



# Motherson Sumi Wiring India Limited

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CIN: L29306MH2020PLC341326  
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Phone: +91 120 6679500; Fax: +91 120 2521866;  
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## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), General Circular No. 14/2020 dated April 8, 2020, read with other relevant circulars including General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification or re-enactment(s) thereof for the time being in force that the resolutions appended below are proposed as a special businesses to be passed by the members of Motherson Sumi Wiring India Limited (**the “Company”**) through postal ballot by way of remote voting by electronic means (“**E-voting**”/ “**Remote e-voting**”). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed hereto with this Postal Ballot Notice for your consideration.

The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

In accordance with the relevant MCA Circulars, members whose e-mail ID is not registered with the Registrar & Share Transfer Agent (“**RTA**”) or Depository Participant, are requested to kindly follow procedure mentioned at serial no. 10 of the Notes for the registration of their respective e-mail ID to get soft copy of the notice and procedure for Postal Ballot / e-voting which will enable the members for e-voting for this Postal Ballot.

For the purpose of postal ballot / e-voting process, the Company has engaged the services of M/s KFin Technologies Limited (formerly KFin Technologies Private Limited) (“**KFinTech**”), the Registrar and Share Transfer Agent of the Company.

Further, the Board of Directors in compliance with Rule 22(5) of the Rules, has appointed Mr. D.P. Gupta, Practicing Company Secretary of M/s SGS Associates LLP (FCS-2411; C.P. No.-1509), as the Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or to any other person authorized by the Chairman after completion of scrutiny of the e-voting for declaration of results. The result of the postal ballot shall be declared on or before March 1, 2026 and communicated to the stock exchanges, RTA and shall also be displayed on the Company’s website, viz., [www.mswil.motherson.com](http://www.mswil.motherson.com) and the website of e-voting agency, at <https://evoting.kfintech.com>.

## **SPECIAL BUSINESS**

### **1. To consider and approve ‘Motherson Sumi Wiring India Limited– Employee Stock Option Scheme 2025’**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations( including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions, sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and adoption of ‘**Motherson Sumi Wiring India Limited– Employee Stock Option Scheme 2025**’ (“**ESOP 2025**” or “**Scheme**”) and implementation of the Scheme through an irrevocable employee welfare trust namely ‘**MSWIL ESOP Trust**’ (“**Trust**”) to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 1,55,00,000 (One Crores Fifty Five Lacs) employee stock options (“**Options**”) to the eligible employees of the Company, as determined in terms of the Scheme, exercisable into not more than 1,55,00,000 (One Crores Fifty Five Lacs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up (“**Shares**”), to be sourced from the secondary acquisition by the Trust, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either subdivided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said eligible employees.

**RESOLVED FURTHER THAT** the trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

**RESOLVED FURTHER THAT** the Company and the Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

**2. To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of 'Motherson Sumi Wiring India Limited- Employee Stock Option Scheme 2025'**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the

provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to acquire not exceeding 1,55,00,000 (One Crores Fifty Five Lacs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up (“**Shares**”), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of ‘Motherson Sumi Wiring India Limited– Employee Stock Option Scheme 2025’ (“**ESOP 2025**” or “**Scheme**”), through an irrevocable employee welfare trust namely ‘MSWIL ESOP Trust’ (“**Trust**”) to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable and settle all questions, difficulties or doubts that may arise in this regard at any stage.”

- 3. To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the ‘Motherson Sumi Wiring India Limited– Employee Stock Option Scheme 2025’**

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

**“RESOLVED THAT** pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) and 3(11) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time ("LODR Regulations"), the relevant provisions of the Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to further such other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted) to grant loan, provide guarantee or security in connection with the loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely 'MSWIL ESOP Trust' ("Trust") to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of Re. 1/- (Rupee One only) each fully paid-up ("Shares"), by way of secondary acquisition, for implementation of 'Motherson Sumi Wiring India Limited- Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme").

**RESOLVED FURTHER THAT** the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

**RESOLVED FURTHER THAT** the loan provided by the Company shall be with such interest or interest free as may be determined from time to time, with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

**RESOLVED FURTHER THAT** subject to the broad terms above and for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution."

**4. To consider and approve revision in remuneration of Mr. Anurag Gahlot (DIN: 09455743), Whole Time Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of the Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Anurag Gahlot (DIN: 09455743), Whole-time Director designated as Chief Operating Officer ("COO"), with effect from April 01, 2025 as set out in the Explanatory Statement annexed to this Notice, subject to the remuneration not exceeding the limits specified under Section 197 of the Act read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** Mr. Anurag Gahlot, Whole-time Director shall be entitled to employee stock options, if any, as may be approved by Nomination and Remuneration Committee of the Company from time to time, in accordance with 'Motherson Sumi Wiring India Limited – Employee Stock Option Scheme 2025', as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution), be and are hereby severally authorized to vary and/or revise the remuneration of the aforementioned Whole-time Director within permissible limits under the relevant provisions of the Act and/or any statutory modification(s) thereof, from time to time and to perform all acts, deeds, matters and/or things as it may in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to aforementioned resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage."

By order of Board  
Motherson Sumi Wiring India Limited

Pooja Mehra  
Company Secretary  
Membership No. FCS- 5088

Place: Noida, Uttar Pradesh  
Date: January 27, 2026

**Registered Office:**  
Motherson Sumi Wiring India Limited  
Unit 705, C Wing, ONE BKC,  
G Block, Bandra Kurla Complex, Bandra  
East, Mumbai –400051  
Phone: +91 022 61354800  
Fax: +91 022 61354801  
CIN- L29306MH2020PLC341326  
Website: [www.mswil.motherson.com](http://www.mswil.motherson.com)  
E-mail: [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.motherson.com)

**Notes:**

1. **Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.**
2. The Special Business as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in practice of M/s SGS Associates LLP (FCS-2411; C.P. No.-1509) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice will also be available on the Company's website at [www.mswil.motherson.com](http://www.mswil.motherson.com) website of the Stock Exchanges, i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KfinTech at <https://evoting.kfintech.com>.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
6. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on January 23, 2026 (**'Cut-off Date'**) (**Entitlement date for receiving notice**) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India's of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025. The Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
7. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the '**Listing Regulations**') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed KFin Technologies Limited (KFin Technologies Private Limited) ("KFintech") for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "**E-voting**"/ "**Remote e-voting**").

8. In accordance with the MCA Circulars, to facilitate shareholders to receive this Postal Ballot Notice electronically and cast their vote electronically, the Company has made necessary arrangement with its Registrar & Share Transfer Agent, i.e. KFintech for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:

- i. Pursuant to the aforesaid Circular issued by the Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced, may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (formerly KFin Technologies Private Limited), by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobilemailreg.aspx> with following details:
  - Name registered as per records of the Company;
  - DP ID- Client ID / Folio No.;
  - Email ID to be registered for receiving the Postal Ballot Notice.
- ii. Post successful registration of the email, the shareholder will get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and / or [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.motherson.com)
- iii. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFintech, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Telengana Hyderabad-500032 by following due procedure.
- iv. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFintech to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. The E-voting events are as follows:

- (a) Date and time of commencement of voting through electronic means: **January 29, 2026 from 0900 Hours (IST)**.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **February 27, 2026 upto 1700 Hours (IST)**.
- (c) Details of Website: <https://evoting.kfintech.com>
- (d) Details of persons to be contacted for issues relating to e-voting: Mr. Vasantha Rao Godavarthi Manager, Corporate Registry, KFin Technologies Limited (formerly KFin Technologies Private Limited), Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No:1800-345-4001; Fax No. : +91 40 2300 1153; E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- (e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice of M/s SGS Associates LLP (FCS2411; C.P. No.1509).

10. The procedure and instructions for E-voting are as follows:

Step 1: Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

**Step 1: Access to Depositories e-Voting system in case of individual members holding shares in demat mode.**

**Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):**

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p> <p>IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Motherson Sumi Wiring India Limited from the Drop down button for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Follow steps given in point 1.</p> <p><b>3. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. URL: <a href="https://web.cDSLindia.com/myeasitoken/Home/Login">https://web.cDSLindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cDSLindia.com/myeasi/Registration/EasiRegistration">https://web.cDSLindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p><b>3. By visiting e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-Voting service provider where the e-Voting is in progress.</p>

<p><b>4. By visiting the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. 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.</li> <li>IV. Post successful authentication, you will be requested to select name of the company and e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> <p>5. Shareholders / members can also download NSDL mobile app “NSDL Speede” facility by scanning QR Code mentioned below for seamless voting experience:</p>	
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**NSDL Mobile App is available on**



**Individual Member login through their demat accounts / Website of Depository Participant:**

<p>Individual Member login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>• Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</li> <li>• Click on options available against</li> </ul>
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	company name or e-Voting service provider – <b>KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Step 2 : Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.**

- a. In case a Member receives an email from KFintech (for Members whose email Ids are registered with the Company/Depository Participant(s)):
  - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
  - ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with KFintech for E-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, click on “LOGIN”.
  - iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#\$.etc). The system will prompt you to change your password and update your contact details like mobile number, email ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the E-Voting Event Number for “Motherson Sumi Wiring India Limited”.
  - vii) On voting page enter number of shares (which represents the number of votes) as on Cut-off Date under each of heading of resolution and cast your vote by choosing “FOR/ AGAINST “option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but total number in, “FOR” and “AGAINST”, taken together should

not exceed your total shareholding. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.

- viii) Members holding multiple folios/demat accounts shall choose voting process separately for each of folios/ demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) A confirmation box will be displayed Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During voting period, Members can login any number of times till they have voted on the Resolution.
- xii) Corporate/ Institutional Members (i.e other than Individuals, HUF,NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [corporate@sgsassociatesllp.com](mailto:corporate@sgsassociatesllp.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload same in the E-voting module in their login. The scanned image of above-mentioned documents should be in the naming format “Corporate Name\_EVENTNO”.

b. Manner of Registering / Updating Email Addresses:

- (i) Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositors through their depository participants.
- (ii) Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent by submitting the requisite Form ISR 1 (available on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and [https://www.mswil.motherson.com/storage/Shareholder-Information/download-forms/Form\\_ISR-1.pdf](https://www.mswil.motherson.com/storage/Shareholder-Information/download-forms/Form_ISR-1.pdf)) along with supporting documents to KFintech at the following address:

KFin Technologies Limited  
Selenium Building, Tower B, Plot No. 31-32,  
Financial District, Nanakramguda, Serilingampally,  
Rangareddi, Telengana Hyderabad- 500032  
Toll Free Tel: 1- 800-345-4001  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website: <https://ris.kfintech.com/>.

- 11. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at KFintech website <https://evoting.kfintech.com>.
- 12. Once vote on a resolution is cast by a member, member shall not be allowed to change it subsequently.
- 13. The Scrutinizer shall within a period not exceeding forty eight (48) hours from last date of receipt of conclusion of e-voting period make a Scrutinizer's Report of votes cast in

favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.

14. The resolution, if passed by the requisite majority, shall be deemed to have passed on the last date of e-voting.
15. The result of the Postal Ballot will be announced on or before March 1, 2026 at the Registered / Corporate Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website [www.mswil.motherson.com](http://www.mswil.motherson.com) and on KFintech's website <https://evoting.kfintech.com/public/Downloads.aspx> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.
16. Members are requested to carefully read instructions mentioned in notes before exercising their vote.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1 and 2:**

The Board of Directors of the Company is of the view that Equity based compensation schemes are an effective tool to reward the talents working with the organisation. Further, equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of the rewards with the long-term value creation for stakeholder.

It not only aligns employee and company goals but boosts performance through shared ownership, offer a powerful wealth creation opportunity for employees while fostering a stronger and more engaged company culture. It helps to retain, motivate and attract talents considering growing business by creating ownership culture.

As the Company has transited to the next phase of business growth it has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources having leadership qualities, or holding critical roles as required in the businesses.

Given the background above, it is thought expedient to implement an employee stock option scheme wherein employee stock options ("Options") will be granted to the eligible employees and the equity shares of face value of Re. 1/- (Rupee One only) each of the Company ("Shares") required for the implementation of the proposed scheme, shall be sourced from secondary acquisition. The proposed scheme will not only enable the Company to reward eligible employees but, by its very design, will also generate greater value for shareholders. Furthermore, there will be no additional equity dilution as the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust.

Further since the scheme involves secondary acquisition, as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SBEB Regulations"), it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company ("Board") have approved the draft of 'Motherson Sumi Wiring India Limited- Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme", subject to members approval, in their meetings held on December 18, 2025 and December 19, 2025 respectively and also approved a trust deed of an irrevocable employee welfare trust namely 'MSWIL ESOP Trust' ("Trust") to be set-up by the Company.

Further, the ESOP 2025 shall be administered through the Trust and supervised by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2025 are given as under:

**a. Brief Description of the scheme:**

ESOP 2025 contemplates grant of Options to the eligible employees of the Company, as determined in terms of the ESOP 2025 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. Any eligible employee intending to accept the grant of Options made under the ESOP 2025 must submit such acceptance on or before the date specified in the letter of grant, which shall not be later than 30 (thirty) days from the date of the grant. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Committee shall act as the Compensation Committee and shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

**b. Total number of Options to be offered and granted:**

The total number of Options to be granted under the Scheme shall not exceed 1,55,00,000 (One Crores Fifty Five Lacs). Each Option when exercised would be converted into one equity share of face value of Re. 1/- (Rupee One only) each fully paid-up. The Options to be granted by the Company under the Scheme shall be up to September 30, 2028.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

**c. Identification of classes of employees entitled to participate in the scheme:**

Subject to determination or selection by the Committee, following classes of employees are eligible being:

- i. an employee as designated by the company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group;

**but does not include**

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;
- iii) an Independent Director.

**d. Requirements of Vesting and period of Vesting:**

All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **05 (Five) years** from the date of grant.

The vesting of Options shall be contingent upon the employee's continued employment with the Company. In addition, the Committee, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter given to the Option grantee at the time of grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of **1 (One) year** shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under ESOP 2025 is deputed or transferred (including resignation in connection with transfer) to join its associate company, in India or outside India, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

**e. Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than maximum vesting period of **05 (Five) years** from the date of each grant.

**f. Exercise price or pricing formula:**

The exercise price per Option shall be the Market Price (as defined in the Scheme) of Shares as on the date of Grant. However, the exercise price per Option shall not be less than the face value of the Share of the Company.

**g. Exercise period and the process of exercise:**

The exercise period for vested Options shall be a maximum of **3 (Three) years** commencing from the date of each Vesting or such other shorter period as may be prescribed by the Committee at the time of Grant. In case of death or Permanent Incapacity, the Committee may, at its discretion, allow such additional period for Exercise which shall not be more than 12 months from the original prescribed Exercise Period.

The vested Options shall be exercisable by the eligible employees by a written application to the Trust Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

**h. Appraisal process for determining the eligibility of employees under the scheme:**

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

**i. Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options under the Scheme per Employee per grant and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 5, 76,000 [Five Lacs Seventy Six Thousand) .

Further, members may note that prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the

Grant of Options to any identified Employee, during any one year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

**j. Maximum quantum of benefits to be provided per employee under the scheme:**

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

**k. Route of the scheme implementation:**

The Scheme shall be implemented and administered by the Trust of the Company.

**l. Source of acquisition of shares under the scheme:**

The Scheme contemplates acquisition of Shares not exceeding **1,55,00,000 (One Crores Fifty Five Lacs)** from the secondary acquisition through the Trust.

**m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be with such interest or interest free as may be determined from time to time, with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

**n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

All the Shares i.e 1,55,00,000 (One Crores Fifty Five Lacs), approx. 0.23% of paid-up capital, reserved under the Scheme shall be acquired by secondary acquisition which shall be well within the statutory limit as prescribed under the SBEB Regulations.

**o. Accounting and Disclosure Policies:**

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

**p. Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

**q. Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

**r. Period of lock-in:**

The Shares issued/transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

**s. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:**

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of draft ESOP 2025 is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

In this background, the Company seeks your approval by way of a special resolution pursuant to:

- i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOP 2025 through Trust route, in agenda item no.1; and
- ii. Regulation 6(3)(a) of the SBEB Regulations, for secondary acquisition of 1,55,00,000 (One Crores Fifty Five Lacs) equity shares by Trust under the Scheme in Agenda Item No 2.

The Board accordingly recommends the Resolutions for approval by members of the Company as a Special Resolution.

None of the promoters of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolutions.

None of the directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions, except to the extent they may be lawfully granted Options under ESOP 2025.

**Item no 3:**

The Company intends to implement equity compensation scheme namely '**Motherson Sumi Wiring India Limited- Employee Stock Option Scheme 2025**' ("ESOP 2025" or "Scheme") for which approval is sought from the members in separate resolutions at Item Nos. 1, and 2. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**MSWIL ESOP Trust**' ("Trust") to be set up by the Company. The proposed Scheme contemplates acquisition of 1,55,00,000 equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up ("Shares") of the Company from secondary acquisition, through the Trust.

Further, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be with such interest or interest free as may be determined from time to time, with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

**i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:**

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group;

**but does not include**

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;
- iii) an Independent Director.

**ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

**iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Trust is in the nature of an irrevocable employee welfare trust with the name '**MSWIL ESOP Trust**' ("Trust") having its principal office at Unit - 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051.

**Details of the Trustee:**

<b>S No</b>	<b>Name</b>	<b>Address</b>	<b>Occupation</b>	<b>Nationality</b>
1	Mr. Arjun Puri	ECO House, Certitude, Auroville, Villupuram-605101, Tamil Nadu, India	Professional	Indian
2	Mr. Gautam Mukherjee	House No.- P-62, Sector XI, Noida - 201301, Uttar Pradesh, India	Professional	Indian

The Trustee has no relationship with the promoters, directors, or key managerial personnel of the Company.

**iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

**v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:**

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

**vi. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:**

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per the SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 3 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

The Board accordingly recommends the Resolution set out at Item 3 for approval by the members of the Company as Special Resolution.

None of the Promoters of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

None of the directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent they may be lawfully granted Options under ESOP 2025

**Item no 4:**

The Board of Directors of the Company had considering in its meeting held on January 28, 2022, appointed Mr. Anurag Gahlot, as Whole-time Director ("WTD") designated as the Chief Operating Officer ("COO") of the Company for a period of five (5) years effective from January 28, 2022 till January 27, 2027.

Mr. Anurag Gahlot holds diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh, India in 1994. He also holds a Certification in Financial Analysis & Financial Management from IIM Kozhikode, India. He has over 30 years of experience in automobile sector and the Company has benefited immensely from his wide and varied experience.

**Revision in Remuneration including justification for quantum of remuneration**

The Board of directors in its meeting held on December 19, 2025, upon the recommendation of the Nomination and Remuneration Committee, has evaluated performance appraisal of Mr. Anurag Gahlot, including revision in remuneration effective from April 01, 2025, based on quantitative and qualitative parameters.

The quantitative and qualitative parameters for performance evaluation for the year ended March 31, 2025, inter-alia, included the following:

- (a) the current year performance viz-a-viz budgets;
- (b) targets taken for current year business viz-a-viz. last year business; and

(c) performance on five (5) year plan ended March 31, 2025.

This evaluation parameter included Revenues, Operating Return on Capital Employed with cash, Working Capital days, Free cash flow excluding working capital etc.

The members may note that in the Extra Ordinary General meeting held on April 22, 2022, the shareholders have inter-alia approved basic salary upto Rs. 10,00,000 (Rupees Ten Lacs Only) per month along with other benefits, allowances and perquisites, as stated in the aforementioned resolution and/or explanatory statement attached thereto.

Keeping in view the performance of the Company, contribution made by Mr. Anurag Gahlot towards the growth of the Company, the time and attention devoted by him in managing the affairs of the Company, his role and responsibilities, prevailing market practices and industry remuneration benchmarks, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on December 19, 2025 approved the revision in remuneration of Mr. Anurag Gahlot with effect from April 01, 2025, via annual increment, subject to the shareholders' approval.

Considering performance evaluation criteria stated above, the proposed revision due to annual increment(s) from April 1, 2025 onwards and subsequently will effect in increase in remuneration exceeding limits previously approved by shareholders, therefore approval of the shareholders is being sought as mentioned in the enabling resolution and explanatory statement attached hereto.

The members may also note that the approval of the shareholders for item no. 1-3 is being sought through this Postal Ballot, to approve the "Motherson Sumi Wiring India Limited – Employee Stock Option Scheme 2025" ("ESOP 2025"). Accordingly, Mr. Anurag Gahlot will also be entitled to Employee Stock Options ("ESOPs"), if any as may be determined and approved by the Nomination and Remuneration Committee ("NRC") from time to time. As on date, no ESOPs have been granted to Mr. Anurag Gahlot. Further, as per ESOP 2025 a prior approval of shareholders of the Company through special resolution shall be obtained in case the grant of ESOPs to any identified employee, during any one year, is equal to or exceeding 1% (one percent) of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of ESOPs.

Taking into consideration the size of the Company, the profile and experience of Mr. Anurag Gahlot, the responsibilities shouldered by him and industry benchmarks, the remuneration proposed to be paid to Mr. Gahlot is commensurate with remuneration packages paid to similar senior level counterpart(s) within Motherson Group and/or in similar industries. Further, as on March 31, 2025, the ratio of remuneration of Mr. Gahlot is 40.2 to the median remuneration of the employees.

### **Terms and conditions including remuneration**

The key terms and conditions inter-alia revised remuneration of Mr. Anurag Gahlot, WTD of the Company designated as COO are provided herein below:

1. Designation: Whole-time Director, designated as COO.
2. Remuneration: The details of remuneration effective from April 01, 2025, are as follows:
  - (i) Basic Salary - of Rs. 10, 94, 346 per month upto maximum of Rs. 15,00,000. The Annual Increment will be effective from April 1 each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee within maximum permissible limits in terms of the applicable Act.

- (ii) Benefits, Allowances and Perquisites: The details of Benefits, Allowances and Perquisites he will be entitled to are as below:
  - (a) Bonus as per rule of the Company and other allowances like House Rent Allowance in lieu thereof, medical allowance, leave travel allowance for self and his family including dependents, fees of club, personal accident insurance, term insurance children education allowance, other perquisites and amenities in accordance with the rules of the Company.
  - (b) Entitled to Company's contribution to Provident Fund, Superannuation Fund, National Pension Scheme and Annuity Fund, if any.
  - (c) Entitled to car facility, telecommunication facility, housing loan facility as per rule of the Company.
  - (d) Payment of gratuity as per the policy of the Company.
  - (e) Encashment of leave as per the policy of the Company.

The Annual remuneration including the above basic salary, allowances and perquisites for financial year 2025-26 shall be amount upto INR 2,44,00,000 (Rupees Two Crores Forty Four Lacs Only) along with benefits as enumerated.

- (iii) Other terms of appointment:

- (a) The terms and conditions of the appointment and remuneration of the WTD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ("Act") or any amendments made thereunder in this regard in such manner as may be agreed to between the Board and the WTD, subject to such approvals (if any) as may be required.
- (b) The terms and conditions of appointment of the WTD also include clauses pertaining to adherence with the Company's Code of Conduct and maintenance of confidentiality.
- (c) Reimbursement of expenses actually and properly incurred by him for business of the Company.
- (d) No sitting fee to be paid for attending the meetings of Board of Directors or Committees thereof.
- (e) The aforementioned appointment may be terminated by either party giving three (3) months' notice in advance.
- (f) In case the Company has no profits or inadequate profits, he may be entitled to remuneration by way of basic salary, benefits, perquisites, allowances, reimbursements and facilities as specified above.
- (g) In case the employee opts out of National Pension Scheme, the corresponding adjustment shall be made in salary.
- (h) All personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to him, unless specifically provided otherwise.

### 3. Employee Stock Options:

Mr. Anurag Gahlot, WTD shall also be entitled to ESOPs, if any, as may be approved by Committee of the Company from time to time, in accordance with ESOP 2025, as may be amended from time to time. The exact value of the ESOPs to be granted during his tenure, would be dependent inter-alia upon the actual number of ESOPs that may be granted by the Committee, number of ESOPs exercised and the market price of shares on the date of exercise of the granted ESOPs.

#### 4. Annual Increments:

The Company follows annual remuneration increments for its employees. The increments to remuneration shall fall due on 1st of April of each year. The annual increment payable to Mr. Gahlot shall be in conformity with the annual increments payable to the managerial personnel of the Company and shall be of such amount as may be decided by the Board of Directors of the Company based on the recommendations of Committee. Further, such annual increments will be within the limits specified under Section 197 of the Act read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

The first annual increment will be due and be made effective from April 1, 2025.

The afore-mentioned perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The members may note that except for the afore-mentioned revision in remuneration and entitlement to ESOPs, all other terms and conditions of appointment of Mr. Anurag Gahlot, WTD of the Company, as approved by members in the Extra Ordinary General Meeting held on April 22, 2022 shall remain unaltered.

The aggregate remuneration inclusive of fixed pay, perquisites, allowances, ESOPs and other benefits payable to Mr. Anurag Gahlot shall not exceed overall ceilings laid down in Section 197 of the Act and other applicable provisions of the Act or any other law for the time being in force, if any.

In the event of loss/inadequacy of profit, the aforementioned remuneration will be treated as minimum remuneration in terms of the provisions of Schedule V to the Act, as applicable from time to time.

Mr. Anurag Gahlot shall perform such duties as shall from time to time be entrusted to him, subject to the superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors.

The above may be treated as a written memorandum setting out the terms of Mr. Anurag Gahlot under section 190 of the Act.

A brief profile and other detailed information of Mr. Anurag Gahlot, inter-alia, directorship held in other companies, membership/ chairmanship of the committee(s) of the Company is attached as Annexure A, to this notice. The Board recommends the resolution as an Ordinary Resolution set out at item number 4 for approval of the members. Save and except Mr. Anurag Gahlot, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By order of Board  
Motherson Sumi Wiring India Limited

Pooja Mehra  
Company Secretary  
Membership No. FCS- 5088

Place: Noida, Uttar Pradesh  
Date: January 27, 2026

**Registered Office:**

Motherson Sumi Wiring India Limited  
Unit 705, C Wing, ONE BKC,  
G Block, Bandra Kurla Complex, Bandra  
East, Mumbai –400051  
Phone: +91 022 61354800  
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CIN- L29306MH2020PLC341326  
Website: [www.mswil.motherson.com](http://www.mswil.motherson.com)  
E-mail: [investorrelations@mswil.motherson.com](mailto:investorrelations@mswil.motherson.com)

**Annexure A**

**Details of Mr. Anurag Gahlot, Whole-time Director designated as Chief Operating Officer**

Name of Director	Mr. Anurag Gahlot
Director Identification No.	09455743
Date of Birth and Age	July 25, 1974 and 51 years
Date of first Appointment on the Board	January 28, 2022
Qualification	Diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh and also holds a certification in Financial Analysis and Financial Management from IIM Kozhikode.
Experience in specific Functional area	He has over 30 years of experience in the automobile sector and company has immensely benefitted from his wide and varied experience.
Remuneration last drawn from Company for the Financial year 2024-25 (in INR)	INR 2,08,75,653
Remuneration sought to be paid	As mentioned in the explanatory statement of this Notice.
Terms and Conditions	As mentioned in the explanatory statement of this Notice.
Number of Board Meetings attended	During the financial year 2024-25, six Board meetings were held and Mr. Gahlot has attended six board meetings. Further during the financial year 2025-26 till December 19, seven Board meetings were held and Mr. Gahlot has attended seven Board meetings.
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None
Membership/ Chairmanship of the Committee of the Company	<ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee</li> <li>2. Risk Management Committee</li> <li>3. Committee of Directors (Administrative Matters)</li> <li>4. Sustainability Committee</li> </ol>
Directorship held in other companies	MSSL Ireland Private Limited
Membership/ Chairmanship of the Committee of other Indian Companies	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company	50,820 Equity Shares
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

