committee is provided in the Corporate Governance Report. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at <https://www.mswil.motherson.com/storage/policies/Corporate-Social-Responsibility-Policy.pdf>.

Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as Annexure-A and forms integral part of this Report. The Company is, inter-alia, also performing CSR activities through Swarn Lata Motherson Trust which has been established for the sole purpose of CSR activities. Further, the Company continues to carry out CSR activities as specified under schedule VII to the Companies Act, 2013.

Vigil Mechanism/Whistle Blower Policy

The Company has established a vigil mechanism which incorporates a whistle blower policy (duly amended on March 30, 2024) in terms of the Companies Act, 2013 and the Listing

Regulations for Directors and employees to report their genuine concerns. The objective of the Policy is to create a window for any person who observes an unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct or ethics policy (hereinafter "Unethical and Improper Practices"), either organizationally or individually, to be able to raise it and to provide for adequate safeguards against victimization of whistle blower and also to provide for direct access to the chairperson of the audit committee.

Thought Arbitrage Consultancy has been appointed by the Board of Directors as an independent external ombudsman under this Whistle-blower mechanism. The Company has also taken a software named Navex for collecting the genuine concerns of stakeholders and then depending on the severity forwarding the same to Ombudsman/the Internal Committee formed for the said purpose.

Protected Disclosure can be made by a Whistle Blower through an e-mail or dedicated telephone line or a letter to the Thought Arbitrage Consultancy or to the Chairman of the Audit Committee. The Whistle Blower Policy is available on the Company's website at <https://www.mswil.motherson.com/storage/policies/Whistle-blower-Policy.pdf>.

Sustainability Policy and Business Responsibility Sustainability Report (BRSR) reporting

Pursuant to regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Sustainability Report describing the initiatives taken by your Company from an environmental, social and governance perspective, in the prescribed format is available as a separate section of the Annual Report.

Risk Management

The Board of Directors have constituted Risk Management Committee to assist the Board with regard to the identification, evaluation and mitigation of strategic, operational, external environment and cyber security risks and in fulfilling its corporate governance oversight responsibilities and ensuring Business resilience and proactive Risk Mitigation across the company Risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

The Board of Directors of your Company have adopted the amended Risk Management Policy for the Company w.e.f January 31, 2024.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis Report, which forms part of this report.

The terms of reference of the Risk Management Committee is provided in the Corporate Governance Report. Risk Management Policy of the Company is available on the website of the Company at <https://www.mswil.motherson.com/performance/investors/policies>.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, there were no loans or investments made, guarantees given and security provided by the Company under section 186 of the Companies Act, 2013 and accordingly, the financial statements of the Company does not disclose the aforesaid particulars in the notes to the financial statements.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Policy on Related Party Transactions of the Company, all contracts/ arrangements/ transactions entered by the Company during financial year with related parties which were on arm's length basis and were in ordinary course of business were approved by the Audit Committee. Pursuant to the provision of applicable Listing Regulations, all related party transactions are placed before the Audit Committee for approval including the transaction under section 188 of the Companies Act, 2013 and Regulation 23 of Listing Regulations. Prior omnibus approval of the Audit Committee has been obtained for transactions which are foreseen and repetitive in nature and where the need for related party transaction cannot be foreseen, Audit Committee granted omnibus approval for such transactions having value upto rupees one crore per transaction. The transactions entered into pursuant to omnibus approval were presented to the Audit Committee on quarterly basis by way of a statement giving details of all related party transactions. The policy on Related Party Transactions as approved by the Board and amended from time to time is uploaded on the Company's website.

Your Directors draw attention of the members to Note No. 36 to standalone financial statement which sets out related party disclosures.

Approval of Related Party Transactions pursuant to SEBI Listing Regulations

The Securities and Exchange Board of India ("SEBI") notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021 on November 9, 2021 which were effective from April 1, 2022. The amended provisions of Regulation 23 of Listing Regulations defines a "material related party transaction" as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such "material related party transactions" require prior approval of shareholders. In respect of above, the shareholders of the Company at its the last Annual General Meeting granted their approval for entering into contract(s) / agreements(s) / arrangement(s) / transaction(s), between the Company with following counter-parties:

(1) Samvardhana Motherson International Limited; and (2) Sumitomo Wiring Systems Limited. The shareholders of the Company in the said meeting had approved aforesaid related

party transactions, as more particularly mentioned in the said notice for the meeting held on August 21, 2023 read with the explanatory statement attached thereto pursuant to section 102 of the Companies Act, 2013. The Notice convening the said meeting can be viewed on the website of the Company at <https://www.mswil.motherson.com>.

AWARDS AND RECOGNITIONS

During the year, the Company had received various awards and recognitions, which have been described in "Awards and Recognition" section, forming part of the Annual Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under section 134(3)(m) of the Companies Act, 2013, read with rule 8(3) of Companies (Accounts) Rules, 2014 is given in Annexure-B to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosure pertaining to remuneration and other details as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure-C to this Report.

The Statement containing the particulars of top 10 employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules (if any), is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of section 136 of the Companies Act, 2013 the said annexure is open for inspection at the registered office of the Company during the working hours for a period of twenty-one days before the date of the AGM. Any member interested in obtaining a copy of the same may write to the Company.

INTERNAL CONTROL

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit Reports are presented directly to the Chairman of the Audit Committee and its members. Details about Internal controls and their adequacy are set out in the Management Discussion & Analysis Report which forms part of this report.

HUMAN RESOURCES

Human Resource Relations

The relations with the employees and associates continued to remain cordial throughout the year. Your company has workforce which is diverse, equitable, inclusive and multi-generational. Company has instituted policies for well being of its employees. The Directors of your Company wish to place on record their appreciation for the excellent team spirit and dedication displayed by the employees of the Company.

Disclosure under sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal), Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Committee composed of internal members and an external member who has extensive experience in the field. During the Financial Year 2023-24, details of cases filed under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as under:

Complaint Received	Complaint Disposed of	Open
3	2	1

During the year Company has held 30 awareness programmes for educating employee for prevention and reporting harassment cases.

SIGNIFICANT AND MATERIALS ORDERS PASSED BY THE REGULATORS OR COURTS

During the period under review, no such order is passed by any Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with the secretarial standards with respect to General and Board Meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980, and approved as such by the Central Government.

ANNUAL RETURN

In accordance with the provisions of Section 92(3) read with section 134(3)(a) of the Companies Act, 2013 and Rules framed thereunder, an annual return in the prescribed format for the financial year 2023-24 is available on the website of the Company at <https://www.mswil.motherson.com/performance/investors/annual-reports>.

LISTING OF EQUITY SHARES

The Equity shares of your Company are presently listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The listing fees for the financial year 2023-24 have been paid to the said Stock Exchanges. The Company's equity shares continue to remain listed on NSE and BSE.

MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

GREEN INITIATIVES

In compliance with the Circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India Limited, Notice of the AGM along with the Annual Report for the financial year ended March 31, 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of AGM and Annual Report for financial year 2023-24 will also be available on the Company's website www.mswil.motherson.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

DISCLOSURE INFORMATION

Your Directors state that during the year ended March 31, 2024:-

- There has been no change in the nature of business of the company during the year ended on March 31, 2024.

- No amount has been transferred to Reserves by the Company during the year ended on March 31, 2024.

- There has been no Issue of equity shares with differential rights as to dividend, voting or otherwise.

- No Application has been made or proceeding is pending by or against the company under the Insolvency and Bankruptcy Code, 2016 for the year ended March 31, 2024.

- There is no valuation required to be carried out by the company for any settlement with Banks as the same is not applicable to the company.

ACKNOWLEDGEMENT

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, bankers, investors and other authorities. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. The Directors also thank the Government of India, State Governments in India and concerned Government Departments/ Agencies for their co-operation, support and look forward to their continued support in the future. Last but not the least the Board of Directors wish to thank all the stakeholders of the Company and Joint Venture Partners- Sumitomo Wiring Systems Limited, Japan and Samvardhana Motherson International Limited for their continuous support.

For and on behalf of the Board
For Motherson Sumi Wiring India Limited

Vivek Chaand Sehgal
Chairman
DIN: 00291126

Place : Noida
Date : July 26, 2024

THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Our Company Vision is to create long-term socio-economic values for communities in the locations where it operates. Our Commitment to CSR emanates from the business mission that guides us to set new standards in good corporate citizenship. Therefore, our CSR programs have been structured to be made sustainable, measurable, replicable and scalable which will enable us carve out a reputation for being one of the most socially and environmentally responsible companies. Company shall identify and undertake all its CSR programs/projects/ activities under the following broader thrust areas of CSR:

- Promotion of education including vocational based education and skill development
- Livelihood enhancement
- Waste Management and Sanitation
- Environmental sustainability
- Women and youth empowerment
- Disaster relief
- National Missions
- Promoting healthcare including preventive healthcare

2. Composition of CSR Committee:

Sl.No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vivek Chaand Sehgal	Chairman (Non-Executive Non Independent Director)	1	1
2.	Mr. Arjun Puri	Member (Non-Executive Independent Director)	1	1
3.	Mr. Anupam Mohindroo	Member (Non-Executive Independent Director)	1	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

The CSR Policy of the Company is available on the website of the Company at:

<https://www.mswil.motherson.com/storage/policies/Corporate-Social-Responsibility-Policy.pdf>

The Composition of CSR Committee is available on the website of the Company at

<https://www.mswil.motherson.com/performance/investors/management>

The details of CSR Projects approved by the board are available on the website of the Company at <https://www.mswil.motherson.com/performance/investors/annual-reports>.

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Currently, the projects are not eligible for an impact assessment at this stage. However, regular monitoring mechanisms are in place to review progress of the project.

- a) Average net profit of the company as per sub-section (5) of section 135: INR 4,051 Million
 - b) Two percent of average net profit of the Company as per section 135(5): INR 81 Million
 - c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 - d) Amount required to be set off for the financial year, if any: NIL
 - e) Total CSR obligation for the financial year [(b)+(c)-(d)]: INR 81 Million
- a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): INR 58 Million
 - b) Amount spent in administrative overheads: NIL
 - c) Amount spent on Impact Assessment, if applicable: NA
 - d) Total amount spent for the Financial Year [(a)+(b)+(c)]: INR 58 Million
 - e) CSR amount spent or unspent for the financial year: INR 23 Million

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
INR 58 Million	INR 23 Million	25-04-24*	NA	NA	NA

* Amount spent from unspent CSR Amount on May 8, 2024.

- f) Excess amount for set off, if any: N/A

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	INR 81 Million
(ii)	Total amount spent for the Financial Year	INR 58 Million
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. Details of Unspent CSR amount for the preceding three financial years: None

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency if any
					Amount (in Rs.)	Date of transfer		
1.	2022-23							
2.	2021-22							
3.	2020-21							
	Total							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Yes No

If Yes, enter the number of Capital assets created/ acquired:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: N/A

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Addresses

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

The Company has spent the entire eligible amount ie. 81 Million for FY 2023-24 in the following manner:

Amount spent on ongoing projects and other than ongoing projects:- INR 58 Million

Amount spent towards ongoing projects and transferred to special unspent CSR Amount:- INR 23 Million (Amount spent on May 08, 2024)

Sd/-
Vivek Chaand Sehgal
Chairman (CSR Committee)
DIN: 00291126

Sd/-
Anurag Gahlot
Whole Time Director
DIN: 09455743

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part of Directors' Report.

A. Conservation of energy

(i) Steps taken or impact on conservation of energy:

The organization is committed to assessing and managing energy consumption across all its facilities and areas. Significant advancements were made during the year to enhance energy efficiency and sustainability across our organization. Throughout the review period, numerous steps were taken to conserve and optimize energy usage. Here are some notable measures implemented:

- We installed Air Boosters in our machines, ensuring optimal utilization of air compressors. This strategic implementation has resulted in improved operational efficiency and reduced energy consumption.
- We installed energy efficient High Velocity Low Speed (HVLS) fan on the shop floor areas for more efficiency and reduction in power consumption. This innovative approach not only curtails energy wastage but also promotes a conducive working environment.
- By employing Variable Frequency Drives (VFDs) and Inverter AC units, we have optimized our office air conditioning systems. These advancements enable us to regulate energy usage more effectively while ensuring optimal comfort for our employees.
- Polycarbonate sheets were strategically installed on side walls to harness natural daylight, thereby reducing the need for artificial lighting during daytime hours. This initiative has significantly contributed to our overall power conservation efforts.
- Ridge Ventilators are installed on the roof for the natural exhaust system. This initiative has significantly contributed to our overall power conservation efforts.

- We have implemented advanced controllers for lighting and air conditioning, ensuring minimal usage while still meeting operational requirements. By employing intelligent automation, we have achieved greater energy efficiency throughout our facilities.
- By installing the Rockwool insulation in Roof as well as wall sheeting, we are able to reduce the temperature inside the plant during daytime which is directly help us in designing the efficient AHUs. This initiative has significantly contributed to our overall power conservation efforts.
- Through regular campaigns and events, we continually educate and raise awareness about the importance of energy efficiency, empowering our employees to actively contribute to our sustainability efforts.
- To reduce the dependency on ground water, we have started to collect the rainwater by creating the dedicated pond. Using smart automation, we have achieved to add this in on our reservoir results reducing the dependency on ground water.

These initiatives, alongside numerous other ongoing projects, underscore our unwavering commitment to reduce energy consumption and drive sustainable practices across our organization.

(ii) steps taken by the company for utilizing alternate source of energy:

- Installing rooftop solar plants across our facilities has not only helped us reduce our reliance on conventional power sources but also resulted in substantial cost savings.
- With our commitment to further expanding our solar energy capacity, we are evaluating other modes to get solar power.
- To diversify our energy procurement and reduce our carbon footprint, we have initiated power purchase agreements with private sources, including wind power providers.
- We have implemented cutting-edge technologies such as windmills, light pipes, and solar tubes in select plants which has helped to

harness the power of nature to supplement our energy needs, resulting in reduced reliance on conventional energy sources.

- To reduce pollution and optimize operational costs, we have replaced diesel as a fuel source in generators with cleaner alternatives such as Piped Natural Gas (PNG).

These initiatives, backed by our dedicated team and a steadfast commitment to environmental responsibility, have positioned us as industry leaders in sustainable processes and practices. By embracing renewable energy sources, optimizing resource usage, and investing in innovative solutions, we are marching towards a brighter and more sustainable future for our organization and the communities we serve.

- (iii) the capital investment on energy conservation equipments:

The Company is following a scientific continuous process of making efforts on energy conservation and such measures include efforts at planning stage of expansion or modernization or replacement etc. (as the case may be). Accordingly, such expenses are considered in annual budgets. In addition to the above, considering size and extent of operations and turnover of the Company, any specific capital investment detail(s) in this respect, will be insignificant to segregate and separately report.

B. Technology absorption

- (i) The efforts made towards technology absorption:
 - (a) The Company has taken special cable assembly portfolio to the next level. Now it is manufacturing products like Cable assembly, automotive ethernet capable of carrying data up to 1GBPS. SAE J 1939-11 and J1939-15 cable assemblies for CAN communication, display cables providing real time video update to the consumer, Safety cables and Multimedia cables. Technologies on which company worked are now in tangible product form running in serial production.
 - (b) The Company has developed capabilities of designing, developing, manufacturing and managing wiring harness systems for standard and high voltage vehicle systems. These Wiring Harnesses and related systems are used in ICE Vehicle, Hybrid Electric Vehicle (HEV), Battery Electric Vehicle (BEV) and Zero Emission Vehicle's (ZEV). MSWIL is already providing

EDS and Wiring solutions to all segments (2W, passenger vehicle, commercial vehicle, Off-road and Agri Vehicles)

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:
 - (a) The Company has developed several high value power distribution products.
 - (b) The Company continues to focus on high value power electronics products which are essential modules in High Voltage harness systems. Power electronics solutions for HEV, EV and ZEV vehicles have immense potential of lowering import contents significantly. Soon, first product will get in to serial production for full electric bus platform.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) the details of technology imported:

The Company has ongoing technical assistance agreement with Sumitomo Wiring Systems Limited, Japan.
 - (b) the year of import:

on going
 - (c) whether the technology been fully absorbed:

As continuous process, the technology is absorbed
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable

Research & Development (R&D):

- 1) Specific areas in which R&D is carried out by the Company:
 - Significant work is carried out in RF data (data transmitted at various radio frequencies) getting integrated in Vehicle technologies. Essential links are different kinds of special cables. These are single core as well as multi core links carrying huge data which travels at very high speed.
 - MSWIL continued to work on advanced engineering materials

which are getting adopted in various child components of wiring harnesses.

- 2) Benefits derived as a result of the above R&D:
 - Indigenous solution of special cables to our customers is enabling them in realizing advanced autonomous driving as well as advanced safety features in vehicles.
 - Advanced material adoption in Wiring Harness elements is helpful in offering of higher functional density by our customers.
- 3) Future plan of action

Globally the Automotive Industry is seeing changes at a pace never seen before. The Company is fully focused on staying ahead of the curve and efforts are made towards sustainability. Innovative and path breaking ideas that aim for this goal automatically provide the conservation of both cash and energy, while they use the best of available

resources without depleting them. With horizontal deployment of such ideas across the various plants of the Company, the results will automatically multiply.

- (iv) the expenditure incurred on Research and Development.

The Company has arrangement of sharing of resources of design development with Samvardhana Motherson International Limited for their wiring harness export from India and support to MSWIL for wiring harness business in India.

- Revenue : INR 332 million
- Capital : NIL
- Total : INR 332 million
- Total R&D expenditure is 0.40% of the turnover

C. Foreign exchange earnings and Outgo-

		INR (In Million)
a.	Total Foreign exchange earned in terms of actual inflows	95
b.	Total Foreign exchange outgo in terms of actual outflows	16,666

Particulars of Employees and other related disclosures

Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, if any, in the financial year

- (a) Remuneration paid to the Whole-time Director(s)

Name of the director(s)	Designation	FY 2023-24		FY 2022-23	
		Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2024 as compared to 2023	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2023 as compared to 2022
Mr. Anurag Gahlot	Whole time director & COO	36.8	18%	32.2	25%

- (b) Remuneration paid to the non-executive and independent directors

Name of the director(s)	Designation	FY 2023-24		FY 2022-23	
		Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2024 as compared to 2023	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2023 as compared to 2022
Mr. Arjun Puri*	Non- executive and independent director	13.6	27%	11.1	13%
Ms. Geeta Mathur*	Non- executive and independent director	13.8	31%	10.9	12%
Mr. Anupam Mohindroo**	Non- executive and independent director	11.5	8%	11.1	304%
Mr. Rajesh Kumar Seth**	Non- executive and independent director	11.6	9%	11.1	313%
Col (Retd.) Virendra Chand Katoch**	Non- executive and independent director	10.9	10%	10.3	299%

*Additional commission paid for recognition of long term tenure.

** In FY 2021-22, non-executive and independent director were appointed on January 28, 2022 accordingly prorate remuneration was paid, hence not comparable with remuneration paid for FY 2022-23 for the full year.

- (c) Remuneration paid to the non-executive and non-independent directors

Name of the director(s)	Designation	FY 2023-24		FY 2022-23	
		Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2024 as compared to 2023	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2023 as compared to 2022
Mr. Vivek Chaand Sehgal	Chairman, Non-Executive and Non-Independent director	NIL	NA	NIL	NA
Mr. Norikatsu Ishida	Non-Executive and Non-Independent director	NIL	NA	NIL	NA
Mr. Laksh Vaaman Sehgal	Non-Executive and Non-Independent director	NIL	NA	NIL	NA
Mr. Yoshio Matsushita*	Non-Executive and Non-Independent director	NIL	NA	NIL	NA
Mr. Yuichi Shimizu**	Non-Executive and Non-Independent director	NIL	NA	NIL	NA

*Resigned w.e.f. July 10, 2023

** Appointed w.e.f. July 10, 2023.

- (d) The percentage increase in remuneration for Chief Financial Officer and Company Secretary in the financial year:

Chief Financial Officer and Company Secretary	% increase in remuneration in FY 2023-24	% increase in remuneration in FY 2022-23
Mr. Mahender Chhabra, Chief Financial Officer*	NA	NA
Ms. Pooja Mehra, Company Secretary	11%	17%

* Appointed as Chief Financial Officer w.e.f. July 10, 2023

- (ii) The percentage increase in the median remuneration of employees in the financial year: 14.2%
- (iii) The number of permanent employees on the rolls of company: 5018
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: 14.2%
- V. Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid for the FY 2022-23 & FY 2023-24 is as per the Remuneration Policy of the Company.

Form No. MR-3.

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members
Motherson Sumi Wiring India Limited
CIN L29306MH2020PLC341326

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. MOTHERSON SUMI WIRING INDIA LIMITED** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 (“**Audit Period**”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed with additional fee wherever applicable, and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the “**Act**”) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the rules made there under.
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable
- (v) The Following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992.

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended to date.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable during the Audit Period.**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – (**Not applicable to the Company during the Audit Period**);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent applicable. (**Not applicable to the Company during the Audit Period**);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable for the auditing period**); and
- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Director(s), Non-executive Directors, Independent Directors and Woman Director(s). The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, except where called on a shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously by the consent of all the Directors entitled to vote as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be, have been duly recorded in the Minutes Book.

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis;

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of the Report.

- Compliances/processes/systems under other specific applicable Laws (as applicable to the industry) to the Company are being verified on the basis of confirmatory certificates submitted to the Board of Directors of the Company.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with sector specific applicable laws, rules, regulations and guidelines.

For SGS ASSOCIATES LLP
Firm Regn No. L2021DE011600
Company Secretaries

CS D.P. Gupta
M. N. FCS 2411, C P No. 1509
ICSI PR No. 5321/2023
UDIN: F002411F000770761

Date: July 19, 2024
Place: New Delhi

ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE (UNQUALIFIED)

To
The Members
Motherson Sumi Wiring India Limited
CIN L29306MH2020PLC341326

Our report of even date is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- Wherever required, we have obtained the Management representation about the compliance of the laws, rules and regulations and happening of events etc.

- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: July 19, 2024
Place: New Delhi

For SGS ASSOCIATES LLP
Firm Regn No. L2021DE011600
Company Secretaries

CS D.P. Gupta
M. N. FCS 2411, C P No. 1509
ICSI PR No. 5321/2023
UDIN: FO02411FO00770761

Report On Corporate Governance.

This report is prepared in accordance with the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and the report contains the details of Corporate Governance systems and processes at Motherson Sumi Wiring India Limited (**"the Company"**).

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company continues to enhance its corporate governance practices and procedures to support the Board's ambition of world-class governance. We are immensely proud to belong to a Group which had laid the foundation stone for good governance long back and made it an integral part of its day-to-day business. Company's principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long- term.

Governance has been the way of life in our company. Strong Leadership and Effective Corporate Governance Practices have been inherited by the company from Motherson Group. Company is committed to the high standards of corporate governance. Motherson Group has a comprehensive range of policies and procedures in place designed to ensure that company is well managed, with effective oversight and controls. The Company follows Motherson Group philosophy of building sustainable businesses by following the system of rules which not only provide framework for attaining company's objectives but enhance trust and maximise value of all its stakeholders by operating through responsible and sustainable business practices.

Our Governance Structure is well defined multi-tiered structure. The Board is responsible and committed to sound principles of Corporate Governance in the Company and guides in promoting the Group's long-term success and delivering sustainable value to shareholders by monitoring the alignment of the Company's strategy and values with the group mantra's.

The Board plays a crucial role in overseeing how the management serves the short-term and long- term interests of shareholders and other stakeholders. We keep our governance practices under continuous review and benchmark ourselves to best practices in the industry. The Board is overall responsible for the management, general affairs, strategic direction, and performance of the Company and is ably supported by the Board Committees and the management team at operational level.

The Company has adopted Code of Conduct for its employees which encompasses an appropriate process to report any concern pertaining to non-adherence to the said Code. Code of Conduct adopted by company for its executive and non-executive directors suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013 ("Act"). Company's corporate governance philosophy has been further strengthened through adoption of group policies like Prevention of Insider Trading Policy, Anti-Bribery, Gift, Meals & Entertainment Policy, Competition and Antitrust Policy, Inclusion and Diversity Policy, Human Resources Policy, Whistle Blower Policy etc.

The Board sets out the overall objectives by giving directions to the management and empowering them to achieve the Company's goal in sustainable manner.

Following committees have been constituted in the Board for giving more focused attention to various facets of business and board responsibilities:

- Audit Committee;
- Stakeholders Relationship Committee;
- Nomination and Remuneration Committee;
- Risk Management Committee;
- Corporate Social Responsibility Committee;
- Committee of Directors (Administrative Matters);
- Share Transfer Committee (dissolved on April 01, 2024); and merged with Stakeholders Relationship Committee
- Sustainability Committee

BOARD OF DIRECTORS

As on March 31, 2024, the Company had ten (10) Directors, of which nine (9) are Non-executive Directors including five (5) Independent Directors. The Board has one (1) Woman Director, being Independent Director of the Company. As on March 31, 2024, the composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013.

Post March 31, 2024, Ms. Suparna Pandhi and Ms. Anisha Motwani have been appointed as Independent Directors on the Board of Company for the first term of 5 years.

The number of Directorship(s), Committee Membership(s) and Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and Listing Regulations.

The name and categories of Directors on the Board and number of Directorships in other public companies and Committee Chairmanship/Memberships held by them as on March 31, 2024 are given below:

Name of Director	Promoter/ Executive/ Non-Executive/ Independent Non Executive/ Nominee	No. of Directorships in other Public Companies [®]	Committee membership in public companies [®]	Committee Chairmanships in public companies
Mr. Vivek Chaand Sehgal* (DIN 00291126)	Chairman Non-Executive Non-Independent Director	5	1	0
Mr. Laksh Vaaman Sehgal* (DIN 00048584)	Non-Executive Non-Independent Director	7	3	0
Mr. Norikatsu Ishida [§] (DIN 09443998)	Non-Executive Non-Independent Director	0	2	0
**Mr. Yoshio Matsushita (DIN 09480897)	Non-Executive Non-Independent Director	Not Applicable	Not Applicable	Not Applicable
**Mr. Yuichi Shimizu [§] (DIN 10059731)	Non-Executive Non-Independent Director	0	0	0
***Mr. Arjun Puri (DIN 00211590)	Non-Executive Independent Director	3	4	1
***Ms. Geeta Mathur (DIN 02139552)	Non-Executive Independent Director	9	9	5
Mr. Anupam Mohindroo (DIN 06544719)	Non-Executive Independent Director	0	1	1
Mr. Rajesh Kumar Seth (DIN 09477684)	Non-Executive Independent Director	0	2	1
Col. (Retd) Virendra Chand Katoch (DIN 08452183)	Non-Executive Independent Director	1	2	0
Mr. Anurag Gahlot (DIN 09455743)	Whole-time Director & Chief Operating Officer, Executive Director	0	0	0

* Promoter and Director

[§] Representative Director of Sumitomo Wiring Systems Limited (SWS).

**Mr. Yoshio Matsushita had resigned from the Board effective from July 10, 2023. Further, Mr. Yuichi Shimizu was appointed as Director in his place by the Board of Directors effective July 10, 2023 and approved by the shareholders on August 21, 2023.

***Mr. Arjun Puri and Ms. Geeta Mathur had completed their tenure as Independent Directors on the Board of the Company and cease to be Independent Directors effective March 31, 2024.

[®] Pursuant to Regulations 26 of Listing Regulations, the companies mentioned herein are public limited companies (including private limited companies which are Subsidiary of Public Company), whether listed or not, and does not include other companies including private limited companies, foreign companies, companies under section 8 of the Companies Act, 2013 and High Value Debt Listed Entities.

Notes:

- As required by Regulation 26 of Listing Regulations, the disclosure includes memberships/chairmanship of the Audit Committee and Stakeholders Relationship Committee in Indian public companies (listed and unlisted).
- Membership of the Directors in the Committees is including Chairmanship.
- None of the other Director(s) are related to each other except Mr. Vivek Chaand Sehgal and Mr. Laksh Vaaman Sehgal. Mr. Vivek Chaand Sehgal is father of Mr. Laksh Vaaman Sehgal.
- The Company has received declarations of independence as prescribed under Regulation 25(8) of the Listing Regulations from the Independent Directors stating that they meet the criteria of Independence as provided in Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 and that they are not aware of any circumstance or situation which exists or may be reasonable anticipated that could impair

or impact their ability to discharge their duties with an objective independent judgement and without any external influence. All requisite declarations were placed before the Board and upon perusal of such declarations, the Board viewed and took on record that the independent directors fulfil the conditions specified in Listing Regulations and the Companies Act, 2013 and are independent of the management.

e) The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013 as well as Listing Regulations. Tenure of appointment for Mr. Arjun Puri and Ms. Geeta Mathur was uptill March 31, 2024 and Mr. Anupam Mohindroo, Mr. Rajesh Kumar Seth and Col. Virendra Chand Katoch is for a period of five years from the date of their appointment i.e. January 28, 2022.

f) The Chairman and Independent Directors of the company are not liable to retire by rotation. All other Directors are liable to retire by rotation.

Further, the name of other listed companies where the Directors of the Company are also Director and category of Directorship is as under:

Name of Director	Directorship in other Listed Company (as on March 31, 2024)	Category of Directorship
Mr. Vivek Chaand Sehgal [§]	Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited)	Non-Executive Non-Independent Director
Mr. Laksh Vaaman Sehgal [§]	Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited)	Non-Executive Non-Independent Director
Mr. Norikatsu Ishida	Nil	Not Applicable
Ms. Geeta Mathur***	NIIT Limited	Independent Director
	IIFL Finance Limited (formerly IIFL Holdings Limited)	Independent Director
	Info Edge (India) Limited	Independent Director
	Onmobile Global Limited	Independent Director
	360 One Wam Limited (Formerly known as IIFL Wealth Management Limited)	Independent Director
	Healthcare Global Enterprises Limited	Independent Director
Mr. Yoshio Matsushita*	Not Applicable	Not Applicable
Mr. Yuichi Shimizu**	Nil	Not Applicable
Mr. Arjun Puri***	Nil	Not Applicable
Mr. Anupam Mohindroo	Nil	Not applicable
Mr. Rajesh Kumar Seth	Nil	Not Applicable
Col. (Retd) Virendra Chand Katoch	Nil	Not applicable
Mr. Anurag Gahlot	Nil	Not Applicable

[§]Promoter and Director of Samvardhana Motherson International Limited

*Ceased to be Director w.e.f. July 10, 2023

** Appointed as Director w.e.f. July 10, 2023

*** Ceased to be Independent Director w.e.f. March 31, 2024

ATTENDANCE AT BOARD MEETING AND ANNUAL GENERAL MEETING

The Board of Directors of the Company meets at least four times in a year, i.e., once a quarter to review the quarterly/ half yearly/ yearly results and other items on the agenda.

During the financial year 2023-24, six (6) Board Meetings were held and gap between two consecutive meetings did not exceed 120 (one hundred and twenty) days. The said meetings were held on: (1) May 19, 2023 (2) July 10, 2023 (3) July 28, 2023 (4) October 31, 2023 (5) November 27, 2023 and (6) January 31, 2024. The necessary quorum was present for all meetings.

The attendance record of the Board of Directors at the Board Meetings and Annual General Meeting held during the FY 2023-24 is as below:

Sl. No.	Name of Director	No. of Board Meetings entitled to attend	No. of Board Meetings attended	Attendance at last Annual General Meeting
1.	Mr. Vivek Chaand Sehgal	6	6	Yes
2.	Mr. Laksh Vaaman Sehgal	6	6	Yes
3.	Mr. Norikatsu Ishida	6	6	Yes
4.	Mr. Yoshio Matsushita*	2	2	N/A
5.	Mr. Yuichi Shimizu**	4	4	Yes
6.	Mr. Arjun Puri***	6	6	Yes
7.	Ms. Geeta Mathur***	6	6	Yes
8.	Mr. Anupam Mohindroo	6	6	Yes
9.	Mr. Rajesh Kumar Seth	6	6	Yes
10.	Col. (Retd) Virendra Chand Katoch	6	6	Yes
11.	Mr. Anurag Gahlot	6	6	Yes

*Ceased to be Director w.e.f. July 10, 2023

** Appointed as Director w.e.f. July 10, 2023

*** Ceased to be Independent Director w.e.f. March 31, 2024

The Company provided Video conferencing facility to enable all the Directors to attend and participate at the meetings from different locations.

The information regularly placed before the Board of Directors amongst others include following:

- Quarterly/ half yearly/ yearly results and performance of the Company.
- Minutes of the meetings of the Board and all its committees.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Annual Operating plans, budgets and updates.
- Recruitment and Remuneration of Senior management / Key Managerial Personnel (KMPs) of the Company.
- Borrowings by the Company and update on the fund utilisation.
- Other information mentioned in Schedule II of Part A of the Listing Regulations as applicable.

The details of equity shares of the Company held by the Directors as on March 31, 2024 are given below:

a. Equity shares:

Name	Category	No. of equity shares (face value of Rs. 1 each)
Mr. Vivek Chaand Sehgal	Non-Executive Non Independent Director	10,24,31,562
Mr. Rajesh Kumar Seth	Non-Executive Independent Director	108,563
Mr. Arjun Puri***	Non-Executive Independent Director	5,250
Mr. Anupam Mohindroo	Non-Executive Independent Director	0
Ms. Geeta Mathur***	Non-Executive Independent Director	14,175
Col. (Retd) Virendra Chand Katoch	Non-Executive Independent Director	0

Name	Category	No. of equity shares (face value of Rs. 1 each)
Mr. Laksh Vaaman Sehgal	Non-Executive Non-Independent Director	172
Mr. Anurag Gahlot	Executive Director (Designated as Whole time director & COO)	33,880
Mr. Norikatsu Ishida	Non-Executive Non-Independent Director	0
Mr. Yoshio Matsushita*	Non-Executive Non-Independent Director	0
Mr Yuichi Shimizu**	Non-Executive Non-Independent Director	0

* Ceased to be Director w.e.f. July 10, 2023

** Appointed as Director w.e.f. July 10, 2023

***Ceased to be Independent Director w.e.f. March 31, 2024

- b. **Equity Convertible instruments:** The Company has no outstanding equity convertible instruments.

Meeting of Independent Directors

The Company's Independent Directors meet at least once a year, without presence of non-independent directors and managerial personnel, inter-alia, to:

- review performance of non-independent directors and the Board as a whole;
- review performance of the Chairman of the Company, taking into account views of executive directors and non-executive directors; and
- assess quality, quantity and timeliness of flow of information between Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During year under review, the Independent Directors met on February 16, 2024. Mr. Arjun Puri* as the Lead Independent Director presided the said meeting of the Independent Directors. All of the Independent Directors were present at the Meeting.

* Mr. Arjun Puri ceased to be Independent Director of the Company upon completion of terms w.e.f. March 31, 2024.

Familiarization Programme of Independent Directors

The Independent Directors of the Company are eminent personalities having wide experience. Their presence on the Board has been advantageous and fruitful in taking business decisions.

Periodic presentations are made to the Directors by Senior Management, Statutory and Internal Auditors of the Company covering performance and business updates and regulatory changes update.

Familiarization programme was being conducted for the Independent Directors of Company on February 16, 2024. The object of the Familiarization Programme was to enable the Independent Directors to understand the business of the Company and contribute accordingly to the cause of the Company.

The details of the familiarization programme of the Independent Directors are available on the website of the Company at: <https://www.mswil.motherson.com>.

Performance Evaluation criteria for Independent Directors

The performance of the Directors including the Independent Directors is evaluated on the basis of the criteria specified as per the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India ("SEBI") with the aim to improve the effectiveness of the Board and the Committees. The said criteria provides certain parameters like qualification, experience, knowledge and competencies, fulfilment of functions, ability to function as a team, initiative, commitment and their participation and contribution at the Board meetings and Committee meetings, independence from the Company and other Directors, providing independent views and judgement, and expertise to provide feedback and guidance to top management on business strategy, governance, risk, understanding of the organization's strategy, internal and external environment. Evaluation of Independent Directors, in their absence, by the entire Board was undertaken, based on their performance and fulfilment of the independence criteria prescribed under the Companies Act, 2013 and Listing Regulations. The Board's performance was evaluated based on inputs received from all the Directors, in respect of Board's composition and structure, effectiveness of the Board, performance of the Committees, processes and information provided to the Board, etc. The details of evaluation parameters and the manner of evaluation have been explained in the Board Report.

Code of Conduct

The Company has stipulated Code of Conduct for all Directors and the permanent employees of the Company ("the Code"). The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code is applicable to Non-Executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. A copy of the Code been placed on the Company's website, viz., <https://www.mswil.motherson.com/storage/policies/Code-of-Conduct-Employees.pdf> and <https://www.mswil.motherson.com/storage/policies/Code-of-Conduct-Director.pdf>.

The Code has been circulated to the Directors and all permanent employees of the Company and its compliance by them is confirmed annually. The Members of the Board and Senior Management personnel have affirmed compliance with the Code applicable to them during financial year ended on March 31, 2024. A declaration signed by the Whole-time Director and Chief Operating Officer in this respect is published in this Report.

Core skills, expertise and competencies identified by the Board of Directors

The Board of the Company comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board members are committed to ensure that the Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key skills and attributes which are taken into consideration while nominating candidates to serve on the Board:

Core skills, expertise and competencies	
Financial	Leadership and management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or person performing similar function.
Diversity & Inclusion	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments and other stakeholders worldwide.
Global Business and Industry Knowledge	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global market opportunities and industry knowledge of Wiring Harness Business.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long-term growth.
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models.
Board service and governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.
Customer support function in Business to Business (B2B) Environment	Experience in developing strategies for customer support function, grow sales and market share, build brand awareness and enhance enterprise reputation in B2B environment.

Core skills, expertise and competencies of the Directors:

While all the Board Members possess the skills identified, list of core skills, expertise and competencies of the individual Directors is placed below:

Name of Director	Skills / Expertise / Competencies						
	Financial	Diversity & Inclusion	Global Business and Industry Knowledge	Leadership	Technology	Board service and governance	Customer support function in Business to Business (B 2 B) Environment
Mr. Vivek Chaand Sehgal	✓	✓	✓	✓	✓	✓	✓
Mr. Rajesh Kumar Seth	✓	✓	✓	✓	✓	✓	✓
Mr. Norikatsu Ishida	✓	✓	✓	✓		✓	✓
Mr. Arjun Puri	✓	✓	✓	✓	✓	✓	✓
Mr. Anupam Mohindroo	✓	✓	✓	✓	✓	✓	✓
Ms. Geeta Mathur	✓	✓	✓	✓	✓	✓	✓
Col (Retd) Virendra Chand Katoch	✓	✓	✓	✓	✓	✓	
Mr. Laksh Vaaman Sehgal	✓	✓	✓	✓	✓	✓	✓
Mr. Yoshio Matsushita*	✓	✓	✓	✓	✓	✓	✓
Mr. Yuichi Shimizu**	✓	✓	✓	✓	✓	✓	✓
Mr. Anurag Gahlot	✓	✓	✓	✓	✓	✓	✓

*Ceased to be Director w.e.f. July 10, 2023

**Appointed as Director w.e.f. July 10, 2023

Code of Conduct for Prevention of Insider trading

The Company has adopted a Code of Conduct to regulate Insider trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

COMMITTEES OF BOARD

Audit Committee

The Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of Listing Regulations read with Section 177 of the Companies Act, 2013. The Audit Committee of the Company comprises majority of the Independent Directors. The members of the Audit Committee met seven (7) times during financial year 2023-24. The Audit Committee, inter-alia, reviewed related party transactions, internal audit report, quarterly, half yearly and annual financial statements before submission to the Board.

The dates on which meetings were held are as follows: (1) May 18, 2023 (2) July 10, 2023 (3) July 28, 2023 (4) September 18, 2023 (5) October 30, 2023 (6) January 30, 2024 and (7) March 18, 2024

The maximum time gap between two consecutive meetings did not exceed 120 (one hundred and twenty) days. Also, the necessary quorum was present for all the meetings.

The composition of the Committee and attendance of each member at the Audit Committee meetings held during the FY 2023-24 is as below:

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings Attended
Mr. Anupam Mohindroo	Chairman	Non-Executive Independent Director	7	6
Ms. Geeta Mathur	Member	Non-Executive Independent Director	7	7
Mr. Arjun Puri	Member	Non-Executive Independent Director	7	7
Mr. Rajesh Kumar Seth	Member	Non-Executive Independent Director	7	7
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director	7	6
Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director (Nominee of SWS)	7	7

Post the completion of term of Mr. Arjun Puri and Ms. Geeta Mathur, the composition of Audit Committee stand reconstituted effective April 1, 2024 with the following Members:

Name	Designation	Category
Mr. Anupam Mohindroo	Chairman	Non-Executive Independent Director
Ms. Rajesh Kumar Seth	Member	Non-Executive Independent Director
Col. (Retd) Virendra Chand Katoch	Member	Non-Executive Independent Director

The terms of reference of the Audit Committee comprises the following:

- Reviewing, with the management, the quarterly/ half yearly/ yearly financial statements before submission to the board for their approval;
- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of section 134 of the Companies Act, 2013;
- Any changes in accounting policies and practices and reasons for such change;
- Major accounting entries involving estimates based on exercise of judgment by management;
- Analysis of the effects of alternative GAAP methods on the financial statements;
- Qualification(s), if any, in the draft audit report(s);
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with accounting standards and applicable legal requirements relating to financial statements;
- Disclosure and/or approval of any related party transactions;
- Disclosure of contingent liabilities;
- The effect of regulatory and accounting initiatives as well as off-balance-sheet structures, on the financial statements;
- Company's earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies;
- Recommendation for appointment, remuneration and terms of appointment of auditors
- Annual Budget review;
- Review and recommendation of the valuation reports to the Board of Directors;
- Review of Management Discussion and Analysis of financial condition and results of operations;
- Review the functioning of the whistle blower mechanism;
- Review of Insider Trading Portal;

- The statement for uses/applications of funds including funds raised through Private Placement with the financial results and annually the statement of funds utilized for purposes other than as mentioned in the offer document/prospectus / notice (if applicable);
- Reviewing the findings of any internal audit reports by the internal auditors;
- Any other document required to be reviewed by the Committee (or a similar body) as per the applicable laws of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee and/ or as mentioned in Schedule II Part C of the Listing Regulations, as applicable.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.

The meetings of the Audit Committee were attended by Mr. Anurag Gahlot, Whole time director & COO during the financial year 2023-24. The Audit Committee invites such executives, as it considers appropriate, representatives of the statutory auditors and internal auditors to be present at its meetings. The Company Secretary act as the Secretary to the Audit Committee.

The previous Annual General Meeting (AGM) of the Company was held on August 21, 2023 and the same was attended by Mr. Anupam Mohindroo, Chairman of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is in line with the provisions of Regulation 19 of Listing Regulations read with Section 178(1) of the Companies Act, 2013.

During the financial year 2023-24, the Committee met (2) two times i.e., (1) July 10, 2023 and (2) November 3, 2023. The

composition of the Committee and attendance of each member at the Nomination and Remuneration Committee meetings held during the FY 2023-24 is as below:

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings attended
Col (Retd) Virendra Chand Katoch	Chairman	Non-Executive Independent Director	2	2
Ms. Geeta Mathur	Member	Non-Executive Independent Director	2	2
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director	2	2
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director	2	2

Post the completion of term of Ms. Geeta Mathur, the composition of Nomination and Remuneration Committee stand reconstituted effective April 1, 2024 with the following Members:

Name	Designation	Category
Col (Retd) Virendra Chand Katoch	Chairman	Non-Executive Independent Director
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director

The terms of reference of the Nomination and Remuneration Committee include:

- To identify persons who, in accordance with the criteria laid down are qualified to become Directors and who may be appointed in the senior management, recommend to the Board about their appointment and removal and carry out evaluation of every Director's performance;
- Formulation of criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
- To evaluate and recommend terms of appointment of the Independent Director, on the basis of their report of performance evaluation of the Independent Directors;
- To decide whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Director;
- Devising a Policy on Board Diversity; and
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Remuneration Policy

The Company has adopted a Nomination, Remuneration and Evaluation policy in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives and the performance of the individuals measured through the annual appraisal process.

Nomination, Remuneration and Evaluation policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs.

The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Director. Annual increments will be recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and Members and are effective April 1 of each year.

The Board of Directors, inter-alia, on the recommendation of the Nomination and Remuneration Committee, decides the commission payable to the Independent Directors out of the profits for respective financial year and within the ceilings prescribed under the Companies Act, 2013, based on the evaluation process and considering the criteria, such as, the performance of the Company.

Criteria of Selection of Independent Directors

The Nomination and Remuneration Committee will consider, inter-alia, the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director(s):

- Qualification, expertise and experience in their respective fields such as Information Technology Business, Scientific Research & Development, International Markets, Leadership, Financial Analysis, Risk Management and Strategic Planning, etc.
- Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards etc.
- Diversity of thought, experience, knowledge, perspective and gender in the Board.
- Understanding of automotive business of the Company and growth.
- Such other criteria as may be prescribed in the Corporate Governance Guidelines under Listing Regulations or by the Board from time to time.

In case of appointment of Independent Directors, the Nomination and Remuneration Committee will satisfy itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively.

The Nomination and Remuneration Committee will ensure that the candidates identified for appointment as Directors are not disqualified for appointment under section 164 and other applicable provisions of the Companies Act, 2013.

In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

Criteria of Making Payments to Directors, Senior Management and Key Managerial Personnel

The Company pays remuneration by way of salary, benefits, perquisites and allowance to its Whole-time Director. Annual increment is decided by the Board within salary scale approved by the members and is effective from April 01, each year.

During the financial year 2023-24, the Company paid sitting fees to its Independent Directors only for attending various meetings of the Board and Committees of the Board. The amount of sitting fee is:

- INR 50,000 per meeting for a Board Meeting and Audit Committee Meeting; and
- INR 30,000 for any other Committee Meeting.

The details of remuneration and Commission for financial year ended March 31, 2024 for the Directors are as follows:

(a) Independent Directors (Non-Executive) for FY 2023-24

Name of Directors	Sitting Fees (INR)	Commission (INR)
Mr. Rajesh Kumar Seth	740,000	5,000,000
Mr. Arjun Puri*	710,000	6,000,000
Mr. Anupam Mohindroo	690,000	5,000,000
Ms. Geeta Mathur*	770,000	6,000,000
Col. (Retd) Virendra Chand Katoch	450,000	5,000,000

*Commission includes an additional amount of INR 1,000,000 paid to Ms. Geeta Mathur and Mr. Arjun Puri for their long term association and guidance given by them to the Company.

Commission payment has been approved at the Annual General Meeting held on August 29, 2022 within ceiling of 1% of net profits of the Company.

(b) Whole-time Director:

Name of Director	Salary	Amount (INR)
Mr. Anurag Gahlot	Basic salary	9,822,852
	Bonus	982,285
	Benefits perquisites and allowances	7,318,921
	Total	18,124,058

The period of service of Mr. Anurag Gahlot as Whole-time Director as approved by the members in their extra ordinary general meeting held on April 22, 2022 is from January 28, 2022 till January 27, 2027. The period of service can be terminated by either party upon giving three (3) month notice. Further,

The composition of the Committee and attendance of each member at the Stakeholders Relationship Committee meeting held during the FY 2023-24 is as below:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Mr. Rajesh Kumar Seth	Chairman	Non-Executive Independent Director	1	1
Col. (Retd) Virendra Chand Katoch	Member	Non-Executive Independent Director	1	1
Mr. Norikatsu Ishida	Member	Non Executive Non-Independent Director	1	0
Mr. Laksh Vaaman Sehgal	Member	Non Executive Non Independent Director	1	1

The previous Annual General Meeting (AGM) of the Company was held on August 21, 2023 and same was attended by Mr. Rajesh Kumar Seth, Chairman of the Stakeholders Relationship Committee. Ms. Pooja Mehra, Company Secretary is the Compliance Officer for this Committee.

Terms of reference of Stakeholder Relationship Committee are as under:

- To review and redress the grievances of shareholder;
- Approve transfer/transmission, dematerialization and re-materialization of equity shares / securities of the Company in a timely manner;
- To oversee the performance of Registrar and Share Transfer Agent and recommend measures for overall improvement in the quality of investors services;
- To deal with all aspects relating to issue and allotment of shares of the Company;
- To monitor and review any investor complaints received by the Company or through regulatory authorities and ensure its timely and speedy resolution, in consultation with the Board's Secretary or Compliance Officer and Registrar and Share Transfer Agent; and
- To update the Board of Directors to redress various investor complaints and functioning of the Committee.
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports / statutory notices by the shareholders of the Company.
- Further matters related to approval of transfer of securities and matters related to stakeholders due to dissolution of Share Transfer Committee w.e.f. April 01, 2024 have been included as terms of reference for Stakeholder Relationship Committee.

there is no severance fee payable or stock options issued to Mr. Anurag Gahlot. All components of the salary are fixed there is no performance linked incentives being given to Mr. Anurag Gahlot.

The Company does not have any stock option or equity link benefits for directors and/or employees.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company has been constituted in line with the provisions of Regulation 20 of Listing Regulations read with Section 178(5) the Companies Act, 2013. The Committee looks into shareholders' and investors' grievances. During the financial year, one (1) meeting of the Committee was held, i.e., on March 28, 2024.

Corporate Social Responsibility Committee

Corporate Social Responsibility (CSR) Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013. During the financial year 2023-24, 1 (one) meeting of this Committee was held on June 26, 2023 which was attended by all members of the Committee.

The composition of the Committee and attendance of each member at the CSR Committee meetings held during the FY 2023-24 is as below:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Mr. Vivek Chaand Sehgal	Chairman	Non-Executive Non-Independent Director	1	1
Mr. Arjun Puri	Member	Non-Executive Independent Director	1	1
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director	1	1

Post the completion of term of Mr. Arjun Puri, the composition of Corporate Social Responsibility Committee stand reconstituted effective April 1, 2024 with the following Members:

Name	Designation	Category
Mr. Vivek Chaand Sehgal	Chairman	Non-Executive Non-Independent Director
Mr. Anurag Gahlot	Member	Whole Time Director
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director

Terms of reference of the Committee are as under:

- To formulate and recommend to the Board, a CSR Policy and activities to be undertaken by the Company in areas or subject, specified in Schedule VII to the Companies Act, 2013;
- To recommend amount of expenditure on activities referred to in (i);
- To monitor CSR Policy of the Company from time to time and recommend for the amendments in the Policy, as and when required.
- To report on Projects or programmes in accordance with Companies Act, 2013 and Rules therein;
- To formulate and/or recommend alteration in annual action plan in pursuance of CSR Policy which includes the following:
 - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - the manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - the modalities of utilisation of funds and implementation schedules for the projects and programmes;
 - monitoring and reporting mechanism for the projects or programmes; and
 - details of need and impact assessment, if any, for the projects undertaken by the Company;
- To recommend the Budget to the Board for approval, in pursuance of the Companies Act, 2013;
- To be accountable for spending the allocated CSR Budget;
- To recommend for undertaking CSR activities in partnership / collaboration with Implementing Partner (if any);
- To create transparent monitoring mechanisms for implementation of CSR initiatives;
 - To submit reports to the Board in respect of CSR Initiatives undertaken by the Company;
 - To monitor charter or MOUs for the partnership and implementation of Projects or Programmes under partnerships.

Risk Management Committee:

The Risk Management Committee of the Company is constituted in line with provisions of Regulation 21 of Listing Regulations. The Board of the Company has formed this Committee to assist the Board with regard to the identification, evaluation and mitigation of strategic, operational, external environment and cyber security risks and in fulfilling its corporate governance oversight responsibilities and to frame, implement and monitor the risk management plan for the Company. The Committee is also responsible for reviewing risk management plan and ensuring its effectiveness. Major risks identified by business and functions

are systematically addressed through mitigating actions on a continuing basis.

During the financial year 2023-24, two (2) meetings of the Committee were held on (1) June 5, 2023 and (2) November 27, 2023. The maximum time gap between two consecutive meetings did not exceed 180 (one hundred and eighty) days as required in the Listing Regulations. Also, the necessary quorum was present for all the meeting. Amended Risk Management Policy of the Company w.e.f. January 31, 2024 is available on website of the Company.

The composition of the Committee and attendance of each member at the Risk Management Committee meeting held during the FY 2023-24 is as below:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Ms. Geeta Mathur	Chairperson	Non-Executive Independent Director	2	2
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director	2	2
Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director	2	2
Mr. Anurag Gahlot	Member	Executive Director (Designated as Whole time director & COO)	2	2
Mr. Gaya Nand Gauba*	Member	Chief Financial Officer	1	1
Mr. Mahender Chhabra**	Member	Chief Financial Officer	1	1

*Resigned as CFO w.e.f. July 10, 2023

** Appointed as CFO w.e.f. July 10, 2023

Post the completion of term of Ms. Geeta Mathur, the composition of Risk Management Committee stands reconstituted effective April 1, 2024 with the following Members:

Name	Designation	Category
Mr. Anupam Mohindroo	Chairman	Non-Executive Independent Director
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director
Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director
Mr. Anurag Gahlot	Member	Executive Director (Designated as Whole time director & COO)
Mr. Mahender Chhabra	Member	Chief Financial Officer

Terms of reference of Risk Management Committee are as under:

- To review the risk philosophy, strategy, policies and risk tolerance and appetite recommended by management. The Committee will ensure compliance with such policies in accordance with the overall risk profile of the Company. Risk in the widest sense, i.e. enterprise-wide risk, will be considered by the Committee;
- To review management reports detailing the adequacy and overall effectiveness of risk management, its implementation by management, reports on internal control and any recommendations and confirm that appropriate action has been taken;
- To review key risk areas and key performance indicators of the company, and monitor these factors as part of a regular review of processes and procedures to ensure the effectiveness of its internal systems of control;
- To review the risk bearing capacity of the company in light of its reserves, insurance coverage, guarantee funds or other such financial structures.

- v) To assist the Board in setting risk strategy policies, including annually agreeing risk tolerance and appetite levels, in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and integrated reporting;
- vi) To ensure that an appropriate policy and plan for a system of risk management is developed by management, approved by the Board and distributed throughout the Company;
- vii) To annually review, assess the quality, integrity and effectiveness of the risk management plan and systems and ensure that the risk policies and strategies are effectively managed by management and that risks taken are within the agreed tolerance and appetite levels;
- viii) To review and assess the nature, role, responsibility and authority of the risk management function within the company and outline the scope of risk management work;
- ix) To ensure that the company has implemented an effective ongoing process to identify risk, to measure its potential impact against a broad set of assumptions and then to activate what is necessary to pro-actively manage these risks, and to decide the company's appetite or tolerance for risk. A framework and process to anticipate unpredictable risks should also be implemented;
- x) To ensure that a systematic, documented assessment of the processes and outcomes surrounding key risks is undertaken at least annually. This assessment should as a minimum cover risks affecting the income streams of the company, IT risks, the critical dependencies of the business, the sustainability and the legitimate interest and expectations of shareholders; A framework and process to anticipate unpredictable;
- xi) To oversee formal reviews of activities associated with the effectiveness of risk management and internal control processes. A comprehensive system of control should be established to ensure that risks are mitigated and that the company's objectives are attained;
- xii) To review processes and procedures to ensure the effectiveness of internal systems of control so that decision-making capability and accuracy of reporting and financial results are always maintained at an optimal level;
- xiii) To monitor external developments relating to the practice of corporate accountability and the reporting of specifically associated risk, including emerging and prospective impacts; and
- xiv) To provide an independent and objective oversight and view of the information presented by management on corporate accountability and specifically associated risk, also taking account of reports by management and the Audit Committee to the Board on all categories of identified risks.
- xv) To assist the Board in its responsibility for disclosure in relation to risk management in the annual report, and acknowledgement that it is accountable for the risk management function.

Other Committees constituted by the Board

- (i) Committee of Directors (Administrative Matters)

The Board of Directors has constituted a Committee of Directors for Administrative Matters to facilitate decision making required to perform various day-to-day operations of the Company. The said Committee was constituted on January 28, 2022.

The Committee met one (1) time on December 22, 2023 during the financial year 2023-24 and requisite quorum was present at such Committee meeting. In addition, the Committee had approved urgent matter through circulation pursuant to the provisions of the Companies Act, 2013. The following are members of the Committee as on March 31, 2024:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Col. (Retd) Virendra Chand Katoch	Chairman	Non-Executive Non- Independent Director	1	1
Mr. Arjun Puri	Member	Non-Executive Independent Director	1	1
Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director	1	0
Mr. Anurag Gahlot	Member	Executive Director	1	1

Post the completion of term of Mr. Arjun Puri, the composition of Committee of Directors (Administrative Matters) stands reconstituted effective April 1, 2024 with the following Members:

Name	Designation	Category
Col (Retd) Virendra Chand Katoch	Chairman	Non-Executive Non- Independent Director
Mr. Norikatsu Ishida	Member	Non-Executive Non -Independent Director
Mr. Anurag Gahlot	Member	Executive Director

The terms of reference of the Committee, inter-alia, includes the following:

- a) To open bank accounts special or otherwise for the purposes of business of the Company including for the purposes of payment of interest, dividend on shares etc. and for the said purpose authorize Directors and/ or Officers to operate said accounts and for time to time vary such authorization and also to close such accounts as it may deem fit.
- b) To authorise Directors and/or Officers of the Company to represent the Company before Government Authorities and other Authorities for setting up the units / factory of the Company, transfer of unit and also to close such units as it may deem fit.
- c) To appoint Occupier for the factory(ies) of the Company under the Factories Act, 1948 and also appoint the Factory manager, if any.
- d) To authorize Officials of the Company to sign and execute the necessary documents for dealing with various authorities pertaining to Direct and Indirect Taxes.
- e) To authorize Director and/or Officers of the Company to acquire land and sign and execute the Lease Agreement, Sub-lease Agreement and other document(s) as may be required.
- f) To authorize Directors and/or officials of the Company to represent the Company before the Government and/or Non-Government Bodies and authorize them to do all such acts, deeds and things as it may deem fit in connection with the matters pertaining to such bodies and/or otherwise issue and execute power of attorney(s) in favour of any Director and/ or officials of the Company or any other person for any general or specific purpose relating to the business and affairs of the Company.
- g) To authorize any Director and/or officer of the Company and/or any person to attend and represent the Company at any Extraordinary General Meeting and/or Annual General Meeting or any other meetings as may be required.
- h) To file proceedings against any person and to defend proceedings against the Company, its Directors and officials by any person before any court of law, tribunal or any other authority with power to apply for compounding or offences/ matters alleging violation of law by the Company or its officers to the Company Law Board, Income Tax Tribunal or court(s) or any other authority anywhere in India or abroad and to appoint Advocate(s), issue Power of Attorney and other documents.
- i) To change trustee(s) of the Gratuity Trust(s) being maintained by the Company and its division and/ or signatories to their bank accounts and further authorize officials of the Company person all matters related and/on incidental thereto.
- j) To authorize any Director and/or officer of the Company for any other Administrative items required for the smooth operation not covered herein in the best interest of the Company.
- k) To delegate any of the aforesaid powers to any Director and/or Officers of the Company.
- l) To authorize such other power as are delegated to it from time to time by the Board of Directors.

Sustainability Committee

SEBI vide its notification dated May 10, 2021 has decided to introduce new reporting requirements called the Business Responsibility and Sustainability Report (BRSR). BRSR seeks disclosures from listed entities on their performance against nine principles of the 'National Guidelines on Responsible Business Conduct' and reporting under each principle is divided into essential and leadership indicators.

The United Nations Global Compact ("UNGC") provides a principle based framework for businesses, stating Ten Principles for human rights, labor, environment and anti- corruption. The United Nations (UN) has developed 17 Sustainable Development Goals (SDGs) for achieving transformational change across the globe.

The said Committee, subject to the overall superintendence, control and direction of the Board, will be responsible to drive the sustainability goals as prescribed by SEBI, UN and follow principles as laid down in National Guidelines on Responsible Business Conduct'.

The Committee met two (2) times on July 7, 2023 and December 18, 2023 during the financial year 2023-24 and requisite quorum was present at such Committee meeting.

The following are the members of the Committee:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non-Independent Director	2	2
Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director	2	2
Mr. Rajesh Kumar Seth	Member	Non-Executive Independent Director	2	2
Mr. Anurag Gahlot	Member	Executive Non-Independent Director	2	2

The sustainability Committee was reconstituted with the following members effective April 1, 2024:

Name	Designation	Category
Mr. Rajesh Kumar Seth	Chairman	Non-Executive Independent Director
Mr. Norikatsu Ishida	Member	Non-Executive Non-Independent Director
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director
Mr. Anurag Gahlot	Member	Executive Non-Independent Director

Share Transfer Committee

To oversee share transfer process in physical segment, authority has been delegated to the Share Transfer Committee. The Committee met one (1) time on March 28, 2024 during the financial year 2023-24 and requisite quorum was present at such Committee meeting.

The following are the members of the Committee:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Mr. Laksh Vaaman Sehgal	Chairman	Non-Executive Non- Independent Director	1	1
Mr. Anurag Gahlot	Member	Executive Director	1	1
Col. (Retd) Virendra Chand Katoch	Member	Non-Executive Independent Director	1	1
Mr. Norikatsu Ishida	Member	Non-Executive Non- Independent Director	1	0

The terms of reference of the Committee, inter-alia, includes the following:

- To approve transfer/transmission of shares, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates;
- To ensure compliance with all the requirements related to shares from time to time after duly complying with all applicable provisions.

Further, the Company obtains yearly certificate from a Company Secretary in Practice to the effect that all certificates have been issued within thirty (30) days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges.

As per Regulation 40 of Listing Regulations, as amended vide circular dated July 5, 2018, shares of the Company can be transferred only in dematerialized form. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

The Share Transfer Committee is merged with Stakeholder Relationship Committee and the roles and responsibilities and authorities related to transfer of securities and related matters were transferred to the Stakeholders' Relationship Committee effective April 1, 2024.

Investor Relations

Shareholder's Grievances

For the financial year ended March 31, 2024, the Company had received 269 investors' complaints, such as, non-receipt of shares after transfer, non-receipt of dividend, non-receipt of shares upon demerger etc. All complaints received during financial year 2023-24 were disposed within the said financial year to the satisfaction of the shareholders.

General Meetings:

Particulars of the past three years Annual General Meeting (AGM):

Annual General Meeting	Date	Time	Venue	Special Resolution passed
1 st	September 14, 2021	04:30 P.M.	Held Through Video Conferencing	None
2 nd	August 29, 2022	12.15 P.M.	The Meeting held through Video Conferencing/ Other Audio Visual Means pursuant to the general circulars issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Companies Act, 2013, Listing Regulations, the Meeting. The venue of the Meeting was deemed to be the Registered Office of the Company	None
3 rd	August 21, 2023	01.00 P.M.	The Meeting held through Video Conferencing/ Other Audio Visual Means pursuant to the general circulars issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Companies Act, 2013, Listing Regulations, the Meeting. The venue of the Meeting was deemed to be the Registered Office of the Company	None

- The Company was an unlisted company being held 100% by Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) along with its nominees on the date of 1st AGM.

During the financial year 2023-24, no postal ballot was undertaken by the company:

SI No	Date of declaration of results	Ordinary Resolution(s) passed	Person who conducted the Postal Ballot exercise	Procedure for Postal Ballot	Agency providing Remote E-Voting Facility
	NA	NA	NA	NA	NA

Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended from time to time), and the circulars issued by Ministry of Corporate Affairs from time to time, the Company had provided facility of remote e-voting and e-voting to its Members in respect of the businesses transacted at 3rd AGM.

The Company had engaged the services of National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the Meeting was provided by NSDL. The Resolutions at 3rd AGM were passed by the requisite majority.

Means of Communication

The quarterly, half-yearly and annual results of the Company were published in leading newspapers of India which include Economic Times and Nav Shakti, Mumbai. The results were also displayed on the Company's website www.mswil.motherson.com. Press Release made by the Company from time to time were also displayed on the Company's website.

Detailed presentations were made to institutional investors and financial analysts on the Company's unaudited quarterly, half yearly as well as audited annual financial results. These presentations were also uploaded on the Company's website and duly intimated to the Stock Exchanges where equity shares of the Company are listed.

The Company regularly interacts with the shareholders through multiple channels of communication such as publication of results, Annual Report, Press Releases, Analysts Call after the Board Meeting. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

The Company's website www.mswil.motherson.com contains a separate dedicated section 'Investor Section where Shareholders' information is available. The Company's Annual Report will also be available in downloadable form.

NSE Electronic Application Processing Systems (NEAPS): NSE has designed web-based application for corporates. All periodical compliance filings under the Listing Regulations, including, shareholding patterns, corporate governance report, media release, statement of investor complaints, announcements, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the Listing Centre): BSE's Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings under the Listing Regulations, including, shareholding patterns, corporate governance report, media release, statement of investor complaints, announcements, among others are filed electronically on the Listing Centre.

Management Discussion and Analysis

Management Discussion and Analysis is covered separately as a part of the Annual Report.

Dividend Distribution Policy

The Board of Directors has adopted Dividend Distribution Policy as per Regulation 43A of SEBI Listing Regulation. As, inter-alia, stated in the Dividend Distribution Policy, the Company has a dividend policy for "distribution of upto 40% of profit" as dividend and the Board may decide higher dividend in special and exceptional circumstances. Dividend Distribution Policy is appended as Annexure-1 to the Corporate Governance Report and have also been uploaded on the Company's website.

Other Disclosures

- No transactions of material nature requiring shareholders' approval have been entered into by the Company with the Directors or Management and their relatives, etc. that may have a potential conflict with the interests of the Company.
- All related parties transactions entered into as defined under the Act and Regulation 23 of Listing Regulations during the financial year were in the ordinary course of business. These have been approved by the Audit Committee. The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.mswil.motherson.com. Transactions with the related parties are disclosed in Note No. 36 in the financial statements.

- No penalties or strictures were imposed by SEBI or the Stock Exchange or any statutory authority, on any matter related to capital markets, during the last two (2) years. Company paid fine of Rs. 11,800/- to BSE and NSE on account of shortfall of one business day short notice of fixation of record date due to holiday observed by Stock Exchanges on account of Muharram.
- There is no Subsidiary of the Company. However, Policy on Determination of Materiality for Disclosures Policy on Archival of Documents and Policy for Preservation of Documents, have been uploaded on the Company's website: www.mswil.motherson.com.
- All mandatory requirements have been duly complied with.

Whistle-blower Policy

The Company has revised the Whistle Blower Policy of the company and has established the necessary Vigil Mechanism as defined under Regulation 22 of Listing Regulations for Directors and employees to report concerns about unethical behaviour. No matter has been reclaimed under Whistle-blower Policy of the Company. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the website of the Company at <https://www.mswil.motherson.com/storage/policies/Whistle-blower-Policy.pdf>.

The Company has also appointed an independent external ombudsman, namely, "Thought Arbitrage Consultancy (TAC)". TAC consists of trained professional with expertise in this field. Any complaint or protected disclosure pertaining to an improper or unethical act as defined in the Whistle-blower Policy should be submitted to TAC. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the 'Whistle Blower Policy' uploaded at the website of the Company. Company amended its Whistle Blower Policy after recommendation of Audit Committee and approval of Board of Directors on March 30, 2024.

In addition to this, the company has also involved a third party software named NAVEX for collecting all types of complaints by the whistle blower through online mechanism through which the identity of the person remains anonymous.

Subsidiary Companies

There are no subsidiary companies of the Company

CEO/CFO Certifications

The Whole-time Director and the Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of the Listing Regulations at the Board meeting held on May 16, 2024.

General Shareholders Information

- Annual General Meeting (AGM) to be held

Date : August 29, 2024
Day : Thursday
Time : 2:30 P.M. (IST)
Venue : Via Video Conferencing/ Other Audio Visual Means

As required under Regulation 36(3) of Listing Regulations, particulars of Directors seeking appointment/re- appointment at the ensuing AGM are given in the Annexure to the Notice of AGM.

- Financial Calendar (tentative and subject to change)- Financial year of the company is from April 1 of a year to March 31 or the succeeding year.
 - Financial reporting for first quarter ending June 30, 2024: on or before August 14, 2024;
 - Financial reporting for second quarter ending September 30, 2024: on or before November 14, 2024;
 - Financial reporting for third quarter ending December 31, 2024: on or before February 14, 2025; and
 - Financial results for financial year ending March 31, 2025: May 30, 2025. The above dates are tentative and will be subject to the change.
- Book Closure date: From August 16, 2024 to August 22, 2024 (both days inclusive).
- Dividend payment date: Dividend for the financial year 2023-24, if declared, will be remitted / paid in accordance with the law.
- Listing on stock exchanges

Presently, the Equity shares of the Company are listed on following Stock Exchanges:

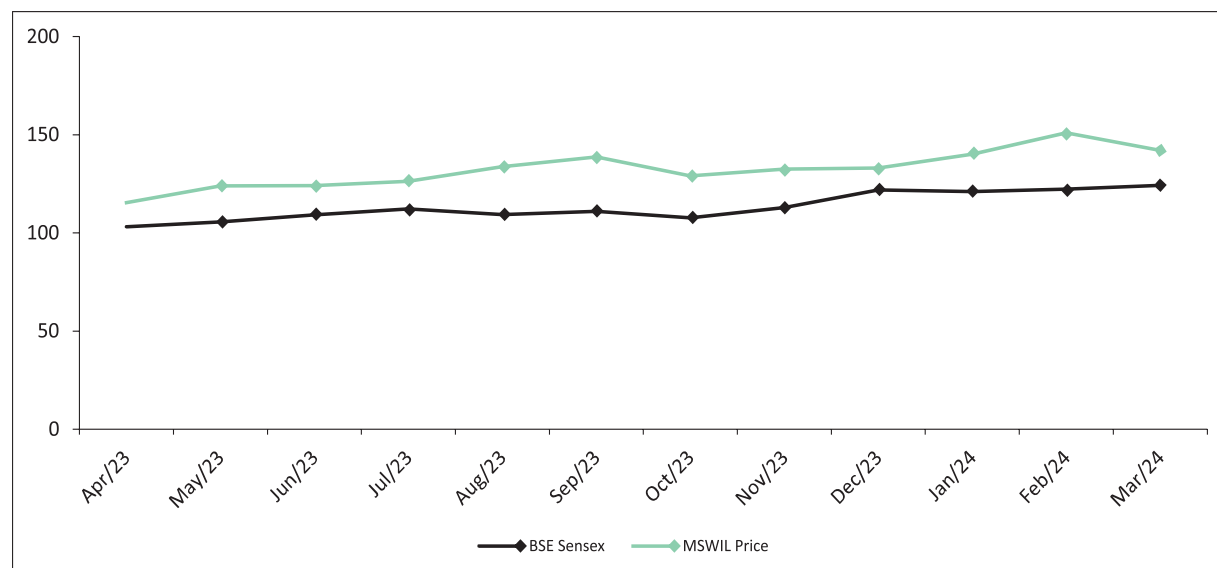
National Stock Exchange of India Limited	BSE Limited
Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) MUMBAI – 400051, India Scrip Code : MSUMI	1 st Floor, New Trading Ring Rotunda Building, P.J. Towers, Dalal Street Fort, MUMBAI – 400001, India Scrip Code : 543498

Payment of listing fees: Listing fees for financial year 2023-24 has been paid to BSE Limited and National Stock Exchange of India Limited.

- Market price data

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April 2023	53.85	47.77	53.90	47.80
May 2023	58.85	52.00	58.90	52.10
June 2023	59.40	55.90	59.40	55.35
July 2023	62.90	57.30	62.95	57.35
August 2023	62.50	58.16	62.45	58.15
September 2023	68.00	61.45	68.00	61.35
October 2023	64.99	58.40	64.75	58.40
November 2023	61.90	57.90	61.95	57.85
December 2023	63.63	59.10	63.60	59.10
January 2024	66.78	60.34	66.75	60.25
February 2024	74.80	64.58	74.80	64.60
March 2024	71.84	60.15	71.80	60.15

7. Performance in comparison to Board based indices



8. Shareholding Pattern of the Company as on 31.03.2024 was as under:

Category	No. of shares held as on 31.03.2024	% of shareholding as on 31.03.2024
Promoters and Promoters Group	2,72,90,01,162	61.73
Mutual Funds	63,12,90,189	14.28
Financial Institutions and Banks	69,393	0.00
Foreign Institutional / Portfolio Investors	48,41,89,423	10.95
Bodies Corporate, NBFCs registered with RBI and Trusts	3,86,78,441	0.87
Insurance Companies	7,05,52,791	1.60
Alternate Investment Funds	1,48,36,949	0.34
General Public (Individuals)	42,28,91,946	9.56
NRIs and Foreign Nationals	1,99,04,588	0.45
IEPF	9,84,758	0.02
Clearing Members*	23,264	0.00
HUF	86,85,028	0.20
Total	4,42,11,07,932	100.00

*These shares are lying in pool account of NSDL/CDSL since buyers' identity is not established.

9. Trading of Shares of the Company: During the period under review, trading in shares of the company was not suspended.

10. Registrar and Transfer Agents

The Registrar and Transfer Agent (RTA) of the Company is KFin Technologies Limited. The investors can send their queries to:

KFin Technologies Limited
(Unit- Motherson Sumi Wiring India Limited) Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India Toll free number - 1- 800-309-4001. Email ID: einward.ris@kfintech.com

11. Distribution of shareholding as on March 31, 2024 was as under:

MOTHERSON SUMI WIRING INDIA LIMITED					
Distribution Schedule As On 31/03/2024 (Total)					
S. No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	879560	98.94	224,528,770.00	5.08
2	5001- 10000	5041	0.57	35,901,656.00	0.81
3	10001- 20000	2124	0.24	29,775,791.00	0.67
4	20001- 30000	700	0.08	17,380,505.00	0.39
5	30001- 40000	337	0.04	11,659,980.00	0.26
6	40001- 50000	216	0.02	9,776,835.00	0.22
7	50001- 100000	521	0.06	33,619,097.00	0.76
8	100001 & Above	442	0.05	4,058,465,298.00	91.80
	Total	888941	100.00	4,421,107,932.00	100.00

12. Dematerialization of shares and liquidity:

The Company's shares are compulsorily tradable in dematerialized form on NSE and BSE, which provide sufficient liquidity to the investor. The Company has established connectivity with both the depositories i.e. NSDL and CDSL. Equity shares of the Company representing 100% of the Company's equity share capital are dematerialized as on March 31, 2024. Details are given below:

Mode of holding	Percentage (%)
NSDL	95.17
CDSL	4.83
Physical	0.00
Total	100

Demat ISIN Number in NSDL and CDSL for equity shares: ISIN-INEOFS801015

Reconciliation of Share Capital Audit Report

As stipulated by the Listing Regulations a qualified Practicing Company Secretary carried out an Audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total listed and paid-up capital. This audit is required to be carried out in each quarter. The Audit, inter-alia confirms that the total listed and paid-up share capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL shares.

13. Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs)/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has no outstanding GDRs / ADRs / Warrants or any convertible instruments as on March 31, 2024.

14. Commodity price risk or foreign exchange risk and hedging activities:

The Company has a pass through arrangement for copper as well as foreign exchange for most of its customers and hence does not do direct commodity price risk or foreign exchange risk and hedging activities.

Please refer to Management Discussion and Analysis Report for the same.

15. During the financial year ended March 31, 2024 the Board of Directors of the Company has accepted all the recommendations of various committee constituted by the Board as applicable.

16. Fees paid to the Statutory Auditors and all entities in the network firm /network entity of which the Statutory Auditor is a part:

The details of total fees for all services paid by the Company is as under:

Sl. No.	Particulars	Amount (in INR)
1.	Services as Statutory Auditors (including quarterly audit)	8,060,000
2.	Certification and other matters	5,850,000
3.	Re-imburement of out-of-pocket expenses	706,734
	Total	14,616,734

17. Credit ratings:

During the financial year 2023-24, the Company has not issued any securities for which credit rating was required to be obtained. CRISIL ratings has assigned credit rating to the Bank facilities of the company on April 12, 2023 as under:

1. Long Term Rating: Crisil AA+/Stable (Assigned)
2. Short Term Rating: Crisil A1+ (Assigned)

On July 16, 2024, CRISIL Ratings Limited has reaffirmed the credit ratings as under:

1. Long Term Rating: Crisil AA+/Stable (Reaffirmed)
2. Short Term Rating: Crisil A1+ (Reaffirmed)

18. Disclosure for cases of the Sexual Harassment of Women in terms of Workplace (Prevention, Prohibition and Redressal) Act, 2013 are being mentioned in Directors Report.

19. There are no funds raised through Private Placement or Qualified Institutional Placement by the Company during the year 2023-24.

20. Suspense Account / Unclaimed suspense account:

In accordance with Schedule V to Listing Regulations, the details of the shares in demat suspense account/ unclaimed suspense account of the Company are as below:

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: - 797 holders with 12730831 shares
- (b) Number of shareholders who approached the Company for transfer of shares from suspense account during the year: 27
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: 27
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 770 holders with 11562841 shares
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: 1,15,62,841

21. Certificate of Non-Disqualification of Directors

In accordance with Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations a certificate from a company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Stock Exchange Board of India/Ministry of Corporate Affairs or any such Statutory Authority, is annexed as Annexure- 2.

22. Plant Locations (in India):

- | | |
|-----------------------------|--------------------------------|
| (a) Noida (Uttar Pradesh) | (g) Pathredi (Rajasthan) |
| (b) Haldwani (Uttarakhand) | (h) Bengaluru (Karnataka) |
| (c) Lucknow (Uttar Pradesh) | (i) Chennai (Tamilnadu) |
| (d) Faridabad (Haryana) | (j) Pithampur (Madhya Pradesh) |
| (e) Gurugram (Haryana) | (k) Pune (Maharashtra) |
| (f) Sanand (Gujarat) | (L) Nashik(Maharashtra) |

23. Address for correspondence:

The Shareholders may address their communication/ grievances / queries /suggestions to:

KFin Technologies Limited (Unit – Motherson Sumi Wiring India Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Toll free number – 1-800-309-4001; Email ID: einward.ris@kfintech.com	Company Secretary Motherson Sumi Wiring India Limited 5 th floor, Plot No. -1, Sector – 127 Noida – 201301 (U.P.) Phone No. : 0120 -6679500 Email: investorrelations@mswil.motherson.com Website: www.mswil.motherson.com
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24. The Company is in compliance with the requirements stipulated Regulations 17 to 27 and Regulation 46(2) read with Schedule V of the Listing Regulations, as applicable, with regard to Corporate Governance.

25. There has been no non-compliance of any requirement of Corporate Governance Report of sub paras (2) to (10) of clause C of Schedule V of the Listing Regulations, as applicable.

26. Weblink where policy on dealing with related party transactions: <https://www.mswil.motherson.com/storage/policies/Policy-on-the-Related-Party-Transactions.pdf>.

27. Compliance Certificate

The Compliance Certificate for the Corporate Governance from the Statutory Auditors of the Company is annexed herewith.

28. Disclosure by the Company and its subsidiaries of 'Loans and Advances' in the nature of Loans to firms/Companies in which Directors are interested by name and amount- Not Applicable

29. Details of Material Subsidiaries of the Listed Entity, including the date and place of incorporation and name and date of appointment of Statutory Auditors of such subsidiaries as on March 31, 2024- Not Applicable

30. All mandatory requirements have been duly complied, including but not limited to succession planning for appointment of directors and senior management.

Particulars of Senior Management Personnel of the Company are as under:

Sl. No.	Name	Category
1.	Mr. Mahender Chhabra	Chief Financial Officer
2.	Ms. Pooja Mehra	Company Secretary
3.	Mr. Sanjay Chauhan	Chief Marketing Officer
4.	Mr. Dinesh Chandra	Chief Manufacturing Officer

The above Report has been placed before the Board at its meeting held on July 26, 2024 and the same was approved.

Declaration regarding compliance with the Company's Code of Conduct.

This is to confirm that the Company has adopted Code of Conduct(s) for the Board of Directors and Senior Management and the same is available on the Company's website.

I confirm that the Company has in respect of the financial year March 31, 2024 received from the Board of Directors and Senior Management a declaration of compliance with the Code of Conduct pursuant to Regulation 26(3) of the Listing Regulations.

For Motherson Sumi Wiring India Limited

Place : Noida
Date : July 26, 2024

Anurag Gahlot
Whole-time Director & Chief Operating Officer
DIN: 09455743

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Motherson Sumi Wiring India Limited
Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex,
Bandra East Mumbai- 400051

1. The Corporate Governance Report prepared by Motherson Sumi Wiring India Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2024 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews

of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2024 and verified that at least one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 01, 2023 to March 31, 2024:
 - (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting (AGM);
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders Relationship Committee;
 - (f) Risk Management Committee;
 - (g) Corporate Social Responsibility Committee;
 - (h) Committee of Directors (Administrative matters);
 - (i) Sustainability Committee;
 - (j) Share Transfer Committee
 - v. Obtained and read necessary declarations given by the directors to the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee

- meeting where in such related party transactions have been pre-approved by the audit committee.
- viii. Performed inquiries with the management and also obtained specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2024, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sonika Loganey
Partner
Membership Number: 502220
UDIN: 24502220BKDLNX5416
Place of Signature: Gurugram
Date: July 26, 2024

DIVIDEND DISTRIBUTION POLICY

MOTHERSON SUMI WIRING INDIA LIMITED

Adopted by the Board of Directors on January 28, 2022

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India

CIN: L29306MH2020PLC341326

Email: investorrelations@mswil.motherson.com; Website: www.mswil.motherson.com

DIVIDEND DISTRIBUTION POLICY

1. Scope and Purpose

- 1.1 This Dividend Distribution Policy ("**Policy**") defines parameters / factors to be considered by the board of directors of Motherson Sumi Wiring India Limited ("Company") ("Board") for declaring or recommending a dividend while balancing the need of the Company for utilizing its retained earnings for the Company's growth and sustainability.
- 1.2 The Board will declare or recommend any interim / final dividend based on the Policy, the Companies Act, 2013 and rules, regulations, circulars or guidelines made thereunder, in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Regulations**") or any other law, rules or regulations as may be applicable ("**Applicable Laws**"), articles of association of the Company as amended from time to time and as well as any specific financial or market conditions prevailing at the time of declaring or recommending the dividend.
- 1.3 Subject to the para 1.1 and 1.2 above, the Board will adhere to the Policy for "distribution of up to 40% of profit as dividend" and the Board may decide higher dividend in special and exceptional circumstances.
- 1.4 The Policy set out the broad criteria to be considered for determining the proposed dividend to appropriately reward the shareholders while supporting the future growth of the Company.

2. Dividend Policy

- 2.1 Dividend Distribution Philosophy
- The Company believes in long term value creation for its shareholders while maintaining the desired liquidity and leverage ratios and protecting the interest of all the stakeholders. Accordingly, the focus will continue to be on sustainable returns in terms

of dividend, in consonance with the dynamics of business environment.

2.2 The Circumstances under Which Shareholders may not Expect Dividend

The Company shall comply with relevant statutory requirements that are applicable to the Company in declaring or recommending dividend or retained earnings. Generally, the Board shall determine dividend for a particular period after taking into consideration financial performance of the Company, advice of executive management and other parameters described in the Policy.

2.3 The Financial Parameters that Shall be Considered while Declaring or Recommending Dividend

2.3.1 Subject to provisions of the Applicable Laws, the Company's dividend pay-out will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return.

2.3.2 Based on above and, subject to factors mentioned in paragraph 2.4 below, the Company will endeavour to maintain steady level of dividend.

2.4 The Internal / External Factors that Shall be Considered for Declaration or Recommendation of Dividend

When determining / recommending / declaring the dividend, the company will consider, amongst other matters:

- Actual results for the year and the outlook for business operations
- Providing for anticipated capital expenditures or acquisitions to further enhance shareholder value or meet strategic objectives
- Setting aside cash to meet debt repayments

- (d) Changes in cost and availability of external financing
- (e) Level of dividends paid historically
- (f) Retaining earnings to provide for contingencies or unforeseeable events
- (g) The overall economic environment including taxation
- (h) Changes in government policy, industry rulings and regulatory provisions

2.5 Policy on Utilization of Retained Earning

The utilization of retained earnings will include:

- (a) Inorganic / organic growth
- (b) Diversification opportunities / capital expenditure
- (c) Fund based requirement of the Company, its subsidiaries, joint ventures and/or other investee Companies
- (d) General corporate purposes including contingencies
- (e) Investments in the new / existing business
- (f) Any other permitted use under the Applicable Laws

2.6 Provisions with Regard to Various Classes of Shares

The provisions contained in this Policy shall apply to all classes of shares of the Company. It may be noted that currently the Company has only one class of shares, namely, equity shares.

3. Review and Disclosure

This Policy will be reviewed and amended, as and when, required by the Board and/or under Applicable Laws. Any revisions in the Policy will be communicated to shareholders in a timely manner. The Policy shall be disclosed on the website of the Company, i.e., www.mswil.motherson.com.

4. Limitation

In the event of any conflict between the Applicable Laws and the provisions of the policy, the Applicable Laws shall prevail over this Policy. Any subsequent amendment / modification in the Applicable Laws, in this regard, shall automatically apply to the Policy.

5. Disclaimer

5.1 The Policy does not constitute a commitment regarding future dividends of the Company, but only represents a general guidance regarding payment of dividend.

5.2 The statement of the policy does not in any way restrict right of the Board to use its discretion in the recommendation or declaration of the dividend to be distributed considering various factors mentioned in the Policy. Further, subject to the provisions of Applicable Laws, the Board reserves the right to depart from the Policy as and when circumstances so warrant.

5.3 Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward- looking statements in the Policy.

For any clarification / doubt concerning this Policy please feel free to contact Group General Counsel's Office by sending an Email at gco_policyquery@motherson.com. Any such email should contain "Motherson Group Dividend Distribution Policy " in the subject line.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of

Motherson Sumi Wiring India Limited

5th Floor Plot No 1 Sector 127,
Greater Noida Expressway, Noida,
Uttar Pradesh,
India, 201301.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Motherson Sumi Wiring India Limited** having CIN L29306MH2020PLC341326 and having registered office at Unit No. 705 C Wing ONE BKC, G Block Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, India, 400051 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that *none* of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2024** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name	DIN	Date of appointment in Company
1	Mr. LAKSH VAAMAN SEHGAL	00048584	02/07/2020
2	Mr. VIVEK CHAAND SEHGAL	00291126	02/07/2020
3	Mr. VIRENDRA CHAND KATOCH	08452183	28/01/2022
4	Mr. RAJESH KUMAR SETH	09477684	28/01/2022
5	Mr. ANUPAM MOHINDROO	06544719	28/01/2022
6	Mr. NORIKATSU ISHIDA	09443998	28/01/2022
7	Mr. ANURAG GAHLOT	09455743	28/01/2022
8	*Mr. YUICHI SHIMIZU	10059731	10/07/2023
9	**Mr. YOSHIO MATSUSHITA	09480897	28/01/2022
10	+MS. GEETA MATHUR	02139552	28/01/2022
11	++Mr. ARJUN PURI	00211590	28/01/2022

- (*) Appointed during the year 2023-2024.
- (**) Ceased to be Director of the Company w.e.f. 10th July 2023.
- (+ & ++) ceased to be Directors of the Company w.e.f. close of business hours on 31st March 2024 on completion of their term as Independent Directors of the Company.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SGS ASSOCIATES LLP
Firm Regn. No. L2021DE011600
Company Secretaries

CS D.P. Gupta
M N FCS 2411
C P No. 1509
ICSI UDIN No. F002411F000770805
ICSI PR No. 2193/2021

Date : July 19, 2024
Place: New Delhi

Motherson Sumi Wiring India Limited

Account Part

2023-24

Independent Auditor's Report.

To the Members of Motherson Sumi Wiring India Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Motherson Sumi Wiring India Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of

Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Transaction with related parties (as described in Note 36 of the financial statements)</p> <p>The Company has undertaken various transactions with its related parties in the normal course of business including purchases of components, capital goods, sales of products, lease arrangements for land and buildings, technical assistance fees, functional support services, management services.</p> <p>We have accordingly identified related party transactions and its disclosure as set out in respective notes to the financial statements as a key audit matter due to the significance of transactions with related parties and judgements involved in assessment of arm's length pricing.</p>	<p>Our audit procedures included following:</p> <ol style="list-style-type: none"> Obtained and read the Company's policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions. Read minutes of shareholder meetings, board meetings, audit committee meetings and minutes of other committees in connection with Company's assessment of related party transactions being in the ordinary course of business and at arm's length. Obtained and reviewed the report of the arm's length pricing assessment carried out by the Company. Tested, on a sample basis, related party transactions and its related disclosures with underlying contracts, and other supporting documents including balance confirmation received by the Company.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as

a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (vi) below on reporting under Rule 11(g);
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g).
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,

as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 39 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 43 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 43 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or

provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 35 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination, which included test checks, the Company has utilized three accounting softwares, for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, except in respect of one accounting software where we observed that audit trail features have not been enabled for master data records and for direct changes made at the database level. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of softwares used for maintaining its books of accounts.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner

Place of Signature: Gurugram

Date: May 16, 2024

Membership Number: 091813

UDIN: 24091813BKFGZ3786

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

**Re: Motherson Sumi Wiring India Limited (the "Company")
In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (i) (b) All Property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (i) (c) The lease deeds for properties in respect of which the Company is a lessee have been executed in favour of the Company, as disclosed in note 3(b) to the financial statements. Further, the Company has constructed a building on a lease hold land where the lease deed has been executed in favour of the Company.
- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended March 31, 2024.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties and goods in transit. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure of such

verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2024 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations. In respect of goods in-transit, subsequent evidence of receipts/delivery acknowledgement/bill of lading has been verified with inventory/sales records.

- (ii) (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii) (b) of the Order is not applicable to the Company.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships except loans to other parties (employees) which is as follows:

Particulars	Loans (INR Million)
Aggregate amount granted/ provided during the year	
- Others	91
Balance outstanding as at balance sheet date in respect of above cases	
- Others	115

- (iii) (b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to Companies, firms, Limited Liability Partnerships. The Company has granted loans to other parties (employees) and the terms and conditions of the grant of all loans to other parties (employees) are not prejudicial to the Company's interest.
- (iii) (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships. The Company has granted loans during the year to other parties (employees) where the schedule of repayment of principal and payment

- of interest has been stipulated and the repayment or receipts are regular.
- (iii) (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships. There are no amounts of loans granted to other parties (employees) which are overdue for more than ninety days.
- (iii) (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships. There were no loans to other parties (employees) which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of its products and related services, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and service tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (vii) (b) The dues of goods and service tax and custom duty have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (INR million)*	Period to which the amount relates	Forum where dispute is pending
GST Act, 2017	GST	222.82	F.Y. 2018-19	Commissioner (Appeals)
GST Act, 2017	GST	0.28	F.Y. 2017-18	Commissioner (Appeals)
GST Act, 2017	GST	100.50	F.Y. 2017-20	Commissioner (Appeals)
GST Act, 2017	GST	0.09	F.Y. 2017-2018	Commissioner (Appeals)
GST Act, 2017	GST	3.92	July 2017 to March 2018	Commissioner (Appeals)
GST Act, 2017	GST	12.95	July 2017 to March 2018	Commissioner (Appeals)
GST Act, 2017	GST	0.59	July 2017 to March 2018	Commissioner (Appeals)
Customs Act, 1944	Custom Duty	16.00	F.Y. 2017-19	CESTAT
Customs Act, 1944	Custom Duty	0.03	F.Y. 2016-20	Commissioner (Appeals)

* The amounts are net of deposits made by the Company under protest.

* The amount is inclusive of penalty

* Amount is below the rounding off norm adopted by the Company

* There are no other dues relating to provident fund, employees' state insurance, income-tax, cess and other statutory dues which are not deposited due to dispute.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments if any under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) Terms loans were applied for the purpose for which the loans were obtained.
- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix) (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) (a) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (a) of the order is not applicable to the Company.
- (xii) (b) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (b) of the order is not applicable to the Company.
- (xii) (c) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (c) of the order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its director and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.

(xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3 (xvi)(b) of the Order is not applicable to the Company.

(xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(xvi) (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and immediately financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 40 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 26(b) to the financial statements.

(xx) (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 26(b) to the financial statements.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner

Place of Signature: Gurugram
Date: May 16, 2024

Membership Number: 091813
UDIN: 24091813BKFGZ3786

Annexure "2" to the Independent Auditor's Report of Even Date on the Financial Statements of Motherson Sumi Wiring India Limited
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Motherson Sumi Wiring India Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance

of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Pankaj Chadha**
Partner

Place of Signature: Gurugram
Date: May 16, 2024

Membership Number: 091813
UDIN: 24091813BKFGZ3786

Balance Sheet.

(All amounts in INR Million, unless otherwise stated)

	Notes	As At March 31, 2024	As At March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	3,769	3,065
Capital work in progress	3(a)	237	270
Right-of-use assets	3(b)	2,228	2,727
Financial assets			
i. Loans	4	66	48
ii. Other financial assets	6	461	407
Deferred tax assets (net)	8	499	411
Other non-current assets	7	118	467
Non-current tax assets (net)	19	244	217
Total non-current assets		7,622	7,612
Current assets			
Inventories	9	11,399	12,096
Financial assets			
i. Trade receivables	5	8,959	8,004
ii. Cash and cash equivalents	10(a)	1,670	361
iii. Bank balances other than (ii) above	10(b)	1,013	7
iv. Loans	4	60	41
v. Other financial assets	6	167	80
Other current assets	7	499	776
Total current assets		23,767	21,365
Total assets		31,389	28,977
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	4,421	4,421
Other equity			
Reserves and surplus	12	12,347	8,884
Total equity		16,768	13,305
Liabilities			
Non-current liabilities			
Financial Liabilities			
i. Borrowings	13(a)	86	78
i (a). Lease liabilities	42	1,768	2,274
ii. Other financial liabilities	14	133	103
Employee benefit obligations	17	227	197
Government grants	18	133	141
Total non-current liabilities		2,347	2,793

Balance Sheet (Contd.).

(All amounts in INR Million, unless otherwise stated)

	Notes	As At March 31, 2024	As At March 31, 2023
Current liabilities			
Financial Liabilities			
i. Borrowings	13(b)	-	740
i (a). Lease liabilities	42	737	634
ii. Trade payables			
Total outstanding dues of micro and small enterprises	15	77	58
Total outstanding dues of creditors other than micro and small enterprises	15	9,168	9,199
iii. Other financial liabilities	14	1,094	1,125
Provisions	16	14	13
Employee benefit obligations	17	605	457
Government grants	18	18	18
Other current liabilities	20	561	635
Total current liabilities		12,274	12,879
Total liabilities		14,621	15,672
Total equity and liabilities		31,389	28,977

The accompanying notes form an integral part of the Financial Statements

This is the Balance Sheet referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005
per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date: May 16, 2024

The above balance sheet should be read in conjunction with the accompanying notes

For and on behalf of the Board of
Motherson Sumi Wiring India Limited

V.C. SEHGAL
Chairman
DIN: 00291126

Place: New Delhi
Date: May 16, 2024

POOJA MEHRA
ICSI Membership
No: F5088

Place: Noida
Date: May 16, 2024

ANURAG GAHLOT
Whole-time Director/
Chief Operating Officer
DIN: 09455743
Place: Noida
Date: May 16, 2024

MAHENDER CHHABRA
Chief Financial Officer

Place: Noida
Date: May 16, 2024

Statement of Profit and Loss.

(All amounts in INR Million, unless otherwise stated)

	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue			
Revenue from contract with customers	21 (a)	82,740	70,226
Other operating revenue	21 (b)	542	454
Total revenue from operations		83,282	70,680
Other income	22	69	117
Total income		83,351	70,797
Expenses			
Cost of raw material consumed	23	54,596	47,006
Changes in inventories of finished goods and work-in-progress	24	(59)	(689)
Employee benefits expense	25	13,551	11,831
Depreciation expense	28	1,473	1,237
Finance costs	27	273	278
Other expenses	26	5,062	4,612
Total expenses		74,896	64,275
Profit before tax		8,455	6,522
Tax expenses	29		
-Current tax		2,144	1,703
-Deferred tax		(72)	(51)
Total tax expense		2,072	1,652
Profit for the year		6,383	4,870
Other comprehensive income/ (expense)			
Items not to be reclassified to profit or loss in subsequent periods:			
Remeasurement loss of employment benefit obligations		(62)	(36)
Income tax effect on remeasurement loss of employment benefit obligations		16	9
Total other comprehensive income / (expense), net of tax		(46)	(27)
Total comprehensive income for the year, net of tax		6,337	4,843

Statement of Profit and Loss (Contd.).

(All amounts in INR Million, unless otherwise stated)

	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Earnings per share	30		
Nominal value per share: INR 1/- (Previous year : INR 1/-)			
Earnings per share			
Basic and Diluted (INR)		1.44	1.10

The accompanying notes form an integral part of the Financial Statements

This is the Statement of Profit and Loss referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005
per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date: May 16, 2024

The above statement of profit and loss should be read in conjunction with the accompanying notes

For and on behalf of the Board of
Motherson Sumi Wiring India Limited

V.C. SEHGAL
Chairman
DIN: 00291126

Place: New Delhi
Date: May 16, 2024

POOJA MEHRA
ICSI Membership
No: F5088

Place: Noida
Date: May 16, 2024

ANURAG GAHLOT
Whole-time Director/
Chief Operating Officer
DIN: 09455743
Place: Noida
Date: May 16, 2024

MAHENDER CHHABRA
Chief Financial Officer

Place: Noida
Date: May 16, 2024

Statement of Change in Equity.

(All amounts in INR Million, unless otherwise stated)

A. Equity share capital

	Notes	Amount
Equity shares of INR 1 each issued, subscribed and fully paid		
At April 01, 2022		3,158
Bonus shares issued during the year	11	1,263
At March 31, 2023		4,421
Shares issued during the year	11	-
At March 31, 2024		4,421

B. Other equity

	Notes	Reserves and surplus		Total
		Capital Reserve	Retained Earnings	
Balance at April 01, 2022		3,943	4,045	7,988
Profit for the year		-	4,870	4,870
Other comprehensive income		-	(27)	(27)
Total comprehensive income for the year		-	4,843	4,843
Bonus shares issued		-	(1,263)	(1,263)
Dividend Paid	35	-	(2,684)	(2,684)
Balance at March 31, 2023	12	3,943	4,941	8,884
Profit for the year		-	6,383	6,383
Other comprehensive income		-	(46)	(46)
Total comprehensive income for the year		-	6,337	6,337
Dividend paid	35	-	(2,874)	(2,874)
Balance at March 31, 2024	12	3,943	8,404	12,347

The accompanying notes form an integral part of the Financial Statements

This is the Statement of changes in equity referred to in our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005
per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date: May 16, 2024

The above statement of changes in equity should be read in conjunction with the accompanying notes

For and on behalf of the Board of
Motherson Sumi Wiring India Limited

V.C. SEHGAL
Chairman
DIN: 00291126

Place: New Delhi
Date: May 16, 2024

POOJA MEHRA
ICSI Membership
No: F5088

Place: Noida
Date: May 16, 2024

ANURAG GAHLOT
Whole-time Director/
Chief Operating Officer
DIN: 09455743
Place: Noida
Date: May 16, 2024

MAHENDER CHHABRA
Chief Financial Officer

Place: Noida
Date: May 16, 2024

Cash Flow Statement.

(All amounts in INR Million, unless otherwise stated)

	Notes	For the year Ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities:			
Profit before tax		8,455	6,522
Adjustments to reconcile profit before tax to net cash flows			
Depreciation expense	28	1,472	1,237
Amortisation of government grant	22	-	(53)
Gain on disposal of property, plant and equipment (net)	22	(1)	(7)
Liabilities written back to the extent no longer required	21(b)	(3)	(8)
Bad debts/ advances written off	26	0	0
Provision for doubtful debts/ advances	26	-	8
Interest income	22	(68)	(57)
Finance cost	27	273	278
Unrealised foreign exchange loss / (gain) (net)		(18)	15
Operating profit before working capital changes		10,110	7,935
Change in working Capital:			
Increase in trade payables		7	114
(Decrease) / increase in other payables		36	(41)
Increase in other financial liabilities		64	137
(Increase) in trade receivables		(955)	(1,419)
(Increase) / decrease in inventories		697	(2,496)
(Increase) in other financial assets		(154)	(176)
(Increase)/ decrease in other receivables		276	(43)
Cash generated from operations		10,081	4,011
Income taxes paid (net)		(2,171)	(1,775)
Net cash flows from operating activities		7,910	2,236
B. Cash flow from Investing activities:			
Purchase of property, plant and equipment (including capital work in progress)		(1,113)	(1,986)
Proceeds from sale of property, plant and equipment		2	9
Investments in fixed deposits		(1,000)	-
Interest received		32	40
Net cash flows used in investing activities		(2,079)	(1,937)

Cash Flow Statement (Contd.)

	Notes	For the year Ended March 31, 2024	For the year ended March 31, 2023
C. Cash flow from financing activities:			
Dividend paid to equity share holders		(2,868)	(2,677)
Interest paid		(268)	(272)
Proceeds from short term borrowings	10	-	740
Repayment of short term borrowings	10	(740)	(91)
Payment of principal portion of lease liabilities		(646)	(571)
Net cash flows used in financing activities		(4,522)	(2,871)
Net (decrease) / increase in Cash and Cash Equivalents		1,309	(2,572)
Net Cash and Cash equivalents at the beginning of the year		361	2,933
Cash and cash equivalents at the end of the year		1,670	361
Cash and cash equivalents comprise of the following			
Cash on hand	10(a)	2	4
Balances with banks	10(a)	1,668	357
Cash and cash equivalents at year end		1,670	361

The accompanying notes form an integral part of the Financial Statements

Notes:

- The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- Figures in brackets indicate Cash Outflow.

This is the cash flow Statement referred to in our report of even date

The above cash flow statement should be read in conjunction with the accompanying notes

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005
per **PANKAJ CHADHA**
Partner
Membership No.: 091813

For and on behalf of the Board of
Motherson Sumi Wiring India Limited

V.C. SEHGAL
Chairman
DIN: 00291126

Place: New Delhi
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POOJA MEHRA
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Date: May 16, 2024

MAHENDER CHHABRA
Chief Financial Officer

Place: Noida
Date: May 16, 2024

Place: Gurugram
Date: May 16, 2024

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

1. Corporate Information

Motherson Sumi Wiring India Limited ("MSWIL" or 'the Company') was incorporated on July 02, 2020 on account of demerger in which domestic wiring harness business of Samvardhana Motherson International Limited (erstwhile Motherson Sumi Systems Limited) ("SAMIL") transferred to the Company. The Company is domiciled in India and is engaged primarily in the manufacture and sale of components to automotive original equipment manufacturers. The address of its registered office is Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra. The Company is a public limited company and is listed in the Bombay Stock Exchange and National Stock Exchange. The Company is a joint venture entity between SAMIL and Sumitomo Wiring Systems Limited, Japan.

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on May 16, 2024.

2.1 Statement of compliance and basis of preparation

(a) Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Defined employee benefit plans – plan assets measured at fair value, refer note 17**

The financial statements are presented in INR and all values are rounded to the nearest millions (INR 000,000), except when otherwise indicated.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

(b) New and amended standards adopted by the Company

The Company applied for the certain standards or amendments which are effective for annual periods beginning on or after April 1, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

These amendments had no impact on the financial statements of the Company.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2023.

2.2 Summary of material accounting policies**2.2.1 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Company classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2.2 Foreign currencies

- (i) Functional and presentation currency

The Company's financial statements are presented in Indian Rupee (INR), which is also the Company's functional currency.

- (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

2.2.3 Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Contracts for the sale of goods provide customers with a customary right of return in case of defects, quality issues etc. The rights of return give rise to variable consideration.

Rights of return

The Company uses the expected value method to estimate the variable consideration given the large number of contracts that have similar characteristics. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover goods from a customer.

Volume rebates

The Company applies the most likely amount method or the expected value method to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Company then applies the requirements on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue. A refund liability is recognised for the expected future rebates (i.e., the amount not included in the transaction price).

Warranty obligations

The Company typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Revenue from assembly of components

The Company has contracts with customers to assemble, on their behalf, customised components from various parts procured from suppliers identified by the customer. The Company is acting as an agent in these arrangements.

When another party is involved in providing goods or services to its customer, the Company determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Company is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Company's role is only to arrange for another entity to provide the goods or services, then the Company is an agent and will need to record revenue at the net amount that it retains for its agency services.

Judgements applied in determining amount and timing of revenue

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(i) Principal versus agent considerations

The Company enters into contracts with its customers to assemble, on their behalf, customised components using various parts procured from suppliers identified by the customer. Under these contracts, the Company provides assembly services (i.e., coordinating the procurement of various parts from the identified suppliers and combining or assembling them into components as desired by the customer). The Company determined that it does not control the goods before they are transferred to customers, and it does not have the ability to direct the use of the component or obtain benefits from the component. The following factors indicate that the Company does not control the goods before they are being transferred to customers. Therefore, the Company determined that it is an agent in these contracts.

- The Company is not primarily responsible for fulfilling the promise to provide the specified equipment.
- The Company does not have inventory risk before or after the specified component has been transferred to the customer as it purchases various parts on just-in-time basis and only upon contract of the customer.
- The Company has no discretion in establishing the price for the specified component. The Company's consideration in these contracts is only based on the difference between the maximum purchase price quoted by the customer and the cost of various parts purchased from the suppliers.
- In addition, the Company concluded that it transfers control over its services (i.e., assembling the component from various parts), at a point in time, upon receipt by the customer of the component, because this is when the customer benefits from the Company's agency service.

(ii) Consideration of significant financing component in a contract

The Company develops customised tooling and secondary equipment's for which the manufacturing lead time after signing the contract is usually more than one year. This type of contract includes two payment options for the customer, i.e., payment of the transaction price equal to the cash selling price upon delivery of the tooling or payment of the transaction price as part of the component's selling price. The Company concluded that there is a significant financing component for those contracts where the customer elects to pay along with the component's selling price considering

the length of time between the transfer of tooling and secondary equipment and the recovery of transaction price from the customer, as well as the prevailing interest rates in the market, if any.

In determining the interest to be applied to the amount of consideration, the Company concluded that the interest rate implicit in the contract (i.e., the interest rate that discounts the cash selling price of the equipment to the amount paid in advance) is appropriate because this is commensurate with the rate that would be reflected in a separate financing transaction between the entity and its customer at contract inception.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Trade receivables are disclosed in Note 5.

Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, in such cases only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

2.2.4 Other income**Interest**

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, security deposit, prepayment etc.) but does not consider the expected credit losses.

Duty drawback and export incentives

Income from export incentives is recognized on an accrual basis.

2.2.5 Government grants

Government grants are recognised at the fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

2.2.6 Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised outside profit or loss either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Investment allowances and similar tax incentives:

The Company may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure. The Company accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense.

2.2.7 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration, it is considered as lease.

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (i) Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Lease liabilities, which separately shown in the financial statement are measured initially at the present value of the lease payments. Subsequent remeasurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. In addition, the carrying amount of lease liabilities are remeasured if there is a modification, a change in the lease term, a change in the lease payments.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.2.8 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country in which the entity operates, or for the market in which the asset is used. Impairment losses including impairment on inventories, are recognised in the statement of profit and loss.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

2.2.9 Cash and cash equivalents

Cash and cash equivalent includes cash on hand, cash at banks and short term deposits with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.2.10 Inventories

Raw materials, stores and spares, work in progress, stock in trade and finished goods are valued at the lower of cost and net realisable value.

Cost of raw material and traded goods comprise cost of purchase and is determined after rebate and discounts. Cost of work in progress and finished goods include cost of direct materials, direct labour and proportion of overhead expenditure based on normal operating capacity.

Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.2.11 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

This category is the most relevant to the Company. A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company

recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income in statement of profit and loss using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The Company elected to classify irrevocably its non-listed equity investments under this category.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind AS 116
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability. Debt instruments measured at FVTOCI: For debt instruments measured at FVOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the 'accumulated impairment amount.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings and other payables.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

2.2.12 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement.

External valuers are involved for valuation of significant assets and liabilities, if any. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (refer note 2.3 and 32)
- Quantitative disclosures of fair value measurement hierarchy (refer note 32)
- Financial instruments (including those carried at amortised cost) (refer note 4, 5, 6, 10, 13, 14, 15 and 32)

2.2.13 Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost, net of accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the items and the cost of replacing part of the plant and equipment and

borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method over estimated useful lives of the assets:

Assets	Useful lives (years)*
Building	30 years
Plant & Machinery:	
Plant & Machinery	7.5 years
Die & Moulds	6.17 years
Electric Installation	10 years
Furniture & Fixtures	6 years
Office Equipment	5 years
Computers:	
Server & Networks	3 years
End user Devices, such as desktops, laptops, etc.	3 years
Vehicles	4 years
Lease hold Improvement	Over the period of lease

* The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of building, plant and equipment over estimated useful lives which are different from the useful life. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other

borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.2.15 Provisions and contingent liabilities

Provisions

Provisions for legal claims, product warranties and other obligations are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. The expense relating to a provision is presented in the statement of profit and loss.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for onerous contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The Company at the end of every reporting period conducts the onerous contract test per the provisions of Ind AS 37 by comparing the remaining costs to be incurred under the contract with the related revenue of the contract. Where the costs of a contract exceed the related revenue of the contract, the Company makes a provision for the difference.

Warranty provisions

In cases where the obligations include warranty liabilities, the Company provides warranties for general repairs of defects that existed at the time of sale, as required by law. Provisions related to these assurance-type warranties are recognised when the product is sold or the service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be measured.

The Company does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.

2.2.16 Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees'

services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Provident Fund & Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Superannuation fund

The Company has a superannuation plan for the benefit of its employees. Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The Company contributes up to 12% of the eligible employees' salary or INR 100,000/ INR 150,000, whichever is lower, every year. Such contributions are recognised as an expense as and when incurred. The Company does not have any further obligations beyond this contribution.

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972 as well as accordance with the rules of the Company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in the Company is funded through annual contribution to Life Insurance Corporation of India (LIC) under the Company's Gratuity Scheme (refer note 17).

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity through other comprehensive income in the period in which they arise. They are included in retained earnings through OCI in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit and loss.

2.2.17 Dividends

The Company recognises a liability to pay dividend to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.2.18 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.3 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

(i) Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease.

(ii) Revenue from contracts with customers

The Company applies the judgements in respect to transactions relating to tooling development, Principal versus agent consideration that significant financing component in a contract that significantly affect the determination of the amount and timing of revenue from contracts with customers. For more details, refer note 2.2.3

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are

described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Useful life of property, plant and equipment and intangibles

The Company uses its technical expertise along with historical and industry trends for determining the economic useful life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised amount is charged over the remaining useful life of the assets.

(ii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about gratuity obligations are given in Note 17.

(iii) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company creates provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

Valuation of recoverable income tax assets especially with respect to deferred tax assets on the tax loss carry forwards. The Company is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Particulars	Buildings*	Leasehold Improvements	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Total	Capital work in progress
At cost									
Gross carrying amount									
As at April 01, 2022	-	-	4,069	28	83	295	16	4,491	323
Additions	-	26	1,019	16	22	125	3	1,211	556
Disposals	-	-	(30)	0	(2)	(24)	(3)	(59)	-
Transfer	603	-	6	-	-	-	-	609	(609)
Closing gross carrying amount	603	26	5,064	44	103	396	16	6,252	270
Accumulated depreciation									
As at April 01, 2022	-	-	2,367	23	64	239	9	2,702	-
Depreciation charge for the year	12	1	464	3	11	48	3	542	-
Disposals	-	-	(28)	-	(2)	(24)	(3)	(57)	-
Closing accumulated depreciation	12	1	2,803	26	73	263	9	3,187	-
Net carrying amount	591	25	2,261	18	30	133	7	3,065	270
Gross carrying amount									
As at April 01, 2023	603	26	5,064	44	103	396	16	6,252	270
Additions	41	69	878	2	7	45	10	1,052	342
Disposals	-	-	(20)	-	(3)	(18)	(1)	(42)	-
Transfer	10	159	192	2	2	9	1	375	(375)
Closing gross carrying amount	654	254	6,114	48	109	432	26	7,637	237
Accumulated depreciation									
As at April 01, 2023	12	1	2,803	26	73	263	9	3,187	-
Depreciation charge for the year	23	40	566	4	10	73	5	721	-

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

Particulars	Buildings*	Leasehold Improvements	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Total	Capital work in progress
Disposals	-	-	(18)	-	(3)	(18)	(1)	(40)	-
Closing accumulated depreciation	35	41	3,351	30	80	318	13	3,868	-
Net carrying amount	619	213	2,763	18	29	114	13	3,769	237

Capital work in progress (CWIP) Ageing Schedule as at March 31, 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- Projects in progress	237	-	-	-	237
- Projects temporarily suspended	-	-	-	-	-

Capital work in progress (CWIP) Ageing Schedule as at March 31, 2023

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- Projects in progress	270	-	-	-	270
- Projects temporarily suspended	-	-	-	-	-

*Building is constructed by the Company on the leasehold land which is included in the Right-to-use assets in respect of which the lease agreement is in favour of the Company

As at March 31, 2024 and March 31, 2023 there are no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.

- (i) Contractual obligations: Refer to note 38 for disclosure on contractual commitments for the acquisition of property, plant and equipment.
- (ii) Capital work-in-progress: Capital work-in-progress mainly comprise building, leasehold improvements, plant & machinery, and furniture.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

3(b) Right-of-use assets

Particulars	Land	Buildings	Vehicles	Total
Year ended March 31, 2023				
Gross carrying amount				
As at April 01, 2022	9	3,011	303	3,323
Additions *	115	676	103	894
Disposals	-	-	(96)	(96)
Closing gross carrying amount	124	3,687	310	4,121
Accumulated depreciation				
As at April 01, 2022	1	635	155	791
Depreciation charge during the year	15	624	56	695
Disposals	-	-	(92)	(92)
Closing accumulated depreciation	16	1,259	119	1,394
Net carrying amount	108	2,428	191	2,727
Year ended March 31, 2024				
Gross carrying amount				
As at April 01, 2023	124	3,687	310	4,121
Additions	-	159	108	267
Disposals	-	-	(88)	(88)
Closing gross carrying amount	124	3,846	330	4,300
Accumulated depreciation				
As at April 01, 2023	16	1,259	119	1,394
Depreciation charge during the year	25	658	69	752
Disposals	-	-	(74)	(74)
Closing accumulated depreciation	41	1,917	114	2,072
Net carrying amount	83	1,929	216	2,228

*Includes INR 390 million remeasurement liability for increase in tenure of building leases on account of remeasurement of the liability due to the increase in tenure of the lease term for building.

4 Loans (at amortised cost)

	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Loans to employees	60	66	41	48
Total	60	66	41	48

The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and other related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

5 Trade receivables

	March 31, 2024	March 31, 2023
	Current	Current
Unsecured, considered good		
- from related parties ¹ (refer note 36)	195	162
- others	8,764	7,842
Unsecured, credit impaired	8	8
	8,967	8,012
Less: Allowances for credit loss		
Unsecured, credit impaired	8	8
Total	8,959	8,004
¹ Includes receivables from private companies in which Director of the Company is also a Director	92	66

Trade receivables ageing schedule:

Undisputed	Trade Receivables - Considered good		Trade Receivables - Credit impaired	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Current but not due	8,164	7,346	-	-
Outstanding for followings periods from due date of payment				
Less than 6 months	757	613	-	-
6 months - 1 year	18	28	-	-
1-2 years	10	17	-	-
2-3 years	10	-	-	8
More than 3 years	-	-	8	0
Total	8,959	8,004	8	8

As at March 31, 2024 and March 31, 2023, there are no disputed trade receivables.

There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

The Company has derecognised trade receivables amounting INR 47 million (March 31, 2023: INR 50 million) as it had transferred the contractual right and substantially transferred all risks and rewards of ownership of these receivables and there is no significant continuing involvement.

Set out below is the movement in the allowance for expected credit losses of trade receivables and contract assets:

	March 31, 2024	March 31, 2023
As at 1st April	8	0
Provision for expected credit losses	-	8
As at 31 March	8	8

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

6 Other financial assets

	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Security deposits ¹ (refer note 36)	42	461	54	407
Interest receivable	17	-	-	-
Others	108	-	26	-
Total	167	461	80	407
¹ Includes security deposit given to a partnership firm namely M/S Motherson in which Director of the Company is Partner	8		8	

7 Other assets

	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Unsecured, considered good, unless otherwise stated				
Capital advances (refer note 36)	-	11	-	360
Advances recoverable (refer note 36)	40	-	51	-
Prepaid expenses	31	1	35	1
Balances with government authorities	427	-	689	-
Subsidy receivable	1	106	1	106
Total	499	118	776	467

8 Deferred tax assets (net)

	March 31, 2024	March 31, 2023
Deferred tax assets		
Provision for employee benefit obligations	210	165
Provision for doubtful debts	2	2
Government grants	11	13
Property, plant and equipment	127	112
Lease liability	630	732
Others	66	57
Deferred tax liabilities		
Right-of-use assets	(547)	(670)
Total	499	411

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

Movement in deferred tax assets

	As at March 31, 2022	(Charged)/ credited	to profit or (loss)	to other comprehensive income	Other adjustment	As at March 31, 2023
Provision for employee benefit obligations	183	-	25	9	(52)	165
Provision for doubtful debts	-	-	2	-	-	2
Government grants	19	-	(6)	-	-	13
Property, plant and equipment	81	-	31	-	-	112
Lease liability	663	-	69	-	-	732
Right-of-use assets	(620)	-	(50)	-	-	(670)
Others	77	-	(20)	-	-	57
	403	-	51	9	(52)	411

	As at March 31, 2023	(Charged)/ credited	to profit or (loss)	to other comprehensive income	Other adjustment	As at March 31, 2024
Provision for employee benefit obligations	165	-	29	16	-	210
Provision for doubtful debts	2	-	-	-	-	2
Government grants	13	-	(2)	-	-	11
Property, plant and equipment	112	-	15	-	-	127
Lease liability	732	-	(102)	-	-	630
Right-of-use assets	(670)	-	123	-	-	(547)
Others	57	-	9	-	-	66
	411	-	72	16	-	499

9 Inventories

	March 31, 2024	March 31, 2023
Raw materials (at cost)	7,697	8,453
Work-in-progress (at cost)	2,104	2,141
Finished goods (at lower of cost and net realisable value)	1,598	1,502
Total	11,399	12,096
Inventory include inventory in transit of:		
Raw materials	1,517	1,571
Finished goods	513	535

Amount recognised in statement of profit or loss:

During the year ended March 31, 2024 write down of inventories on account of provision in respect of obsolete/ slow moving items amounted to INR 430 million (March 31, 2023: write-down amounting INR 184 million). These were recognised as an expense during the year and included in changes in value of inventories of raw materials, work-in-progress, and finished goods in statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

10 (a) Cash and cash equivalents

	March 31, 2024	March 31, 2023
Balances with banks:		
- on current accounts	1,668	357
Cash on hand	2	4
Total	1,670	361

There are no repatriation restrictions with regards to cash and cash equivalents as at March 31, 2024 and March 31, 2023.

Changes in liabilities arising from financing activities

	April 01, 2023	Cash flow	Non cash		March 31, 2024
			Fair value changes	Other non cash items*	
Non current borrowings	78	-	-	8	86
Current borrowings	740	(740)	-	-	-
Lease liabilities	2,908	(873)	-	470	2,505
Total liabilities from financing activities	3,726	(1,613)	-	478	2,591

	April 01, 2022	Cash flow	Non cash		March 31, 2023
			Fair value changes	Other non cash items*	
Non current borrowings	-	-	-	78	78
Current borrowings	193	649	-	(102)	740
Lease liabilities	2,635	(770)	-	1,043	2,908
Total liabilities from financing activities	2,828	(121)	-	1,019	3,726

*other non cash items includes new leases taken or termination of lease contracts in case of lease liabilities.

10(b) Other bank balances

	March 31, 2024	March 31, 2023
Deposits with remaining maturity of more than three months but less than 12 months	1,000	-
Unpaid dividend account	13	7
Total	1,013	7

Unpaid dividend account are restricted in use as it relates to unclaimed or unpaid dividend

11 Share Capital

	March 31, 2024	March 31, 2023
Authorised Share Capital		
9,000,000,000 (March 31, 2023 : 9,000,000,000) Equity shares of INR 1 each	9,000	9,000
Issued, subscribed and Paid up:		
4,421,107,932 (March 31, 2023 : 4,421,107,932) Equity shares of INR 1 each	4,421	4,421

a. Movement in equity share capital

	Numbers	Amount
As at April 01, 2022	3,157,934,237	3,158
Add: Bonus shares issued	1,263,173,695	1,263
As at March 31, 2023	4,421,107,932	4,421
Add: Shares issued	-	-
As at March 31, 2024	4,421,107,932	4,421

The shareholders of the Company approved the issue of bonus shares on November 5, 2022 in proportion of 2 equity shares for every 5 equity shares held. These bonus shares were issued for consideration other than cash and had been allotted on November 18, 2022.

Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

	March 31, 2024	March 31, 2023
Equity shares allotted as fully paid bonus shares by capitalization of retained earnings	1,263	-

b. Rights, preferences and restrictions attached to shares

Equity Shares:

The Company has only one class of equity shares having a par value of INR 1 per share. Each holder of equity is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend, if proposed by the board of directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	March 31, 2024		March 31, 2023	
	Nos.	%	Nos.	%
Equity shares:				
Samvardhana Motherson International Limited ("SAMIL"), (formerly Motherson Sumi Systems Limited)	1,478,050,914	33.43%	1,478,050,914	33.43%
Sumitomo Wiring Systems Limited	1,109,692,207	25.10%	1,109,692,207	25.10%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

d. Details of shares held by promoters and promoters group

Equity shares of INR 1 each fully paid as at March 31, 2024

Promoter Name	No. of shares at the beginning of the year	Addition	No. of shares at the end of the year	% of Total Shares	% change during the year
Promoters:					
Vivek Chaand Sehgal	102,431,562	-	102,431,562	2.32%	0%
Laksh Vaaman Sehgal	172	-	172	0.00%	0%
Samvardhana Motherson International Limited ("SAMIL"), (formerly Motherson Sumi Systems Limited)	1,478,050,914	-	1,478,050,914	33.43%	0%
Sumitomo Wiring Systems Limited	1,109,692,207	-	1,109,692,207	25.10%	0%
Promoters Group:					
Geeta Soni	12,054,459	-	12,054,459	0.27%	0%
Renu Sehgal	210,119	-	210,119	0.00%	0%
Nilu Mehra	11,017,566	-	11,017,566	0.25%	0%
H.K. Wiring Systems, Limited	10,724,491	-	10,724,491	0.24%	0%
Radha Rani Holdings Pte Ltd	4,819,672	-	4,819,672	0.11%	0%

Equity shares of INR 1 each fully paid as at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Addition	No. of shares at the end of the year	% of Total Shares	% change during the year
Promoters:					
Vivek Chaand Sehgal	73,165,402	29,266,160	102,431,562	2.32%	40%
Laksh Vaaman Sehgal	123	49	172	0.00%	40%
Samvardhana Motherson International Limited ("SAMIL"), (formerly known as Motherson Sumi Systems Limited)	1,055,750,653	422,300,261	1,478,050,914	33.43%	40%
Sumitomo Wiring Systems Limited	792,637,291	317,054,916	1,109,692,207	25.10%	40%
Promoters Group:					
Geeta Soni	8,610,328	3,444,131	12,054,459	0.27%	40%
Renu Sehgal	150,085	60,034	210,119	0.00%	40%
Nilu Mehra	7,869,690	3,147,876	11,017,566	0.25%	40%
H.K. Wiring Systems, Limited	7,660,351	3,064,140	10,724,491	0.24%	40%
Radha Rani Holdings Pte Ltd	3,442,623	1,377,049	4,819,672	0.11%	40%

The shareholders of the Company approved the issue of bonus shares on November 5, 2022 in proportion of 2 equity shares for every 5 equity shares held. These bonus shares have been allotted on November 18, 2022.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

12 Reserves and surplus

	March 31, 2024	March 31, 2023
Capital reserve	3,943	3,943
Retained earnings	8,404	4,941
Total reserves and surplus	12,347	8,884

(i) Capital reserve

	March 31, 2024	March 31, 2023
Opening balance	3,943	3,943
Addition/ (deletion)	-	-
Closing balance	3,943	3,943

This reserve is created against the difference in the net assets transferred and issuance of equity share capital in effect to the Composite Scheme. The reserve will be utilised in accordance with the provisions of the Act.

(ii) Retained earnings

	March 31, 2024	March 31, 2023
Opening balance	4,941	4,045
Additions during the year	6,383	4,870
Remeasurements of post-employment benefit obligation, net of tax	(46)	(27)
Dividend paid (refer note 35)	(2,874)	(2,684)
Issue of bonus shares without consideration	-	(1,263)
Closing balance	8,404	4,941

Retained earnings are the profits that the Company has earned till date, less any transfers to dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

13 (a) Non-current borrowings

	Non Current Portion	
	March 31, 2024	March 31, 2023
Unsecured		
Term Loans		
Indian rupee loan from other than banks ²	86	78
Total	86	78

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

13 (b) Current borrowings

	March 31, 2024	March 31, 2023
Unsecured		
Working capital loans repayable on demand - from banks ¹		
Indian rupee loan	-	740
Total	-	740

¹ Indian rupee loan is carrying interest rate @ 7% - 8% p.a

² Interest free loan from Pradeshiya Industrial & Investment Corporation of U.P. Ltd. (PICUP) of INR 111 million which is repayable in December 2026.

The Company has sanctioned working capital limit which are unsecured (refer note 33).

14 Other financial liabilities

	March 31, 2024	March 31, 2023
Non-current		
Retention money	13	11
Security deposit received	2	2
Recovery against Vehicle Loan	118	90
Total	133	103
Current		
Interest accrued but not due on borrowings	-	3
Unpaid dividend	13	7
Payables relating to purchase of property, plant & equipments (includes INR Nil million (March 31, 2023: INR 4 million) in respect of micro and small enterprises) (refer note 44)	94	162
Security deposit received	-	0
Employee benefits payable	972	908
Recovery against vehicle loan	15	45
Total	1,094	1,125

There are no amounts which are required to be transferred to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at March 31, 2024 and March 31, 2023.

15 Trade payables

	March 31, 2024	March 31, 2023
Total outstanding dues of micro and small enterprises (refer note 44)	77	58
Total outstanding dues of creditors other than micro enterprises and small enterprises	9,168	9,199
Total	9,245	9,257

Refer note 36 for related party balances

Trade payables ageing schedule:

Undisputed	Trade payable of micro enterprises and small enterprises		Trade payable of creditors other than micro enterprises and small enterprises	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Current but not due	77	58	7,417	6,482
Outstanding for followings periods from due date of payment				
Less than 1 year	-	-	1,718	2,682
1-2 years	-	-	12	24
2-3 years	-	-	14	3
More than 3 years	-	-	7	8
Total	77	58	9,168	9,199

As at March 31, 2024 and March 31, 2023, there are no disputed trade payables.

Trade payables are non-interest bearing and are generally on terms of 30 to 60 days.

16 Provisions

	March 31, 2024	March 31, 2023
For warranties	14	13
Total	14	13

Warranty

Provision for warranty relates to the estimated outflow in respect of warranty for products sold by the Company. Due to the nature of such costs, it is not possible to estimate the timing/ uncertainties relating to the outflows of economic benefits.

The Company has following provisions in the books of account as at year end:

	Warranty	
	March 31, 2024	March 31, 2023
Opening Balance	13	12
Addition during the year	1	1
Closing Balance	14	13

17 Employee benefit obligations

	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Gratuity	397	-	294	-
Compensated absences	208	227	163	197
Total	605	227	457	197

The long term defined employee benefits and contribution schemes of the Company are as under:**A. Defined Benefit Schemes****Gratuity**

The Company operates a gratuity plan administered through Life Insurance Corporation of India (LIC) under its Gratuity Scheme. Every employee is entitled to a benefit equivalent to fifteen days' salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Company pays contribution to Life Insurance Corporation of India to fund its plan.

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

(i) Present Value of Defined Benefit Obligation

	March 31, 2024	March 31, 2023
Obligations at year beginning	990	838
Service Cost - Current	78	68
Interest expense	69	58
Amount recognised in profit or loss	147	126
Remeasurements		
Actuarial (gain)/ loss from change in financial assumption	18	(16)
Experience (gain)/loss	47	65
Amount recognised in other comprehensive income	65	49
Payment from plan:		
Benefit payments	(59)	(23)
Addition/ (deletion) due to transfer of employee	-	-
Obligations at year end	1,143	990

(ii) Fair Value of Plan Assets

	March 31, 2024	March 31, 2023
Plan assets at year beginning, at fair value	696	445
Interest income	50	31
Amount recognised in profit or loss	50	31
Remeasurements		
Actuarial (gain)/ loss from change in financial assumption	-	-
Return on plan assets, excluding amount included in interest income	3	13
Amount recognised in other comprehensive income	3	13
Payment from plan:		
Benefit payments	(4)	-
Contributions:		
Employers	1	0
Actualisation adjustment	-	207
Plan assets at year end, at fair value	746	696

(iii) Assets and Liabilities recognized in the Balance Sheet

	March 31, 2024	March 31, 2023
Present Value of the defined benefit obligations	1,143	990
Fair value of the plan assets	746	696
Amount recognized as Liability	397	294

(iv) Defined benefit obligations cost for the year:

	March 31, 2024	March 31, 2023
Service Cost - Current	78	68
Interest Cost (Net)	19	27
Reimbursements paid (refer note 31)	26	4
Actuarial (gain)/ loss	62	36
Net defined benefit obligations cost	185	135

(v) Investment details of Plan Assets

The details of investments of plan assets are as follows:

	March 31, 2024	March 31, 2023
LIC of India	100%	100%
Total	100%	100%

Note: In respect of Employees Gratuity Fund, composition of plan assets is not readily available from LIC of India. The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

(vi) Actuarial assumptions:

	March 31, 2024	March 31, 2023
Discount rate per annum	7.0%	7.2%
Future salary increases	8.0%	8.0%

Note: Estimate of future increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(vii) Amount recognized in current year and previous years:

	March 31, 2024	March 31, 2023
Defined benefit obligations	1,143	990
Plan assets	(746)	(696)
Deficit/(Surplus)	397	294

(viii) Expected Contribution to the Fund in the next year

	For the year ended	
	March 31, 2024	March 31, 2023
Gratuity	481	391

(ix) Sensitivity Analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is :

March 31, 2024	Change in Assumption	Impact	Increase in Assumption	Impact	Decrease in Assumption
Discount rate per annum	0.50%	Decrease by	(49)	Increase by	45
Future salary increases	1.00%	Increase by	102	Decrease by	(90)

March 31, 2023	Change in Assumption	Impact	Increase in Assumption	Impact	Decrease in Assumption
Discount rate per annum	0.50%	Decrease by	(41)	Increase by	39
Future salary increases	1.00%	Increase by	86	Decrease by	(76)

Above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.

x) Risk exposure

The gratuity scheme is a salary defined benefit plan that provides for lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at the separation. The risk associated with measurement of defined benefit plan obligations and thereby the financial results are:

- (a) **Interest rate risk:** The defined benefit obligation is calculated using a discount rate based on government bonds, if bond yield fall, the defined benefit obligation will tend to increase.
- (b) **Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.
- (c) **Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

xi) Defined benefit liability and employer contributions

Weighted average duration of the defined benefit obligation is 9 years (March 31, 2023: 9 years)

Expected benefit payments are as follows:

	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2024	84	92	373	752	1,301
Defined benefit obligation (gratuity)					
March 31, 2023	97	64	310	663	1,135
Defined benefit obligation (gratuity)					

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

B. Defined Contribution Schemes

The Company deposits an amount determined at a fixed percentage of basic pay every month to the State administered Provident Fund, Employee State Insurance (ESI) and Social Insurance for the benefit of the employees.

Amount recognised in the Statement of Profit & Loss is as follows (Refer note 26):

	For the year ended March 31, 2024	For the year ended March 31, 2023
Provident fund paid to the authorities	512	438
Employee state insurance paid to the authorities	107	91
Contribution to other funds (Employee welfare etc.)	1	2
Total	620	531

- C. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India, however, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued by the Government of India. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

18 Government grants

	March 31, 2024	March 31, 2023
Opening balance	159	183
Addition / (deletion) during the year	(8)	29
Released to profit and loss (refer note 22)	-	(53)
Closing balance	151	159

	March 31, 2024	March 31, 2023
Current portion	18	18
Non-current portion	133	141
Total	151	159

Government grants is relating to the purchase of property, plant and equipment. The same has been presented as deferred income which is credited to profit or loss on a straight-line basis over the expected lives of the related assets.

19 Non-current tax assets (net)

	March 31, 2024	March 31, 2023
Tax assets		
Non-current tax assets (net)	244	217
Net tax assets	244	217

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

20 Other current liabilities

	March 31, 2024	March 31, 2023
Statutory dues including provident fund and tax deducted at source	292	340
Advances received from customers - contract liabilities (refer note 36 and note 41)	269	295
Total	561	635

21 (a) Revenue from contract with customers

	For the year ended March 31, 2024	For the year ended March 31, 2023
Sales of products		
Sales of products - Finished goods	82,416	69,912
Sale of services	324	314
Total revenue from contract with customers	82,740	70,226

Note: There is no material difference between the contract price and the revenue from contract with customers.

21 (b) Other operating revenue

	For the year ended March 31, 2024	For the year ended March 31, 2023
Scrap sales	258	290
Liabilities written back to the extent no longer required	3	8
Exchange fluctuation (net)	266	106
Miscellaneous other operating income	15	50
Total	542	454

Segment information is disclosed in note 37

22 Other income

	For the year ended March 31, 2024	For the year ended March 31, 2023
Other non-operating revenue		
Interest income from financial assets at amortised cost	68	57
Gain on disposal of property, plant and equipment (net)	1	7
Government grants (refer note 18)	-	53
Total	69	117

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

23 Cost of materials consumed

	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock of raw materials	6,882	5,455
Add : Purchases of raw materials (excludes material in-transit)	53,894	48,433
Less: Closing stock of raw materials	6,180	6,882
Total	54,596	47,006

24 Changes in inventory of finished goods and work in progress

	For the year ended March 31, 2024	For the year ended March 31, 2023
(Increase)/ decrease in stocks		
Stock at the beginning of the year:		
Finished goods	1,502	1,194
Work-in-progress	2,141	1,760
Total A	3,643	2,954
Stock at the end of the year:		
Finished goods	1,598	1,502
Work-in-progress	2,104	2,141
Total B	3,702	3,643
(Increase)/ decrease in stocks (A-B)	(59)	(689)

25 Employee benefit expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages & bonus	11,607	10,028
Contribution to provident & other fund (refer note 17)	620	531
Gratuity (refer note 17)	124	99
Staff welfare expenses	1,200	1,173
Total	13,551	11,831

Note: Includes expenses reimbursed (refer note 31)

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

26 Other expenses

	For the year ended March 31, 2024	For the year ended March 31, 2023
Electricity, water and fuel	316	288
Repairs and maintenance:		
Machinery	379	400
Building	401	431
Others	90	74
Consumption of stores and spare parts	788	721
Conversion charges	14	11
Lease rent (refer note 42)	147	162
Rates and taxes	47	13
Insurance	112	92
Travelling	118	161
Freight & forwarding	339	310
Royalty	475	395
Commission	28	47
Bad debt/ advances written off	0	0
Provision for doubtful debts/ advances	-	8
Legal & professional expenses (Refer note (a) below)	582	529
Management fee	475	395
Corporate Social Responsibility (Refer note (b) below)	81	56
Miscellaneous expenses	670	519
Total	5,062	4,612

Note: Includes expenses reimbursed (refer note 31)

(a) Payment to auditors:

	For the year ended March 31, 2024	For the year ended March 31, 2023
As Auditor:		
Audit fees (including limited review)	8	8
Other services (certification)	1	0
Reimbursement of expenses	1	0
Total	10	8

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

(b) Corporate Social Responsibility Expenditure:

	For the year ended March 31, 2024	For the year ended March 31, 2023
From related party (refer note 36)		
Contribution to Swarn Lata Motherson Trust	57	47
Other than related party		
Contribution for promotion of education & other initiatives	1	1
	58	48
Amount required to be spent as per Section 135 of the Companies Act, 2013	81	56
Amount spent during the year on:		
i) Construction/acquisition of asset	-	1
ii) Purpose other than (i) above	58	47
	58	48
Amount yet to be spent for which provision is considered in the financial statements	23	8

Note for Ongoing Projects and others	For the year ended March 31, 2024	
	In case of Section 135(6) (Ongoing Project)	In case of Section 135(5) (Other than Ongoing Project)
Opening Balance		
With Company	-	8
Amount deposited in Specified Fund of Sch. VII within 6 months	-	8
Amount required to be spent during the year	57	24
Amount spent during the year		
From Company's bank A/c	34	24
Closing Balance	23	-
With Company	23	-

In respect of ongoing projects, the Company has transferred unspent amount to a special account, within a period thirty days from end of the financial year in compliance with provisions of sub section (6) of section 135 of the Companies Act.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

Note for Ongoing Projects and others	For the year ended March 31, 2023	
	In case of Section 135(6) (Ongoing Project)	In case of Section 135(5) (Other than Ongoing Project)
Opening Balance		
With Company	-	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	-
Amount required to be spent during the year	-	56
Amount spent during the year		
From Company's bank A/c	-	48
Closing Balance	-	8
With Company	-	8

27 Finance costs

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on borrowings	42	76
Interest on lease liabilities (refer note 42)	226	199
Other finance costs	5	3
Total	273	278

28 Depreciation expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment (refer note 3(a))	721	542
Depreciation on right of use assets (refer note 42)	752	695
Total	1,473	1,237

Note: Includes expenses reimbursed (refer note 31)

29 Income tax expense

(a) Income tax expense

	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax		
Current income tax charged	2,144	1,674
Adjustments for current tax of prior years	-	29
Total current tax expense	2,144	1,703

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Deferred tax (refer note 8)		
Decrease/ (increase) in deferred tax assets (net)	(72)	(51)
Total deferred tax expense / (benefit)	(72)	(51)
Income tax expense	2,072	1,652
Income tax expense is attributable to:		
Profit from operations	2,072	1,652
	2,072	1,652

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	8,455	6,522
Tax at India's tax rate of 25.168% (March 2023: 25.168%)	2,128	1,641
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Adjustments for tax of prior periods	-	29
Other adjustments	(56)	(18)
Income tax expense of operations	2,072	1,652

30 Earnings per share (refer note 1 below)

	March 31, 2024	March 31, 2023
a) Basic		
Net profit after tax available for equity Shareholders	6,383	4,870
Weighted average number of equity shares used to compute basic earnings per share	4,421,107,932	4,421,107,932
Basic earnings (in INR) per Share of INR 1 each (March 31, 2023: INR 1 each)	1.44	1.10
b) Diluted (Refer note (i) & 1 below)		
Net profit after tax available for equity Shareholders	6,383	4,870
Weighted average number of equity shares used to compute diluted earnings per share	4,421,107,932	4,421,107,932
Diluted earnings (in INR) per share of INR 1 each (March 31, 2023: INR 1 each)	1.44	1.10

(i) The Company does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains the same.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

1 The shareholders of the Company approved the issue of bonus shares on November 5, 2022 in proportion of 2 equity shares for every 5 equity shares held. These bonus shares had been allotted on November 18, 2022 and got trading approval from stock exchanges from November 28, 2022. Accordingly, the Earnings Per Share (Basic and Diluted) for the current year as well as previous year have been calculated after considering the impact of issuance of equity shares.

31 Pursuant to the functional support agreement with SAMIL, the Company reimburses the cost of such support which are allocated to the Company on a mutually agreed basis primarily in proportion of relative revenues. These costs are included in the respective expense head as mentioned below.

	For the year ended March 31, 2024	For the year ended March 31, 2023
Employee benefits expense (refer note 25)		
Salary, wages & bonus	447	371
Contribution to provident & other fund	32	31
Gratuity	26	4
Staff welfare expenses	17	13
A Total Employee benefits expense	522	419
Other expenses (refer note 26)		
Electricity, water and fuel	11	13
Repairs and maintenance:		
Machinery	3	3
Building	12	6
Others	16	22
Consumption of stores and spare parts	10	3
Rent	72	84
Rates and taxes	3	1
Insurance	5	12
Travelling	19	22
Freight & forwarding	0	0
Commission	-	1
Legal & professional expenses	227	221
Miscellaneous expenses	45	63
B Total Other expenses	423	451
Total Shared cost (A+B)	945	870

32 Fair value measurements

Financial instruments by category

	March 31, 2024			March 31, 2023		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial assets						
Trade receivables	-	-	8,959	-	-	8,004
Loans	-	-	126	-	-	89
Cash and cash equivalents	-	-	2,683	-	-	368
Other financial assets	-	-	628	-	-	487
Total financial assets	-	-	12,396	-	-	8,948
Financial liabilities						
Borrowings	-	-	86	-	-	818
Lease liabilities	-	-	2,505	-	-	2,908
Trade payables	-	-	9,245	-	-	9,257
Other financial liabilities	-	-	1,227	-	-	1,228
Total financial liabilities	-	-	13,063	-	-	14,211

- i. The carrying amounts of current financial assets and current financial liabilities i.e. trade receivables, loans, other financial assets, trade payables, short term borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

Fair value of non current financial assets and liabilities measured at amortised cost

	March 31, 2024		March 31, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Loan to employees	66	66	48	48
Other financial assets ¹	461	461	407	407
	527	527	455	455
Financial liabilities				
Borrowings	86	86	78	78
Lease liabilities	1,768	1,768	2,274	2,274
Other financial liabilities ¹	133	133	103	103
	1,987	1,987	2,455	2,455

¹ The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

- ii. The carrying amounts of trade receivables, borrowings, cash and cash equivalents, other financial assets, trade payables and other financial liabilities are considered to be the same as their face values.

Fair value hierarchy

Financial assets and liabilities as at March 31, 2024

	Level 1	Level 2	Level 3	Total
Financial assets	-	-	-	-
Total financial assets	-	-	-	-
Financial liabilities				
Borrowings	-	-	86	86
Lease liabilities	-	-	2,505	2,505
Other financial liabilities	-	-	1,227	1,227
Total financial liabilities	-	-	3,818	3,818

Financial assets and liabilities as at March 31, 2023

	Level 1	Level 2	Level 3	Total
Financial assets	-	-	-	-
Financial liabilities				
Borrowings	-	-	818	818
Lease liabilities	-	-	2,908	2,908
Other financial liabilities	-	-	1,228	1,228
Total financial liabilities	-	-	4,954	4,954

Level 1: hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

- iii. Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- quoted prices for similar assets or liabilities in active markets
- inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves observable at commonly quoted intervals
- the fair value of the financial instruments covered under level 3 is determined using discounted cash flow analysis.

33 Financial risk management

The Company in its capacity as a domestic active supplier for the automobile industry is exposed to various risks i.e., market risk, liquidity risk and credit risk. Concentrating on the plants make it necessary for implementing an organized risk management system. The Company is therefore exposed to risks associated with domestic automotive industry in particular.

The Company has set up a Risk Management Committee (RMC) at the board level to periodically review operating, financial and strategic risks in the business and their mitigating factors. RMC has formulated Risk Management Policy for the Company which outlines the risk management framework to help minimize the impact of uncertainty on the Company's strategic goals. The framework enables a structured and disciplined approach to risk management. The Company has developed guidelines on

risk controlling and the use of financial instruments. These guidelines contain a clear allocation of duties. Risks are controlled and monitored by means of operational and financial measures.

Below are the major risks which can impact the Company:

A Market risk:

Market risk is the risk that the fair value of future cashflows of a financial instruments will fluctuate because of changes in market price/ rate. Market risk comprises three types of risk: foreign currency risk and other price risks. Financial instruments affected by market risk include payables/ receivables in foreign currencies.

a. Price risk:

Fluctuations in commodity price in global market affects directly and indirectly the price of raw material and components used by the Company in its various products segment. Substantial pricing pressure from major OEMs to give price cuts and inability to pass on the increased cost to customers may also affect the profitability of the Company.

The key raw material for the Company's wiring harness business is copper. There are substantial fluctuations in prices of copper. The Company has arrangements with its major customers for passing on the price impact.

The Company is regularly taking initiatives like VA-VE (value addition, value engineering) to reduce its raw material costs to meet targets set up by its customers for cost downs. In respect of customer nominated parts, the Company has back to back arrangements for cost savings with its suppliers.

b. Foreign currency risk:

The foreign exchange risk majorly arises from imports, however the Company has arrangements with its major domestic customers for passing on the exchange impact on import purchases.

The hedged and unhedged foreign currency exposure is as follows:

(i) Particular of unhedged foreign currency exposure as at the reporting date (Net exposure to foreign currency risk)

	March 31, 2024 Payable / (Receivable)		March 31, 2023 Payable / (Receivable)	
	Amount in Foreign currency in million	Amount in INR million	Amount in Foreign currency in million	Amount in INR million
CHF	0	18	0	17
CNY	3	36	1	14
EUR	6	498	7	603
GBP	0	27	0	28
JPY	2,081	1,152	1,703	1,058
SEK	-	-	0	1
SGD	0	1	0	5
THB	43	98	40	97
USD	13	1,090	14	1,136

Foreign currency sensitivity on unhedged exposure

1% increase / decrease in foreign exchange rates will have the following impact on profit before tax:

	Impact on profit before tax	
	March 31, 2024	March 31, 2023
Increase by 1% in forex rate	(29)	(30)
Decrease by 1% in forex rate	29	30

B Credit risk:

The credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions.

Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's primary customers are major Indian automobile manufacturers (OEMs) with good credit ratings. Non-OEM clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default and impairment. (Refer note 6 for total Trade receivables outstanding).

Financial instruments and cash deposits

The Company has deposited liquid funds at various banking institutions. Primary banking institutions are major Indian and foreign banks. In long term credit ratings these banking institutions are considered to be investment grade. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

C Liquidity risk:

The liquidity risk encompasses any risk that the Company cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the Company. The Company monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period.

	March 31, 2024	March 31, 2023
Floating rate		
- Expiring within one year (cash credit and other facilities)	5,270	3,260

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative liabilities. The Company has no derivative financial liabilities as at March 31, 2024 and March 31, 2023:

Year Ended March 31, 2024	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	-	111	-	111
Trade payables	9,245	-	-	9,245
Other financial liabilities	1,094	133	-	1,227
Lease liabilities	911	1,863	75	2,848
Total non-derivative liabilities	11,250	2,107	75	13,431

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

Year Ended March 31, 2023	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	740	111	-	851
Trade payables	9,257	-	-	9,257
Other financial liabilities	1,125	103	-	1,228
Lease liabilities	826	2,502	98	3,426
Total non-derivative liabilities	11,948	2,716	98	14,762

34 Capital management

(a) Risk management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

The Company monitors Net Debt to EBITDA ratio i.e. Net debt (total borrowings & lease liabilities net of cash and cash equivalents) divided by EBITDA (Profit before tax plus depreciation and amortization expense plus finance costs less interest income).

The Company's strategy is to ensure that the Net Debt to EBITDA is managed at an optimal level considering the above factors. The Net Debt to EBITDA ratios were as follows:

	March 31, 2024	March 31, 2023
Net Debt	921	3,365
EBITDA	10,133	7,980
Net Debt to EBITDA	0.09	0.42

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

(b) Loan covenants

Under the terms of the borrowing facilities, the Company is required to comply with certain financial covenants and the Company has complied with those covenants throughout the period.

35 Distribution made and proposed

	March 31, 2024	March 31, 2023
Cash dividends on equity shares declared and paid		
Final cash dividend paid during the year ended March 31, 2024: INR 0.65 (March 31, 2023: INR 0.85) per share	2,874	2,684
	2,874	2,684
Proposed dividends on Equity shares		
Proposed cash dividend for the year ended on March 31, 2024: INR 0.80 (March 31, 2023: INR 0.65) per share	3,537	2,874
	3,537	2,874

The Board of Directors have recommended a dividend of INR 0.80 per share (80% on an equity share of INR 1 each) for the year ended March 31, 2024. The payment is subject to approval of the shareholders of the Company at the ensuing Annual General Meeting of the Company and is not recognised as a liability as at year end.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

36 Related Party Disclosures

I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

a. Promoters / Entities with joint control over the Company

Name	Place of incorporation	Ownership interest	
		March 31, 2024	March 31, 2023
Samvardhana Motherson International Limited ("SAMIL"), (formerly Motherson Sumi Systems Limited)	India	33.43%	33.43%
Sumitomo Wiring Systems Limited	Japan	25.10%	25.10%

Other related parties (entity where control of 'entities with joint control over the Company' exists), with whom transactions have taken place during the year

- Adventure Auto Car India Limited
- AEES Inc.
- Anest Iwata Motherson Private Limited
- Calsonic Kansei Motherson Auto Products Pvt. Ltd.
- Edcol Global Pte. Limited
- Fritzmeier Motherson Cabin Engineering Private Limited
- H.K. Wiring Systems LTD,
- Kyungshin Cable Co. Ltd.
- Kyungshin Corporation, Korea
- Kyungshin Industrial Motherson Pvt. Ltd.
- Marelli Motherson Automotive Lighting India Private Ltd.
- Matsui Technologies India Limited
- Motherson (Partnership Firm)
- Motherson Air Travel Agencies Ltd.
- Motherson Auto Limited
- Motherson Bergstrom HVAC Solutions Private Limited
- Motherson Consultancies Service Limited (merged with Samvardhana Motherson International Limited during the year ended March 31, 2024)
- Motherson Innovations Tech Limited
- Motherson Invenzen XLab Private Limited (merged with Samvardhana Motherson International Limited during the year ended March 31, 2024)
- Motherson Lease Solution Limited
- Motherson PKC Harness Systems FZ-LLC
- Motherson Spirited Auto Retails India Limited
- Motherson Technology Services Limited
- MSSL (GB) Limited
- MSSL GmbH

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

26	MSSL Japan Limited
27	MSSL Korea WH Ltd
28	MSSL México, S.A. De C.V.
29	MSSL Mideast (FZE)
30	MSSL Tooling (FZE)
31	Mssl WH System (Thailand) Co.Ltd.
32	MSSL Wiring System Inc., USA
33	Nirvana Niche Products Private Limited
34	P.T .Sumi Indo Wiring Systems
35	P.T.Sumitomo Wiring System Batam Indonesia
36	PK Cables do Brasil Ltda
37	PKC Eesti AS
38	PKC Group Poland Sp. z o.o.
39	PKC Vehicle Technology (Suzhou) Co., Ltd.
40	PKC Wiring Systems Llc, Serbia
41	Radha Rani Holdings Pte Ltd
42	Saks Ancillaries Limited
43	Samvardhana Motherson Adsys Tech Limited
44	Samvardhana Motherson Auto System Private Limited
45	Samvardhana Motherson Global Carriers Limited
46	Samvardhana Motherson Health Solutions Limited
47	SE Bordnetze-Polska Sp.zo.o.
48	SEWS Components & Electronics Europe KFT.
49	SEWS-Asia Technical Center Ltd
50	SMR Automotive Systems India Limited
51	SMRC Automotive Products India Limited
52	Spirited Auto Cars (I) Limited
53	Sumi Vietnam Wiring Systems Co.,Ltd.
54	Sumiden International Trading(H.K.)Co.,Ltd.
55	Sumitomo Electric Asia Pacific Pte. Ltd.
56	Sumitomo Electric Automotive Products (Singapore) Pte.Ltd.
57	Sumitomo Electric Wiring Systems(Thailand)Ltd.
58	Sumitomo Electric Wiring Systems, Inc
59	Sumitomo Wiring Systems(U.S.A.)Inc
60	Swarn Lata Motherson Trust
61	Systematic Conscom Limited
62	Valeo Motherson Thermal Commercial Vehicle India Ltd.
63	Youngshin Motherson Auto Tech Limited

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in 36 (I) above:

Key management personnel compensation

	March 31, 2024	March 31, 2023
Short-term employee benefits	56	54
Directors commission/sitting fees	30	26
Post-employment benefits payable	19	43
Long-term employee benefits payable	6	14

Terms and conditions:

Transactions relating to sales and purchase of goods with related parties during the year are based on the price lists in force and terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

There is no significant allowance for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties. Outstanding balances are unsecured and are repayable in cash.

Transactions with related parties

S. No.	Particulars	Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
1	Sale of products	-	-	1,133	1,497	806	666
2	Sales of services	-	-	10	8	2	5
3	Purchase of goods	-	-	33,395	28,656	2,361	2,257
4	Purchase of property, plant and equipments	-	-	81	137	415	868
5	Purchase of services	-	-	685	587	497	467
6	Rent expense	-	-	3	3	42	35
7	Payment of lease liability	-	-	705	636	155	133
8	Reimbursement made of common costs (refer note 31)	-	-	945	870	-	-
9	Other reimbursement made	-	-	73	235	3	2
10	Reimbursement received	-	-	52	33	1	22
11	Contribution for CSR Activity	-	-	-	-	57	47
12	Royalty	-	-	475	395	-	-
13	Dividend paid	67	62	1,682	1,571	25	24
14	Security deposits given	-	-	20	19	57	46
15	Security deposits received back	-	-	4	-	21	41
16	Advance given	-	1	-	-	-	404
17	Advance received back	-	1	-	-	-	-

(c) Outstanding balances arising from sales / purchases of goods and services

S. No.	Particulars	Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
1	Trade payables	-	-	4,424	4,226	529	619
2	Trade receivables	-	-	12	7	183	155
3	Advances recoverable	-	-	8	7	2	5
4	Advances from customer	-	-	-	1	-	-
5	Capital advance given	-	-	-	-	-	343

(d) Loans & advances to / from related parties

S. No.	Particulars	Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
1	Security deposits given:						
	Beginning of the year / period	-	-	248	219	154	155
	Security deposit given	-	-	20	19	57	46
	Right of use created on addition	-	-	(5)	(6)	-	(7)
	Security deposits received back	-	-	(4)	-	(21)	(41)
	Interest income	-	-	19	16	0	1
	End of the year	-	-	278	248	190	154
2	Advance Given:						
	Beginning of the year / period	-	-	-	-	-	-
	Advance given	-	1	-	-	-	-
	Advance received back	-	(1)	-	-	-	-
	End of the year	-	-	-	-	-	-

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

37 Segment Information:**Description of segments and principal activities**

The Company is primarily in the business of manufacture and sale of components to automotive original equipment manufacturers.

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments. The Company has monthly review and forecasting procedure in place and CODM reviews the operations of the Company as a whole, hence there are no reportable segments as per Ind AS 108 "Operating Segments".

A. Disaggregated revenue information**i) Type of goods or services**

	For the year ended March 31, 2024	For the year ended March 31, 2023
Sales of goods	82,416	69,912
Sale of services	324	314
Other operating revenue	542	454
Total revenue from contracts with customers	83,282	70,680

	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from external customers		
India	83,258	70,581
Outside India	24	99
	83,282	70,680

	For the year ended March 31, 2024	For the year ended March 31, 2023
Timing of revenue recognition		
At a point in time	83,282	70,680
Over a period of time	-	-
Total revenue from contracts with customers	83,282	70,680

ii) Segment Assets

Total of non-current assets other than financial assets, current tax assets and deferred tax assets broken down by location of the assets is shown below:

	For the year ended March 31, 2024	For the year ended March 31, 2023
India	6,352	6,529
Outside India	-	-
	6,352	6,529

	For the year ended March 31, 2024	For the year ended March 31, 2023
iii) Capital expenditure	1,113	1,986

iv) Revenues from transactions with a single external customer amounting to 10 per cent or more of the Company's revenues is as follows

	For the year ended March 31, 2024	For the year ended March 31, 2023
Customer 1	20,633	18,318
Customer 2	12,270	10,388

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

38 Capital and Other Commitments

Capital expenditure contracted at the end of the reporting period but not recognised as liabilities is as follows:

	March 31, 2024	March 31, 2023
Property, plant and equipment		
Estimated value of contracts in capital account remaining to be executed, (net of advances of INR 11 million (March 31, 2023: INR 360 million))	585	433
Total	585	433

39 Contingent liabilities:

Claims against the Company not acknowledged as debts

	March 31, 2024	March 31, 2023
a) Excise, Customs, sales tax, service tax and goods & services tax matters	361	73
b) Claims made by workmen	28	24

a) The Company has assessed that it is only possible but not probable that outflow of economic resources will be required.

40 Disclosure of ratios as required under Schedule III of the Companies Act, 2013

	March 31, 2024	March 31, 2023	% Change	Remarks
(a) Current ratio (in times) [Current assets / Current liabilities]	1.94	1.66	16.7%	#
(b) Debt equity ratio (in times) [Total Debt / Total Equity] Total Debt = Long term borrowing including current maturities + short term borrowing + Lease liabilities	0.15	0.28	-44.8%	The ratio has improved on account of reduction in bank borrowing as well as lease liabilities in the current year as compared to previous year.
(c) Debt service coverage ratio (in times) [(Net Profit after taxes + Non cash operating expenses) / (Interest & Lease Payments + Principal Repayments)]	8.74	6.69	30.7%	The ratio has improved mainly on account of increase in amount of profit after tax in the current year as compared to previous year.
(d) Return on Equity ratio (in times) [Net Profits after taxes / Average Total Equity]	0.42	0.40	6.6%	#
(e) Inventory turnover (in times) [Cost of goods sold / Average inventory]	4.64	4.27	8.7%	#
(f) Trade Receivable Turnover (in times) [(Gross credit sales - Sales return) / Average trade receivables]	9.76	9.62	1.4%	#
(g) Trade Payable Turnover (in times) [(Gross credit purchases - Purchase return) / Average trade payable]	5.83	5.27	10.6%	#

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in INR Million, unless otherwise stated)

	March 31, 2024	March 31, 2023	% Change	Remarks
(h) Net Capital Turnover (in times) [(Total sales - Sales return) / (Current assets - Current liabilities)]	7.20	8.28	-13.0%	#
(i) Net profit margin (%) [Net Profit / (Total sales - Sales return)]	7.7%	6.9%	11.2%	#
(j) Return on Capital Employed (%) [Earnings before interest and tax / Average Capital Employed] Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	47.6%	43.5%	9.4%	#
(k) Return on Investment [Interest (Finance Income) / Investment]	not applicable	not applicable		Not applicable since the Company has no investment

*Remarks are in accordance with the requirements, changes in ratios of more than 25% as compared to previous year have been explained

41 Contract balances

Table below provides information on revenue recognised from :

	March 31, 2024	March 31, 2023
Amounts included in contract liabilities at the beginning of the year	253	149

The table below represents summary of contract assets and liabilities relating to contracts with customers:

	March 31, 2024	March 31, 2023
Trade Receivables (refer note 5)	8,959	8,004
Contract liabilities (refer note 20)	269	295

42 Leases

The Company assesses each lease contract and if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration, the Company recognises the right to use assets and lease liabilities for those lease contracts except for short-term lease and lease of low-value assets.

The Company has leases for land, premises and vehicles. These lease arrangements for land/premises are for a period upto 5-10 years, and vehicles are for a period upto 5 years. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

	March 31, 2024	March 31, 2023
Current lease liabilities	737	634
Non-current lease liabilities	1,768	2,274
	2,505	2,908

Amount recognised in statement of profit and loss during the year on account of Ind AS 116

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on lease liabilities (included in finance cost)	226	199
Depreciation of right of use assets	752	695
Total outflow for leases	873	770
Other items included in statement of profit and loss during the year:		
Short term and low value lease payments	147	162
The maturity analysis of lease liabilities is disclosed in note 33.		

43 Other Statutory Information

- (i) There are no transactions with companies that are struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- (ii) There are no proceeding that has been initiated or pending against the Company for holding any Benami property under the The Benami Transactions (Prohibition) Act, 1988 and rules thereunder.
- (iii) The Company does not have any charges or satisfaction that is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (viii) The Company is not declared wilful defaulter by any bank or financial institution or other lender.

44 Dues to micro and small enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

	March 31, 2024	March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1	0
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0	0
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	140	79
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	2	1
Further interest remaining due and payable for earlier years	-	-

45 The Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same were operating throughout the year for all relevant transactions recorded in the softwares, except that audit trail feature is not enabled at the database level insofar as it relates to one accounting software and the same has been enabled subsequent to the year end. Further there was no instance of audit trail feature being tampered with respect to the accounting softwares.

46 Amounts appearing as zero "0" in the financial statements are below the rounding off norm adopted by the Company.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005
per **PANKAJ CHADHA**
Partner
Membership No.: 091813

Place: Gurugram
Date: May 16, 2024

For and on behalf of the Board of
Motherson Sumi Wiring India Limited

V.C. SEHGAL
Chairman
DIN: 00291126

Place: New Delhi
Date: May 16, 2024

POOJA MEHRA
ICSI Membership
No: F5088

Place: Noida
Date: May 16, 2024

ANURAG GAHLOT
Whole-time Director/
Chief Operating Officer
DIN: 09455743
Place: Noida
Date: May 16, 2024

MAHENDER CHHABRA
Chief Financial Officer

Place: Noida
Date: May 16, 2024





Motherson Sumi Wiring India Limited

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra

CIN: L29306MH2020PLC341326

Phone: +91 022 61354800; Fax: +91 022 61354801

Corporate Office: 5th Floor, Plot No. 1, Sector-127, Noida- Greater Noida Expressway, Noida- 201301 (Uttar Pradesh)

Phone: +91 120 6679500; Fax: +91 120 2521866;

E-mail: investorrelations@mswil.motherson.com; Website: www.mswil.motherson.com

NOTICE

NOTICE is hereby given that the 4th (fourth) Annual General Meeting ('AGM') of Motherson Sumi Wiring India Limited ("**MSWIL**" or "**Company**") is scheduled to be held on **Thursday, 29th day of August 2024 at 2.30 P.M. (IST)** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") following the operating procedures (with requisite modifications as may be required) referred in General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India, ("**MCA Circulars**") to transact the following business(s):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Re. 0.80 (Eighty Paise only) per share on equity shares for the financial year ended March 31, 2024 as recommended by the Board of Directors of the company.
3. To appoint a Director in place of Mr. Anurag Gahlot (DIN-09455743), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2024-25 as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants (Firm Registration No. 101394 with the Institute of Cost Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors, pursuant to the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2024-25, amounting upto INR 1,100,000 (Indian Rupees One Million One Hundred Thousand only) plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, for approval for entering into Related Party Transactions with Sumitomo Wiring Systems Limited, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of SEBI Listing Regulations, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / agreement(s) / arrangement(s) / transaction(s), between the Company and Sumitomo Wiring Systems Limited for the transactions as stated below:

- Purchase of goods and wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipment & Machines and capital spares/tools/jigs/fixtures etc;
- Sale of wiring harness and its components and services;
- To avail Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness;
- To avail various support services by the company towards engineering services, design and development and software etc;

up to such extent and on such terms and conditions as specified in the Explanatory Statement annexed to this Notice, subject to such transactions being undertaken on an arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and are hereby authorised, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by the Company, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable by the Board, in order to give effect to this Resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, for approval for entering into Related Party Transactions with Samvardhana Motherson International Limited (formerly Motherson Sumi Systems Limited) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“**the Act**”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions of SEBI Listing Regulations, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / agreement(s) / arrangement(s) / transaction(s), between the Company and Samvardhana Motherson International Limited (formerly known as Motherson Sumi Systems Limited) (“**SAMIL**”) for the transactions as below:

- purchase of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and capital spares / tools / jigs etc;
- sale of wiring harness and other parts and/or components and/or services and capital items thereof;
- To take on lease, sub-lease, license or sub-license properties / land in addition to premises taken on leases earlier for manufacturing units and other office premises and security deposits for properties on rent;
- To avail various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support , Travel Management and infrastructure support etc;
- To avail various management services, including management support and advice, local relationships and ground level assistance.

up to such extent and on such terms and conditions as specified in the Explanatory Statement annexed to this Notice, subject to such transactions being undertaken on an arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and are hereby authorised, to execute, deliver and perform such agreements, contracts, deeds and other documents on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) to be undertaken by the Company, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable by the Board, in order to give effect to this Resolution.”

7. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution for Continuation of appointment of Mr. Vivek Chaand Sehgal (DIN: 00291126), Chairman of the Company as Non-Executive and Non-Independent Director of the Company, as an Ordinary Resolution.**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (‘the Act’) read with Regulation 17(1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the SEBI Listing Regulations’) (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the company, consent of the Members of the company be and is hereby accorded for continuation of appointment of Mr. Vivek Chaand Sehgal (DIN: 00291126), (designated as Chairman), as Director of the Company for a period of 5 (five) years effective from April 1, 2024 and shall be not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and are hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

By order of the Board of
Motherson Sumi Wiring India Limited

Place: Noida, Uttar Pradesh
Date: July 26, 2024

Pooja Mehra
Company Secretary
Membership No.: FCS 5088

Registered Office Address:
Unit 705, C Wing, ONE BKC
G Block, Bandra Kurla Complex Bandra East,
Mumbai, Maharashtra – 400051.

Notes:

1. A statement under Section 102 of the Companies Act, 2013 (“**the Act**”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) concerning the business under Item Nos. 4-7 of the Notice is annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), physical attendance of the Members to the Annual General Meeting (“**AGM**”) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus the attendance slip is not attached to this notice.
3. Details required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 36 of SEBI Listing Regulations including brief profile of Director seeking appointment/re- appointment, are annexed hereto.
4. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this AGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS- 2411; CP-1509) has been appointed as the Scrutinizer for the e-voting process in a fair and transparent manner.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend the AGM 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 its registered email address to support@dpgupta.com with a copy marked to investorrelations@mswil.motherson.com.
7. In case of joint holders attending the meeting, the Members 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.
8. Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.

9. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first- come first-served basis. The limit of 1000 members will not include large Shareholders (Shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come first-served basis.
10. Register of Members and Share Transfer Books of the Company will be closed from Friday, August 16, 2024 till Thursday, August 22, 2024 (both days inclusive) for the purpose of AGM and payment of dividend for the Financial Year ended March 31, 2024.
11. In terms of the provisions of the Income Tax, 1961 (as amended by the Finance Act, 2020) dividend paid or distributed by a company on or after April 1, 2020 is taxable in the hands of the shareholders. The Company is, therefore required to deduct tax at source (“TDS”) at the time of payment of dividend. The Company vide an e-mail dated July 11, 2024 communicated to shareholders regarding deduction of TDS on dividend and procedure for submission of documents for tax rate determination/ deduction. In case of any query, the shareholders may reach out to KFin Technologies Limited (Formerly KFin Technologies Private Limited) at einward.ris@kfintech.com. or to the Company at investorrelations@mswil.motherson.com
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, change of e-mail address, contact numbers etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Share Transfer Agent, M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited) to provide efficient services.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - (a) For shares held in electronic mode: to their Depository Participants (DP)
 - (b) For shares held in physical mode: to the Company / Registrar and Share Transfer Agent in prescribed Form ISR- 1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, format(s) of which are available on website of the Company at <https://www.mswil.motherson.com/performance/investors/shareholder-information> .

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at www.mswil.motherson.com and on the website of Registrar and Share Transfer Agent at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_downloadhrd
15. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY 2023-24 will also be available on the Company’s website www.mswil.motherson.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (agency for providing the remote e-voting and e-voting facility) at www.evoting.nsdl.com.
16. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Register of contracts or arrangements in which directors are interested will be produced at the commencement of AGM and remain open and accessible during the continuance of the AGM to any person attending meeting through VC/OAVM.
18. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the AGM and accessible to the persons attending the AGM through VC/OAVM.
19. The AGM is being held by VC/ OAVM in compliance with MCA Circulars. Since AGM will be held through VC/OAVM route map of the venue of AGM is not annexed herewith and the venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript shall also be made available on the website of the Company.

20. Voting by Electronic Means

- a. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“**SS-2**”), the Company has provided to the members with a facility to exercise their voting right at the Annual General Meeting (“**AGM**”) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM (“**remote e-voting**”) will be provided by NSDL. The facility of voting through e-voting / insta poll will also

be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to cast their vote again.

- b. **The remote e-voting period begins on Monday, August 26, 2024 at 0900 Hours (IST) and ends on Wednesday, August 28, 2024 at 1700 Hours (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., August 22, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. August 22, 2024.

- c. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

Type of shareholders	Login Method
	<p>services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR</p>

Type of shareholders	Login Method
	<p>code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886- 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 -21- 09911</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sgsdel@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of evoting@nsdl.com or call on.: 022 – 4886-7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@mswil.motherson.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@mswil.motherson.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@mswil.motherson.com. Such shareholders must register their request on or before, August 25, 2024 with the Company.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@mswil.motherson.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.com or call on toll free no.: 022 – 4886-7000.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 4 TO 7 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

ITEM NO. 4

The Company is required, under the provisions of Section 148(3) of the Companies Act, 2013 (“the Act”), read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, to have the audit of its cost records conducted by a cost accountant in practice.

Pursuant to Section 148(3) of the Act read with Rules 14 of Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.R. Vyas and Associates, Practicing Cost & Management Accountants within the meaning of the Cost and Work Accountants Act, 1959 (Firm Registration Number 101394 with Institute of Cost Accountant of India), as the cost auditors of the Company to conduct audit of cost records of the Company relating to the products mentioned below across various segments, for the financial year 2024-25.

In terms of the provisions of section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, ratification by the members is sought for the remuneration of INR 1,100,000 (Indian Rupees One Million One Hundred Thousand only) payable to the Cost Auditors for the financial year ending March 31, 2025 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice. The fees proposed by the Board of Directors on the recommendation of the Audit Committee, considering the work involved, size of the Audit team, frequency of Audit and time involved.

The Board recommends an Ordinary Resolution set forth in Item No. 4 of the Notice for approval of Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the resolution.

ITEM No. 5

Prior to the effectiveness of the Scheme of Demerger of Domestic Wiring Harness Division into the company in 2022, Samvardhana Motherson International Limited (SAMIL) and Sumitomo Wiring Systems Limited (SWS) had entered into a technical assistance agreement, in relation to the DWH Business. Further SAMIL had been purchasing and selling wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipments & Machines, printer & spares to and / from Sumitomo Wiring Systems Limited (SWS). The Company needs to enter into Related Party Transactions with SWS for continuance of its transactions with SWS as done prior to Demerger from Domestic Wiring Harness Division.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Sixth Amendment) Regulations, 2021 (“**LODR Amendment Regulations**”) all Material Related Party Transactions with Related Parties exceeding the materiality threshold as laid down in the LODR Amendment Regulations, shall require approval of the shareholders through resolution, with validity of such Material Related Party Transactions approved at the Annual General Meeting, as per the LODR Amendment Regulations, being up to next Annual General Meeting and for a period not exceeding fifteen months.

The members may note that the aforesaid transaction(s) with SWS are on an arm’s length basis and in an ordinary course of business. Further, terms and conditions of aforesaid transaction(s) be consistent with basis on which transaction(s) are entered into with unrelated parties. The aforesaid transaction(s) does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company

In view of the above, company is seeking approval of the Related Party Transactions with SWS as part of the business carried out by Domestic Wiring Harness division of the company. The objective of the proposed related party transactions is to ensure post Scheme continuity of economies of scale thereby bringing efficiencies for the Company. Policy on the Related Party Transactions (RPT) as adopted by the Company and amended from time to time by the board of directors is disclosed on the website of the Company and the same is followed while entering into transactions with related parties.

The brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under:

Particulars	Information
Name of the Related Party and nature of Related Party	Sumitomo Wiring Systems Limited (SWS), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	<p>Transactions will involve:</p> <ol style="list-style-type: none"> 1. Purchase of goods and wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipment & Machines and capital spares/tools/jigs/fixtures etc; 2. Sale / supply of wiring harness and other parts and/or components thereof and services ; 3. Availing Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness 4. Availing various support services by the company towards design and development, engineering services <p>The transactions will be at an arm’s length basis and in the ordinary course of business. Other Terms and Conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>

<p>Rationale of the Transaction</p>	<p>Prior to the effectiveness of the Scheme in 2022, SAMIL and SWS had entered into a technical assistance agreement, in relation to the DWH Business (<i>as defined under the Scheme</i>). Further SAMIL had been purchasing and selling wiring harness components including Wire, Metal Tape and other components, purchase of Child parts of wiring harness components and moulds and purchase of Equipments & Machines, printer & spares to and/from SWS.</p> <p>Separately, keeping in view such criticality of the transactions to be undertaken by Company with SWS (as explained above), the members may note that the members of SAMIL in its Extra Ordinary General Meeting (EGM) held on April 29, 2021, <i>inter- alia</i>, had approved, on behalf of the Company, related party transactions, for prescribed period on specified terms and conditions, to be entered into between SWS and Company and such Related Party Transactions were also approved by the shareholders of the company in the Annual General Meeting (AGM's) of the Company held in the year 2022 and 2023.</p> <p>The objective of the proposed related party transactions was to ensure post Scheme continuity of economies of scale thereby bringing efficiencies for the Company. These transactions will ensure continuity to existing operations and they are in the best interest of both, Company as well as SWS.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier. However, the agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.</p>
<p>Pricing and Financial Arrangements</p>	<p>Pricing for products/ services will be based on an arm's-length transfer price established by the parties.</p>

The members may note that pursuant to Regulation 23 of the SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, the other non-material related party transaction(s) to be entered by the Company with its related parties on arm's length basis and in ordinary course of business shall be continued to be reviewed and / or approved by the Audit Committee and / or the Board of Directors of the Company.

The Audit Committee and the Board of Directors of the Company have approved and consented to seek shareholders' approval for the said related party transactions. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material related party transactions under the SEBI Listing Regulations. Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 5 to this notice.

Mr. Norikatsu Ishida and Mr. Yuichi Shimizu are the Nominee Directors of SWS in the company. Accordingly, above directors may be deemed to be concerned in the enabling resolution. Except to the extent mentioned hereinabove, none of the other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution under Item No.5.

An extract of key commercial terms for above related party transaction(s) is summarised below for ease of reference:

Sl. No.	Particulars	Proposed monetary limits (Amount in INR Millions)	% to the audited turnover of FY 23-24 (previous year)	FY24 quantum in (INR million)	Basis
1	Purchase of components & capital items	8,000	9.61	5374.45	Proposed limits are forecasted based on company estimates, sourcing/localisation of wires and components, etc and fluctuation of currency.
2	Sales of components and services	30	0.04	15.42	
3	Technical support services	725	0.87	475.31	
4	Design/development and other Support Services	75	0.09	28.57	

The above limits have been calculated on Annualised basis and shall get adjusted pro-rata depending upon gap between two Annual General Meetings.

Item No. 6

The Company is proposing to continue Related Party Transactions with Samvardhana Motherson International Limited ('**SAMIL**') (formerly as Motherson Sumi Systems Limited ('**MSSL**'). SAMIL has, over the years, developed an in-house value chain of products through various backward integration initiatives which give it a distinct cost advantage. Therefore, it is critical for the Company to leverage the in-house value chain of products of SAMIL to provide it with a distinct cost advantage, which is instrumental to the future performance of the Company and are required to manufacture/assemble the wiring harness product as required by the original equipment manufacturers. Similarly, SAMIL sources wherever necessary from the company leverages Company's cost-efficient

procures wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components.

Keeping in view criticality of such Related Party Transactions, the said transactions were approved by the shareholders of the company in the previous Annual General Meeting (AGM's) of the Company held in the year 2022 and 2023.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Sixth Amendment) Regulations, 2021 ("LODR Amendment Regulations") all Material Related Party Transactions with Related Parties exceeding the materiality threshold as laid down in the LODR Amendment Regulations, shall require approval of the shareholders through resolution, with validity of such Material Related Party Transactions approved at the Annual General Meeting, as per the LODR Amendment Regulations, being up to next Annual General Meeting and for a period not exceeding fifteen months. The amended provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") defines a "material related party transaction" as transaction to be entered into individually or taken together with previous transactions during a financial year by the Company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity.

The Policy on the Related Party Transactions (RPT) as adopted by the Company and amended from time to time by the board of directors is disclosed on the website of the Company and the same is followed while entering into transactions with related parties.

In view of all the above, the Company is seeking approval of the Related Party Transactions with Samvardhana Motherson International Limited (SAMIL). The brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under:

6 (a) purchase of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and capital spares / tools / jigs etc

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	<p>The transactions are in relation to sale / supply of various goods or materials, Wire, Metal Tape and other components, Child parts of wiring harness components and moulds, Equipment & Machines and capital spares/tools/jigs etc. which are used to manufacture/ assemble wiring harnesses, as required by company</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers' requirements.</p>
21 Page	The transactions will be at an arm's length basis and in the ordinary course of business. Other Terms and

	<p>Conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>
<p>Rationale of the Transaction</p>	<p>SAMIL over the years has developed an in house capability of manufacturing various products including certain child parts required in the manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby giving wiring harness business a distinct advantage.</p> <p>The domestic wiring harness business of SAMIL has been demerged into and with the company. The Company continues to have various interdependencies with SAMIL and sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components (in-house value chain) which are required to manufacture/assemble the wiring harness product as required by the original equipment manufactures(“OEMs”) from SAMIL. Company also procures certain capital items as required for its business from other divisions of the Company.</p> <p>The above transactions will benefit the company for its continued business and ensure that benefit of group in- house value chain continues to be available to company , at Arm’s length prices.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement sought will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost- benefit. The agreement for this transaction contain termination provisions in line with long term commercial contracts of this nature.</p>
<p>Pricing and Financial Arrangements</p>	<p>Pricing for products will be based on an Arm’s length transfer price established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and trading margins as applicable for different activities based on transfer pricing principles.</p>

6 (b) sale of wiring harness and other parts and/or components and/or services and capital items thereof;

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	<p>The transactions are in relation to the sale to SAMIL of various goods or materials, including the sale of components of wiring harness, wiring harness and capital items required for manufacturing as well as provision of certain services.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., <i>inter-alia</i>, to meet the customers' requirements.</p> <p>The transactions will be at an arm's length basis and in the ordinary course of business. Other Terms and Conditions of the transaction(s) are consistent with the basis on which transaction(s) are entered into with unrelated parties.</p>
Rationale of the Transaction	<p>The domestic wiring harness business of company is presently the leading wiring harness supplier for the OEMs in India. It is a supplier of choice for several OEMs due to its long standing relationship and quality customer centricity.</p> <p>SAMIL require wiring harness and components for supply to and manufacturing/ assembly of the final product. The company supplies wiring harness and components in its Ordinary Course of Business (some of which may be sourced by the company from outside suppliers) to SAMIL at Arms length price.</p>
Duration of the proposed transactions	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, the arrangement between the companies will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost-benefit. The agreement for this transaction contain termination provisions in line with long term commercial contracts of this nature</p>

Pricing and Financial Arrangements	<p>With respect to the ongoing models/programs for the supply of wiring harness by company, the pricing and financial arrangements will be as per existing terms (which are on an arm's length basis / comparable terms).</p> <p>In respect to the future business, the prices are to be mutually decided basis negotiations based on comparable terms from third party supplier and/or customer target price decided at the time of award of contract by OEMs.</p>
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6 (c) To take on lease, sub-lease, license or sub-license properties / land in addition to premises taken on leases earlier for manufacturing units and other office premises and security deposits for properties on rent;

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material Terms and particulars of the contract or arrangement	<p>The transaction involves leasing/ sub- leasing of various immovable properties owned/leased by SAMIL on which manufacturing or for office premises of the company are/will be situated or will be taken on lease by company from SAMIL.</p> <p>The Company has entered into/will be entering into agreements to take such properties/additional properties on lease.</p> <p>Further, MSWIL proposes to expand its operations through 4-5 new plants in FY 2024-25 which are being contemplated to come in Pune, Maharashtra and Navagam, Gujarat. Location of other Plants will be decided based on customer requirements. Lease for new plants shall be entered into at Arm's Length at the time of handing over of plants by SAMIL to MSWIL to carry on manufacturing operations.</p> <p>Area for the properties taken on lease may change in future considering the expansion and other business requirements. In case of change in leased area, the rental will vary and such change in rental will be supported by an independent third-party report on an arm's length justification with necessary process documentation.</p> <p>The monthly rents and other terms & conditions such as percentage increase, security deposits are determined basis fair rental value estimates by third party independent valuer at the time of entering into transactions and the same shall be followed for future arrangements and fair value of the new property(ies)</p>

<p>Rationale of the Transaction</p>	<p>The domestic wiring harness business demerged by SAMIL into the Company, <i>inter-alia</i>, consists of various manufacturing units and offices located in Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Rajasthan, Uttarakhand and Tamil Nadu.</p> <p>The land and building of such manufacturing and offices units are originally owned and/or leased in name of SAMIL. Many of the factories pertaining to the domestic wiring harness business are on long term leases taken from government authorities / industrial parks.</p> <p>Further, as part of the Scheme, it was decided that SAMIL will continue to retain immovable assets and company will work on an asset light model for domestic wiring harness business.</p> <p>Accordingly, all such manufacturing units and offices have been leased / sub-leased to company by SAMIL including additional lease . Further since company proposes to expand its operations through 4-5 new plants in FY 2024-25 based on customer requirements such requirements will be met by lease/sublease of manufacturing units to company by SAMIL.</p>
<p>Duration of the proposed transactions</p>	<p>Considering continuity of business perspective as approved earlier also by shareholders of SAMIL on behalf of the company, the agreement for these lease / sub-lease will be on long term lease which will be for a period of 10 years from effective date with a lock-in of 5 years during which, neither party shall be entitled to terminate the agreement.</p> <p>Prior to entering into of Scheme of Demerger, the members of SAMIL in its EGM held on April 29, 2021 had approved this Related Party Transactions for a period of 10 years covering inter alia any new areas to be which may be added within the limit and areas of manufacturing unit(s) may change in future considering expansion and other business requirements. Members of Company had also approved such Related Party Transactions in the last AGM's held in the year 2022 and 2023.</p> <p>The agreements contain termination provisions, applicable post the expiry of lock-in period, in line with long term commercial contracts of this nature.</p> <p>The leases will remain effective till 10 years from the date of approval taken from shareholders of SAMIL prior to demerger.</p>
<p>Pricing and Financial Arrangements</p>	<p>To ensure that the fair value of Lease Rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an independent valuer was appointed to carry out independent studies and basis the report from independent valuer the lease rentals together</p>

	with security deposits and annual escalations have been worked out in the respective lease agreements.
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6 (d) To avail various functional support services towards design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support , Travel Management and infrastructure support etc;

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	The agreement includes providing of functional support in the areas of accounting, human resource, consulting, procurement services, design and development services for product and process, engineering services, finance, logistics, information technology support, infrastructure support and other professional and support services by SAMIL to company and sharing of manpower and resources. The services will include current and future services. The transactions will be at an arm's length basis.
Rationale of the Transaction	<p>A. Functional Services to be provided by SAMIL</p> <p>SAMIL has a central team for the wiring harness business operating out of India {(MSWIL doing domestic business and Non Domestic Wiring Harness Business (referred to as SAMIL - NDWH))} for key functions across all the plants, such as:</p> <ul style="list-style-type: none"> • Finance, Procurement, logistics, human resource services and other common services. • Design and development and Information technology teams. • Supplier qualification, quality assurance and validation of new parts etc. • Process and product engineering teams <p>These services are being shared between MSWIL and SAMIL- NDWH at cost.</p>

	<p>B. Others</p> <p>Further, there are certain services such as corporate taxation, legal, internal audit and other corporate services are rendered by SAMIL to all the group companies including MSWIL.</p> <p>The key rationale for undertaking these arrangements is to avoid duplication of resources thus making both the businesses, i.e., the businesses of SAMIL and company, cost-efficient.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, these arrangements will be on a non-exclusive basis and therefore the parties would be free to enter into similar contracts with other parties if there is an associated cost- benefit.</p>
<p>Pricing and Financial Arrangements</p>	<p>A. Functional Services to be provided by SAMIL</p> <p>Costs of common resources shall be allocated between the company and SAMIL, based on either</p> <ol style="list-style-type: none"> 1. Revenues; or 2. Any other applicable metric as may be considered appropriate where revenue- based allocation may not be feasible. <p>For removal of doubts, it is clarified that in case any of cost, which is to shared between MSWIL and SAMIL NDWH, is incurred by MSWIL, the same is recovered on the same basis as above and the shared costs as disclosed are net, as are borne by MSWIL.</p> <p>B. For Others</p> <p>Pricing to be governed by the following principles:</p> <ol style="list-style-type: none"> 1. In case of any trading activities, there will be a mark-up on an arm's length basis; or 2. In-house developed solutions / services will be priced at comparable levels to market prices

6 (e) To avail various management services, including management support and advice, local relationships and ground level assistance.

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company
Nature, material terms and particulars of the contract or arrangement	The transaction shall involve provision of various management services by SAMIL to company including management support and advice, local relationships and ground level assistance. The transactions will be at an arm's length basis.
Rationale of the Transaction	<p>SAMIL and SWS had originally entered into a Technical Assistance Agreement dated December 20, 1986 for the manufacture of wiring harness and components. The technical assistance and grant of license were, <i>inter-alia</i>, to manufacture and sell wiring harness and its components by using technical information, know-how and technical assistance from SWS including design & development fee, software computer maintenance fee, technician absence fee etc. The said technical assistance has been extended from time to time and new products been included as per the requirements of the customers. Since these agreement(s) were in relation to the domestic wiring harness business, these stands transferred and vested into company consequent to the demerger. Further, the domestic wiring harness business of company benefits from the management guidance and support of the management of SAMIL.</p> <p>The contribution of SAMIL in terms of management support and advice and other such incidental aspects is crucial to the growth and development of domestic wiring harness business of company and domestic wiring harness business requires continuous and ongoing management support and advice from the SAMIL, even after the demerger.</p> <p>Accordingly, SAMIL will continue to provide strategic guidance and management support from operational and local relationships perspective to company.</p>
Duration of the proposed transactions	<p>The duration of this arrangement will be upto next Annual General Meeting or for a period not exceeding fifteen months from the date of present Annual General Meeting, whichever is earlier.</p> <p>However, the agreement for this transaction contains termination provisions in line with long term commercial contracts of this nature.</p>

Pricing and Financial Arrangements	<p>For Management Services to be provided by SAMIL to company, the arrangement will have identical commercial terms / parameters as of the technical services agreement with Sumitomo Wiring Systems Ltd., Japan which has been transferred to company as a part of the Scheme.</p> <p>All agreement(s)/ arrangement(s) will be at an arm's length basis.</p>
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The members may note that pursuant to Regulation 23 of the SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, the other non-material related party transaction(s) to be entered by the Company with its related parties on arm's length basis and in ordinary course of business shall be continued to be reviewed and / or approved by the Audit Committee and / or the Board of Directors of the Company.

The members may note that the aforesaid transaction(s) with SAMIL are on an arm's length basis and in an ordinary course of business. Further, terms and conditions of aforesaid transaction(s) be consistent with basis on which transaction(s) are entered into with unrelated parties. The aforesaid transaction(s) does not relate to any loans, inter-corporate deposits, advances or investments made or given by the Company

The Audit Committee and the Board of Directors of the Company have approved and consented to seek shareholders' approval for the said related party transactions. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length, they qualify as material related party transactions under the SEBI Listing Regulations. Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 6 to this notice.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter and Director of SAMIL. Mr. Laksh Vaaman Sehgal, Director and Promoter of the Company and relative of Mr. Vivek Chaand Sehgal is also Promoter and Director of SAMIL. Accordingly, above promoter directors and/or their nominees/relatives may be deemed to be interested in the enabling resolution, to extent of their common directorship and shareholding in the related parties. Except to the extent mentioned hereinabove, none of the other Directors and/or Key Managerial Personnel(s) or their relatives are in any way concerned or interested in the resolution.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the aforesaid resolution under Item No. 6.

The monetary value for above related party transaction(s) is summarised below:

Sl. No.	Particulars	Proposed monetary limits (Amount in INR Millions / % to revenue)	% to the audited turnover of FY 23-24)	FY 24 quantum in million INR	Basis
6(a)	purchase of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and capital spares / tools / jigs etc.	38,000	45.63	27,522*	Proposed limits are forecasted based on company estimates, consideration of fluctuation of copper prices, localisation of wires and components, etc.
6(b)	sale of wiring harness and other parts and/or components and/or services and capital items thereof	2100	2.52	1,128	
6(c)	i) Lease /Sub-lease Arrangement	1000	1.20	708	The actual amount may vary on account of changes in lease area of existing /new properties as well as basis escalation of 5% per annum, as determined by the independent valuer in their fairness opinion. The amount of security deposit made by the company under the lease/sub lease contract is Rs. 325 Million as on

					March 31, 2024. Amount of Security Deposit shall vary in accordance with any changes/new leases entered into by the company.
	(ii) Security deposit given	95	0.1%	20	On actual / arms' length basis for new properties to be rent out during the year.
6(d)	Functional Support Services	1529	1.84	1,135	On Actuals/Arms Length Basis .
6 (e)	Management Services	725	0.87	475	On Actuals/Arms Length Basis .

The above limits have been calculated on Annualised basis and shall get adjusted pro-rata depending upon gap between two Annual General Meetings.

ITEM NO. 7

Continuation of appointment of Mr. Vivek Chaand Sehgal (DIN: 00291126) as Non-Executive and Non-Independent Director

The Members may note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Mr. Vivek Chaand Sehgal was appointed as the Director of the Company w.e.f. July 02, 2020 not liable to retire by rotation and presently he is the Chairman of the Board of the Company.

Accordingly, pursuant to the amended provisions of Regulation 17(1D), the Board of Directors at its meeting held on July 26, 2024, upon recommendation of the Nomination and Remuneration Committee approved continuation of Mr. Vivek Chaand Sehgal as the Director of the Company for a period of five (5) years effective from April 1, 2024 and shall not be liable to retire by rotation.

Mr. Vivek Chaand Sehgal has played a pivotal role as the director of the Company. Mr. Sehgal, aged 67 years, is the Chairman of the Company. Mr. Sehgal established Motherson in 1975 together with his mother and ventured into the manufacturing sector in 1977 with a cable and wire manufacturing unit. Mr. Sehgal has been instrumental in the

expansion of Motherson into a group that employs approximately 190,000 people across 400 facilities in 44 countries. His visionary approach has led to numerous successful joint ventures and acquisitions, with the Group currently having multiple partners across various product ranges and a total of 43 successful acquisitions.

Mr. Sehgal has always stressed the importance of diversification, resulting in Motherson's wide-ranging product portfolio, which now includes wiring harnesses, rearview mirrors, integrated plastic modules, lighting systems, and various other modules and components. The Group has grown to become a major global supplier of rearview mirrors and the leading supplier of polymer modules in Europe. Additionally, it is a prominent supplier of wiring harnesses for heavy-duty commercial vehicles in the American and European markets and holds market-leading positions in most product verticals in India.

Throughout his career, Mr. Sehgal has received numerous awards and accolades, including his induction into the Automotive Hall of Fame (AHF) for 2024, being named Ernst & Young's 'Entrepreneur of the Year 2016, India', and Business Standard's 'CEO of the Year 2015', among others.

The directors believe that Mr. Sehgal's continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of above and after consideration of performance of Mr. Sehgal over past years and on recommendation of the Nomination and Remuneration Committee, the Board, subject to approval of the Members, approved continuation of Mr. Vivek Chaand Sehgal as the Director of the Company for a period of 5 (five) consecutive years effective April 1, 2024 and shall not be liable to retire by rotation. Further, Mr. Sehgal will be designated as a non-executive and non-independent director of the Company.

Considering above, the Board recommends continuation of Mr. Sehgal, as the Director and a director on the Board of the Company by way of Ordinary Resolution as set out in Item no 7 of this Notice.

The details of Mr. Vivek Chaand Sehgal as required under Secretarial Standard – 2 and Regulation 36 of the SEBI Listing Regulations, as applicable, are provided in 'Annexure I' to the Notice.

Save and except Mr. Vivek Chaand Sehgal and Mr. Laksh Vaaman Sehgal son of Mr. Vivek Chaand Sehgal, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of
Motherson Sumi Wiring India Limited

Date: July 26, 2024
Place: Uttar Pradesh

Pooja Mehra
Company Secretary
Membership No-FCS 5088

Registered Office Address

Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra-400051

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of Director	Mr. Anurag Gahlot	Mr. Vivek Chaand Sehgal
Director Identification No.	09455743	00291126
Age	25/07/1974 (50 Years)	28/09/1956 (67 Years)
Date of first Appointment on the Board	28/01/2022	02/07/2020
Qualification	Diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh,	Graduate in Commerce
Nature of expertise in specific Functional area	He has over 29 years of experience in the automobile sector.	Under the leadership and direction of Mr. Vivek Chaand Sehgal, Chairman of the Company, Motherson has evolved as a leading full system sustainable solutions provider to the global automotive industry. The Group is ranked among the top 25 global automotive suppliers. Mr. Sehgal's visionary ability to sight opportunities for the benefit of the Group, be it in the form of joint ventures, acquisitions, expansion of existing businesses, development of emerging business markets is remarkable. Today the Group has multiple partners for its various product ranges and has 43 successful acquisitions to date. Mr. Vivek Chaand Sehgal spends extensive time and contribute significantly to provide strategic guidance <i>inter-alia</i> for expanding and enhancing business, profitability, capacity enhancement, fostering

		relationship with customers/suppliers, to drive growth and competitive advantage. Further, his involvement and connect with the employees is instrumental in keeping them motivated right up to the shop floor.
Remuneration last drawn from Company (in ₹)	INR 18,124,058	Nil
Remuneration sought to be paid	Nil	Nil
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation	To be re-appointed as Director of the Company for a period of 5 years effective April 1, 2024.
Number of Board Meetings attended during the year	6	6
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	Mr. Vivek Chand Sehgal is father of Mr. Laksh Vaaman Sehgal.
Membership/ Chairmanship of the Committee of the Company	1. Corporate Social Responsibility Committee 2. Risk Management Committee 3. Sustainability Committee	Corporate Social Responsibility Committee-Chairman
Directorship held in other companies	MSSL Ireland Pvt. Limited	Mr. Vivek Chand Sehgal holds directorship in following companies 1. Motherson Techno Tools Limited 2. Fritzmeier Motherson Cabin Engineering Pvt Limited. 3. MSSL Mauritius Holdings Limited. 4. Samvardhana Motherson Holding (M) Private Limited. 5. Motherson Electrical Wires Lanka Pvt. Ltd. 6. MSSL Mideast (FZE) 7. MSSL (S) Pte. Ltd.
34 Page		

8. MSSL (GB) Ltd.
9. Global Environment Management (FZE)
10. Motherson Techno Tools Mideast (FZE)
11. Motherson Wiring System (FZE)
12. Samvardhana Motherson Finance Services Cyprus Ltd.
13. Samvardhana Motherson Global Holdings Limited
14. SMR Automotive Technology Holding Cyprus Limited
15. SMR Automotive Holding Hong Kong Limited
16. SMR Automotive Mirror Parts and Holdings UK Ltd.
17. Samvardhana Motherson Reflectec Group Holdings Limited
18. SMR Automotives Systems Macedonia Dooel Skopje
19. MSSL Consolidated Inc., USA
20. Samvardhana Motherson Global (FZE)
21. MSSL Estonia WH OU
22. PKC Group OY., Finland
23. SMP Deutschland GmbH
24. Samvardhana Motherson Automotive Systems Group B.V.
25. Motherson PKC Harness Systems FZ-LLC
26. Samvardhana Motherson International Limited
27. Motherson Auto Limited
28. Marelli Motherson Automotive Lighting India Private Limited
29. Kyungshin Industrial

		<p>Motherson Private Limited</p> <p>30. Renu Farms Pvt Limited</p> <p>31. Shri Sehgals Trustee Company Private Limited</p> <p>32. A Basic Concepts Designs Pty. Ltd.</p> <p>33. Son Grows Systems Limited, UAE</p>
Membership/ Chairmanship of the Committee of other Indian Companies	Nil	<ul style="list-style-type: none"> ▪ Samvardhana Motherson International Limited ▪ Corporate Social Responsibility Committee-Chairman ▪ Fritzmeier Motherson Cabin Engineering Pvt Limited ▪ Audit Committee-Member ▪ Corporate Social Responsibility Committee-Member ▪ Nomination and Remuneration Committee-Member ▪ Motherson Auto Limited ▪ Corporate Social Responsibility Committee-Member ▪ Kyungshin Industrial Motherson Private Limited ▪ Audit Committee-Member
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	<p>Nil</p> <p>Name of listed entities from which he has resigned in the past three years- Nil</p>	<p>Samvardhana Motherson International Limited</p> <p>Name of listed entities from which he has resigned in the past three years</p> <ul style="list-style-type: none"> - Hero Fincorp Limited (Debt Listed Company) - Sun Pharmaceuticals Industries Limited
Number of shares held in the Company including shareholding as a beneficial owner	33,800	10,24,31,562
In case of independent directors, the skills and	NA	NA

capabilities required for the role and the manner in which the proposed person meets such requirements		
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