



July 6, 2026

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
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001,
Maharashtra, India

Scrip Code : MSUMI

Scrip Code : 543498

Subject: Annual Report of the Company for the financial year 2025-26 including Notice of 6th Annual General Meeting

Dear Sir/ Madam,

This is to inform that 6th Annual General Meeting (“AGM”) of the Company is scheduled to be held on **Tuesday, July 28, 2026 at 1215 Hours (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, 2026 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

Pooja Mehra
Company Secretary

Enclosure: As above

Regd. Office:
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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.: L29306MH2020PLC34132
E-mail: investorrelations@mswil.motherson.com
Website:www.mswil.motherson.com

Proud to be part of samvardhana 



Annual Report 2025-2026

Motherson
Sumi
Wiring
India Limited

Board of Directors.



Mr. Vivek Chaand Sehgal
Chairman



Mr. Laksh Vaaman Sehgal
Director



Mr. Anupam Mohindroo
Independent Director



Ms. Anisha Motwani
Independent Director



Mr. Soichiro Namba
Director



Mr. Rajesh Kumar Seth
Independent Director



Ms. Suparna Pandhi
Independent Director



Mr. Ryuji Sakai
Director



**Col. Virendra
Chand Katoch (Retd.)**
Independent Director



Mr. Anurag Gahlot
Whole Time Director
& Chief Operating Officer

Corporate information.

Chief Financial Officer

Mr. Gulshan

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 Rangareddi,
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.

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Wiring India Limited
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“

Change your
opinions, keep
to your principles;
change your
leaves, keep intact
your roots.

”

Victor Hugo

The theme for this first annual report of our 7th 5-year plan is, “Change your opinions, keep to your principles; change your leaves, keep intact your roots.” This quote by Victor Hugo reflects how we have grown over the past 50 years and continue to evolve. As the tree on the cover symbolises, Motherson is a living entity. Our canopy continues to change. New products, technologies, customers, partners, geographies and industries are continuously being added. And yet, as the world changes and we are adapting, our roots remain the same. We continue to be guided by the spirit of pursuing seemingly impossible goals together, in an atmosphere of trust that makes us feel part of something larger than ourselves.

theme of this year



Dear Shareholders,

Welcome to the FY
2025–26 annual
report of Motherson
Sumi Wiring India
Limited (MSWIL).



It is my pleasure to welcome you to the FY 2025–26 annual report of Motherson Sumi Wiring India Limited (MSWIL).

This year has been one of steady progress and continued strengthening for MSWIL. The company reported revenue of INR 11,478 crores for FY 2025-26, representing a 23.2% growth on a reported basis over the previous year. Reported EBITDA stood at INR 1,061 crores, compared to INR 997 crores in the previous year, reflecting a growth of 6.4%. MSWIL also continued to maintain its debt-free status, supported by disciplined capital allocation and stable underlying profitability.

Over the course of the year, MSWIL has demonstrated strong growth momentum, consistently outperforming broader industry trends. While industry passenger-vehicle volumes grew modestly, MSWIL recorded healthy growth across quarters, supported by new programme launches, higher content per vehicle, and sustained alignment with customer requirements. These outcomes reflect the steady work done over time in localisation, operational readiness, and execution. I would like to thank our customers for their continued trust and our teams, whose consistent efforts and strong performance are the real reason behind our performance. Together, these results reinforce my belief that MSWIL continues to strengthen its operating base while preparing carefully for the next phase of growth.

At the Group level, Motherson has initiated its Vision 2030 journey. For MSWIL as well, this is a timely moment to build on what has already been established and to prepare thoughtfully for the opportunities ahead.

MSWIL is evolving with the market

The Indian automotive market continues to evolve, and we are evolving with it. Vehicles are becoming more feature-rich and electronically sophisticated, and premiumisation is steadily shaping demand. As a result, wiring systems are playing an increasingly critical role in vehicle performance, safety, and complexity. At the same time, the market is progressing across internal combustion, electric, and hybrid platforms.

Our approach remains deliberately powertrain-agnostic. We do not try to predict which technologies will prevail, but rather to remain relevant, useful, and ready for our customers as their needs evolve. Whatever direction the market takes, our job is to be ready for it. The capabilities we have been building in high-voltage solutions, localisation, and integrated systems are part of this long-term approach.

Driven by growing customer demand, we have continued to invest in ramp-up activities progressing across Navagam in Gujarat, Kharkhoda in Haryana and Pune. While customer launch timelines and volume schedules may shift from time to time, the underlying direction remains unchanged. These long-term investments are essential to maintaining proximity to our customers, enhancing responsiveness, and supporting sustained growth on a stronger operational foundation.

Localisation remains just as important. Building local capabilities enhances resilience, competitiveness, and responsiveness, while also creating meaningful opportunities for talent development. Over the years, MSWIL has steadily strengthened its local design,

We remain relevant,
useful, and ready for our
customers as their
needs evolve.

testing, and manufacturing capabilities, including in areas that were earlier more import dependent.

That journey continues. We remain committed to solutions that are increasingly engineered in India, built in India, and made for India.

Growth with discipline

This year was also a reminder that growth must go hand in hand with discipline. Copper prices remained elevated, with effective pass-through mechanisms supporting cost management.

Despite these challenges, MSWIL remained resilient. Underlying profitability remained stable excluding Greenfields, and the company continued to operate without debt. We will continue to invest in growth, but always in a measured manner, with clear visibility and prudent use of capital. This discipline is central to how we are building MSWIL for the long-term.

When people grow, the company grows

At the heart of MSWIL's progress are its people. Across the organisation, teams have supported new launches, managed ramp-ups, maintained quality and delivery standards, and continued to build the capabilities required for the future. We have continued to invest in training, skilling, digital tools, and a culture of continuous improvement.

Everything we have built rests on the commitment and ownership of our people. As we look ahead, we remain focused on strengthening leadership pipelines, supporting capability building, and creating an environment where people can grow alongside the organisation.

Looking ahead, with gratitude

Our direction remains clear. We will continue to deepen customer relationships, progress Greenfield ramp-ups in line with programme schedules, strengthen localisation, and expand our capabilities across evolving vehicle architectures and powertrain technologies. We will do this with the same focus on responsiveness, quality, and long-term value creation that has guided us so far.

None of this would be possible without the continued support of our stakeholders. I would like to thank our customers for the trust

We remain committed to providing sustainable solutions to our customers that are increasingly engineered in India, built in India and made for India.

they place in us, our partners for the capabilities and technologies they bring, our teams for their dedication and discipline, and the communities that host our operations. I would also like to thank our shareholders for their support and faith in our decisions.

May God bless us and guide us as we continue to create value for all our stakeholders.

On behalf of MSWIL, thank you.



Vivek Chaand Sehgal
Chairman

Motherson Sumi Wiring India Limited



We will focus on
responsiveness,
quality, and long-term
value creation that
has guided us so far.

interview



To gain a deeper insight into the fourth 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 MSWIL has continued to grow ahead of the industry. In your view, what has helped the company sustain this outperformance, and what does that say about the strength of its business model?

MSWIL delivered strong year-on-year growth, significantly outperforming the broader industry, which expanded at a much more moderate pace. This outperformance was driven primarily by the deep trust customers place in us, higher wiring harness content per vehicle, and the nature of the platforms we support. As OEM programmes continue to evolve toward greater complexity and premiumisation, MSWIL's capabilities have remained closely aligned with these shifts, enabling the company to grow ahead of underlying market trends.

At the core of our performance is trust, built steadily over time with our customers. As customers grow more confident in our ability to execute, they naturally entrust us with more platforms, higher content, and greater responsibility. That has been a consistent driver of MSWIL's ability to grow faster than the broader industry.

This outperformance is not driven by any single factor. It is supported by a healthy mix of new programme launches, premiumisation trends, and increasing wiring content per vehicle. MSWIL has been present on several new OEM programmes, which has helped

sustain growth momentum during the year. The company is future-ready and aligned with customer expansion plans.

Another important aspect is vertical integration. By building many key components in house, we improve responsiveness, control quality more tightly, and in some cases scale faster than the industry. Underpinning all of this is a business model focused on long-term relationships, disciplined execution, and staying closely aligned with evolving customer needs. That consistency is what gives the model its strength.

At the core of our performance is trust, built steadily over time with our customers.

Q2 Over the past year, MSWIL has continued to invest in new capacity and ramp up its Greenfield facilities. How do you see these investments strengthening the company's ability to support customers and create room for future growth?

MSWIL serves both long-standing customers and emerging new-age clients, continually evolving as a trusted, future-ready partner to OEMs by aligning with their changing needs and expectations. For us, Greenfields are not just about adding capacity. They are about being ready for our customers as new programmes come up. Over the year, meaningful progress was made across Navagam, Kharkhoda, and Pune, with facilities moving through ramp-up in line with customer schedules.



Even where customer timelines shifted, these investments have strengthened our preparedness for the next phase of growth. They improve execution during ramp-ups, enhance responsiveness, and provide capacity headroom across both existing and upcoming platforms. This readiness matters a lot to our customers, and these investments reinforce our ability to grow alongside them in a predictable and disciplined manner.

Q3 The automotive industry is evolving across ICE, EV, and hybrid platforms. How is MSWIL ensuring that it remains relevant across technologies while staying closely aligned with customer requirements?

Our approach is deliberately powertrain-agnostic and customer-led. We do not see the transition as one technology replacing another overnight. Instead, we see an evolving mix across ICE, EV, and hybrid platforms.

Accordingly, we continue to strengthen our capabilities across various wiring harness solutions, including high-voltage systems, while maintaining leadership in our core low-voltage business. As vehicles become more feature rich and electronically complex, wiring architecture plays a more critical role. Our focus is on staying aligned with customer programme roadmaps and investing in capabilities that help us support that evolution effectively and at speed.

Q4 Motherson has always believed in growing with its customers. How does that philosophy shape the way MSWIL approaches localisation, programme execution, and long-term partnerships?

This philosophy shapes almost everything we do. We aim to source, produce, and supply locally, investing wherever our customers need us. We localise to improve responsiveness, competitiveness, and to de-risk our supply chains. We also prepare ahead of launches to ensure smoother execution.

We approach localisation not just as an operational choice, but as a deliberate business de-risking strategy. By reducing reliance on imports and strengthening domestic capabilities, we enhance supply chain resilience and ensure greater continuity in an increasingly volatile global environment.

At the same time, our philosophy is anchored in long-term relationships. Even when timelines shift, our commitment remains steadfast. This approach has enabled MSWIL to scale to 30 facilities across India through a customer-led expansion strategy that keeps us closely aligned with our customers' facilities.

Localisation is central to this model—it strengthens self-reliance, reduces external dependencies, and enables us to deliver solutions that are increasingly designed and delivered locally.

Q5 Even while investing for growth, MSWIL has remained debt free and focused on disciplined execution. How do you balance financial prudence with staying ahead of customer requirements?

For us, prudence and growth go together. Financial discipline does not mean holding back; it means deploying capital with care, only where there is clear customer visibility and long-term value.

Maintaining a debt-free balance sheet helps us generate internal cash flows to invest in our customers without adding financial pressure. At the same time, we recognise that supporting customers sometimes requires investing ahead of volume. The balance comes from discipline in timing, scale, and execution. This approach has allowed MSWIL to expand capacity, maintain stable underlying profitability, and continue growing without losing sight of capital efficiency and long-term value creation.



We aim to source, produce, and supply locally, investing wherever our customers need us. We localise to improve responsiveness and competitiveness.

ISO50001 certified. Alongside this, we continue to strengthen our focus on water stewardship, circularity initiatives, and responsible practices, fostering a culture rooted in honesty and integrity.

During the year, MSWIL's approach to sustainability also received strong external validation. The company was recognised among Business World India's Top 60 Most Sustainable Companies (IMSC) 2024-25, within an assessed universe of 200 organisations. This recognition reflects the consistency with which MSWIL has embedded environmental, social, and governance considerations into decision-making, operations, and long-term planning.

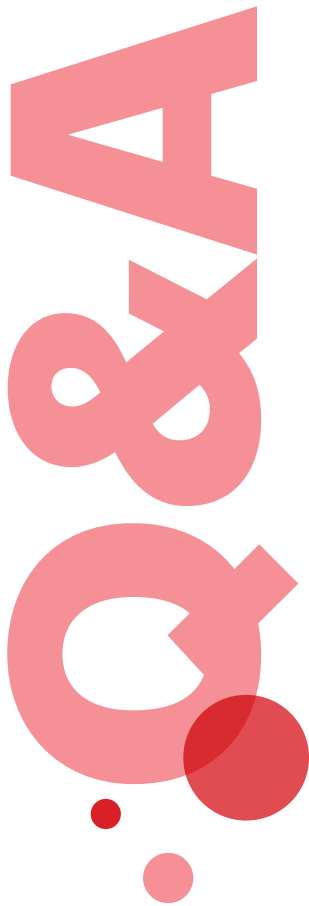
Q6 Sustainability is becoming increasingly important in the way businesses operate and grow. How is MSWIL embedding this thinking in a practical and long-term way?

At MSWIL, sustainability is part of our everyday operating mindset. When you run a business with a long-term view, responsible use of resources, strong governance, and safe workplaces become integral, not separate initiatives.

During the year, we continued to progress across energy efficiency, water conservation, and environmentally responsible operations. Several facilities operate on solar power, all new Greenfields are designed with renewable energy in mind, and all facilities remain

Q7 As you look at the journey so far and the opportunities ahead, what gives you confidence about MSWIL's next phase of growth?

What gives me confidence is that the fundamentals are getting stronger. Customer relationships continue to deepen, MSWIL's



presence on new programmes is improving, and our capabilities are evolving alongside the market.

We are expanding our footprint where it matters most, strengthening our presence with purpose and precision. Our business is not only growing in scale but also becoming more capable, resilient, and relevant in a rapidly evolving landscape. This progress is driven by the unwavering commitment of our teams, whose passion and dedication continue to create meaningful impact through the work they do every day.

Q8 Given global uncertainties and pressures on energy, logistics, and commodities, how is MSWIL managing potential impacts on operations and customer commitments?

At Motherson, we believe that in a changing environment, you must breathe with the markets. External conditions, whether geopolitical, logistical, or related to commodity movements, will continue to evolve. Our role is to stay close to customers and respond in the right way.

MSWIL's strong domestic footprint provides a degree of resilience. The business continuity strategy is designed to ensure uninterrupted operations by establishing common database access across all locations, enabling seamless information flow and real-time coordination, while maintaining uniform manufacturing standards to guarantee consistent quality regardless of production site.

To validate readiness and operational flexibility, periodic trial production lots are conducted every quarter in alternate manufacturing locations, ensuring that facilities remain aligned and capable of scaling when required. Additionally, robust backup manufacturing infrastructure is maintained to support rapid switchover in case of failures, and operations are strategically distributed across multiple locations in different states to mitigate potential risks.

Q9 What are the key areas MSWIL will focus on as it supports OEM platforms and the evolving mobility landscape?

Looking ahead, MSWIL will continue to focus on deepening customer integration, timely execution of facility ramp-ups, and expanding capabilities aligned with evolving vehicle architectures. We will strengthen our portfolio across high-voltage, dual-voltage, and integrated harness solutions, while continuing to build flexible manufacturing and organisational structures.

Sustainability, cost discipline, and people capability development will remain guiding pillars, alongside a strong focus on QCDDMSES—ensuring excellence in quality, cost, delivery, development, management, safety, environment, and sustainability. Our focus is clear: to support customers as mobility evolves by understanding their needs and delivering solutions that are sustainable, reliable, efficient, and future-ready.

Our focus is clear: To support customers as mobility evolves by understanding their needs and delivering solutions that are sustainable, reliable, efficient, and future-ready.



We are expanding our footprint and strengthening our presence with purpose and precision.



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 strive 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

**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





Facilities: 30
People: 63,000+

Motherson Sumi Wiring India Limited (MSWIL) is a leading full-system solutions provider to automotive original equipment manufacturers (OEMs) in India, specialising in wiring harness solutions across vehicle segments. Established following the demerger of the wiring harness business in India from Samvardhana Motherson International Limited (SAMIL), MSWIL operates as a joint venture between SAMIL and Sumitomo Wiring Systems Limited (SWS), a global leader in wiring harnesses and harness components. This strong parentage continues to provide MSWIL with deep engineering expertise, robust manufacturing practices, and access to global technology platforms.



Anurag Gahlot

Whole-time Director & Chief Operating Officer

MSWIL maintains financial strength and organisational stability by delivering high-quality, cost-competitive solutions aligned with evolving customer expectations.

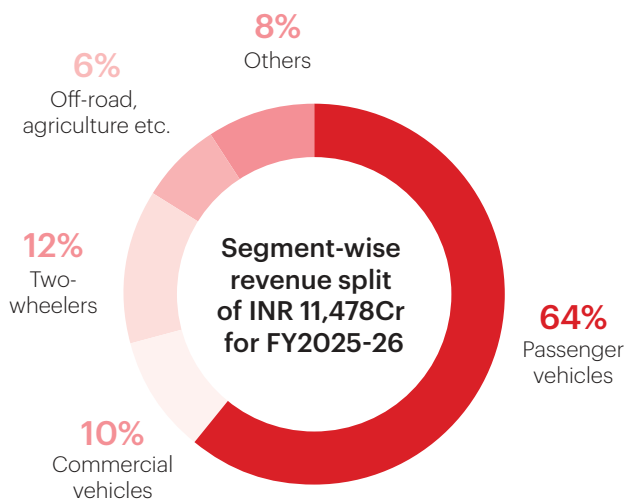
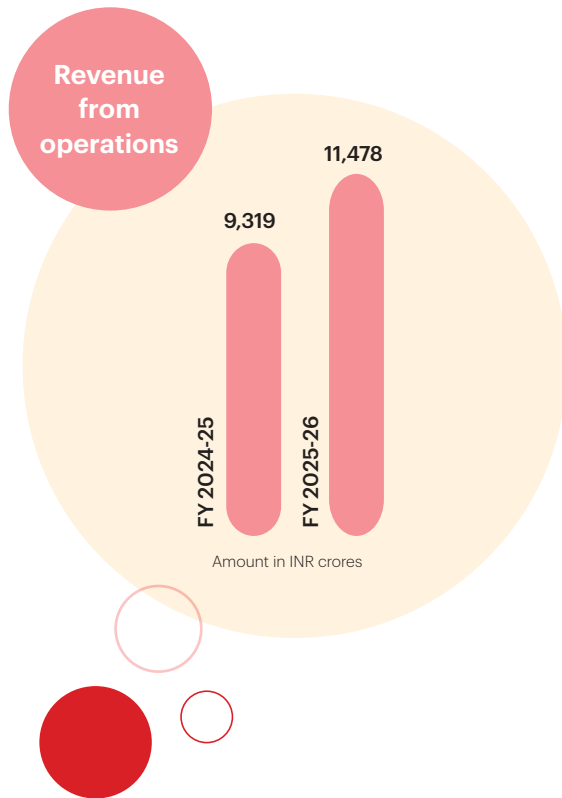
MSWIL delivers advanced wiring solutions to leading automotive OEMs, driven by a strong focus on operational excellence and customer-centricity. The company supports a wide range of vehicle categories, including passenger vehicles, commercial vehicles, two-wheelers, off-road and agricultural applications. Its offerings span low-voltage and high-voltage wiring harnesses, catering to internal combustion engine, electric, hybrid, and alternative-fuel vehicle programmes. Over the years, MSWIL has steadily expanded its capabilities in manufacturing, assembly, and in-sequence delivery, while strengthening its ability to respond to increasing product complexity and evolving customer requirements.

MSWIL's growth journey has been anchored in long-standing customer relationships built on trust, consistency, and execution discipline. By working closely with OEM partners from early programme stages through ramp-up and series production, the company has positioned itself as a reliable and responsive partner. This customer-centric approach has enabled MSWIL to scale its footprint across India, with manufacturing facilities strategically located near customer operations to ensure proximity, agility, and operational efficiency.

As a specialised full-system sustainable solutions provider to the automotive industries, MSWIL is committed to creating sustained value for all stakeholders through consistent effort, innovation, and strong execution.



Built on trust,
driven by our
people.



As the automotive industry continues to undergo transformation driven by changing mobility trends, regulatory requirements, and technology advancements, MSWIL remains focused on strengthening its foundations.

The emphasis continues to be on operational excellence and responsible growth, supported by capable teams and structured processes. Guided by its core values and strong parentage, MSWIL continues to build a future-ready organisation that supports customers across current and emerging vehicle platforms.

Robust growth

MSWIL maintains financial strength and organisational stability by delivering high-quality, cost-competitive solutions aligned with evolving customer expectations. This consistent focus on product excellence continues to drive a steady flow of customer orders.

During the year, the company sustained strong growth momentum, supported by continued new business wins across multiple vehicle segments. New programmes awarded during FY 2025-26 reflect MSWIL’s competitive positioning and execution capabilities. The business inflow remained well diversified, with passenger vehicles forming the largest share, complemented by commercial vehicles, two-wheelers, off-road vehicles, tractors, and other segments. This balanced mix enables scale across platforms while reducing dependence on any single segment. The continued expansion of the order book reflects sustained customer confidence in MSWIL’s quality, delivery performance, and long-term partnership approach, providing clear visibility for future growth.

Operational excellence

Operational effectiveness at MSWIL remained anchored in customer-centric execution. Structured customer engagement programmes, including quality, cost, delivery, and development scorecards, helped strengthen transparency and partnership. Joint value-creation initiatives and a strong emphasis on first-time-right deliveries supported consistent performance across programmes.

In line with manufacturing priorities, MSWIL continued to enhance local design, testing, and validation capabilities, further supporting the “Make in India” ecosystem. These efforts were complemented by initiatives focused on improving manufacturing agility and responsiveness. Continuous improvement practices across facilities, driven by systematic elimination of waste and process stabilisation, helped enhance productivity and operational consistency.

Alongside process improvements, MSWIL continued to emphasise leadership continuity. Structured succession planning and exposure to broader responsibilities remained key enablers in building a resilient and future-ready leadership pipeline.

Productivity and automation initiatives

Improving productivity remained a core focus, with initiatives aimed at aligning workforce deployment with business needs while simplifying processes across operations. Emphasis was placed on strengthening daily work management practices, streamlining workflows, and introducing cost-effective automation solutions to enhance efficiency and control.

The company continued to advance its automation journey, particularly in material handling and digital enablement. Automated guided systems were introduced to support the movement of raw materials and finished goods, while digital tools were leveraged to shorten learning curves and improve real-time visibility across operations. Enhanced production monitoring systems enabled better control across multiple machines and business lines, reduced manual data collection efforts, and supported timely inventory updates and visibility.

Low-cost automation was further extended beyond manufacturing into transactional processes. Robotic automation solutions were deployed across functions such as finance, human resources, procurement, document management, and customer delivery coordination. These initiatives helped streamline activities related to purchasing, services processing, receivables management, employee reimbursements, document handling, and structured data exchange with customers. Together, these efforts contributed to improved accuracy, faster turnaround times, and more efficient use of resources.

Key developments and recognition

The year was marked by meaningful recognitions that reflected MSWIL's consistent focus on quality, safety, and operational discipline. The Walajabad facility in Chennai achieved the Excellent level under Caterpillar's prestigious Supplier Excellence Recognition (SER) process. The milestone was celebrated with a ceremony on the shop floor, reinforcing the company's belief that quality excellence is driven by teams on the ground and sustained through robust daily processes.

MSWIL's commitment to building future-ready capacity was further demonstrated through the Greenfield project at Kharkhoda, which received strong appreciation from the Maruti Suzuki India Limited (MSIL) team. The facility was showcased as



Gulshan
Chief Financial Officer

Our financial strength and organisational resilience are driven by our ability to consistently deliver high-quality, cost-competitive solutions in line with evolving customer expectations.

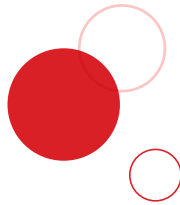
a case study during MSIL's Quality Month in November 2025, highlighting MSWIL's structured approach to project execution, quality standards, and customer alignment from the outset.

People centric growth

At MSWIL, employees are regarded as true partners in progress, playing a pivotal role in shaping the organisation's journey and contributing to key business decisions and strategic direction. The company recognises its people as its most valuable asset and remains committed to fostering their growth through diverse



Delivering value
by putting
customers
first-always.



and continuous learning opportunities across functions. Through structured engagement initiatives such as quality circles, knowledge-sharing platforms, and suggestion-driven improvements, MSWIL promotes a culture of participation and innovation. This approach not only builds a resilient and future-ready workforce but also enhances employee engagement, mitigates lifecycle risks, and strengthens overall organisational performance in a sustainable manner.

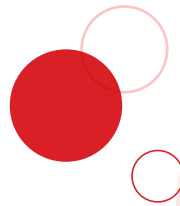
The road ahead

As the automotive industry continues to evolve, MSWIL remains focused on strengthening its operational foundations while staying closely aligned with customer needs. The emphasis going forward will remain on disciplined execution, sustainable operations, and continuous improvement, supported by capable teams and resilient processes. The trust built with customers and partners continues to guide MSWIL's journey, shaping steady progress and long-term value creation.

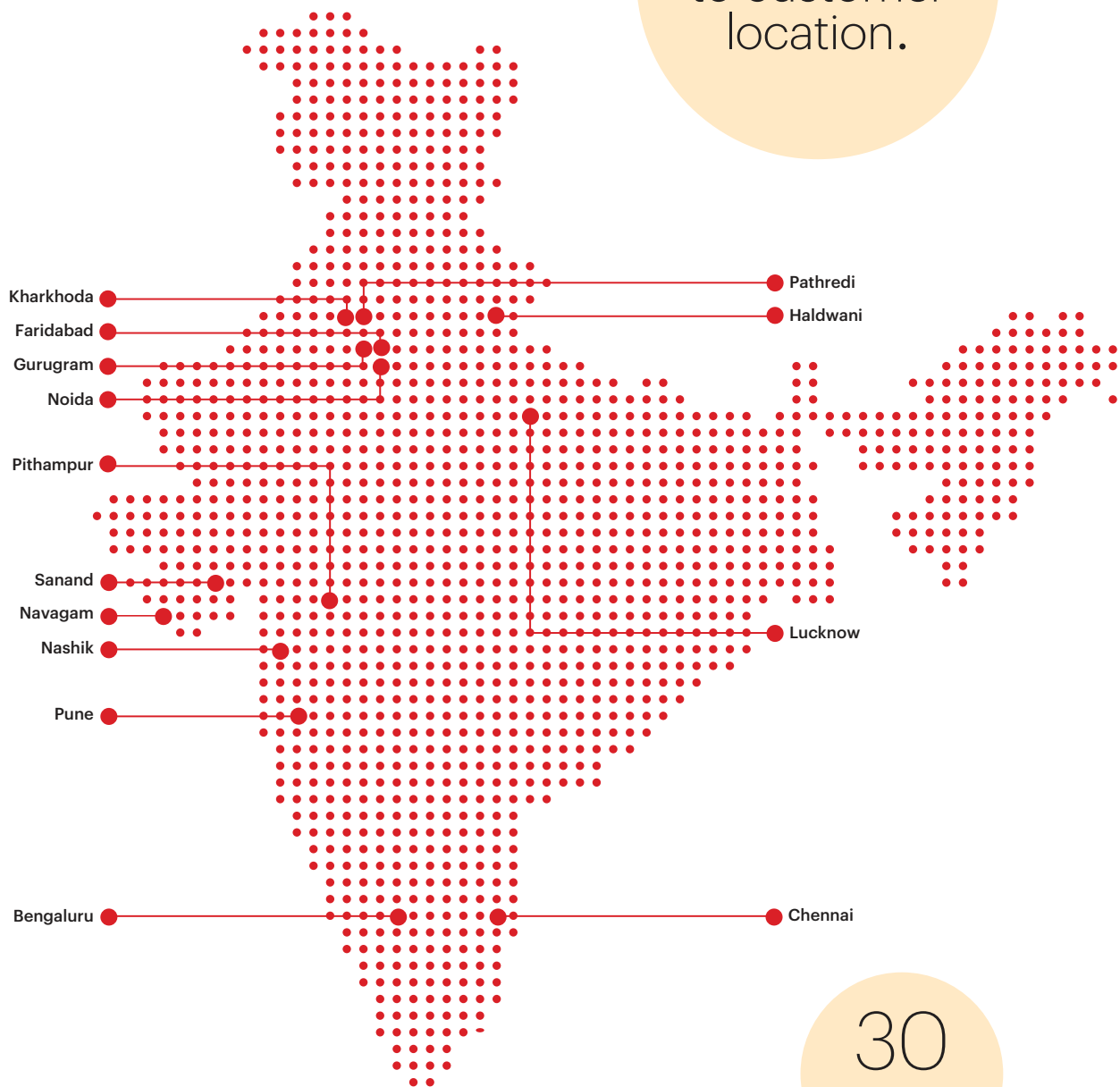


Sanjay Chauhan
Head of Marketing

Our focus on building customer trust guides how we scale - shaping our capabilities and footprint to stay closer to customer operations and enhance agility, collaboration, and execution excellence.



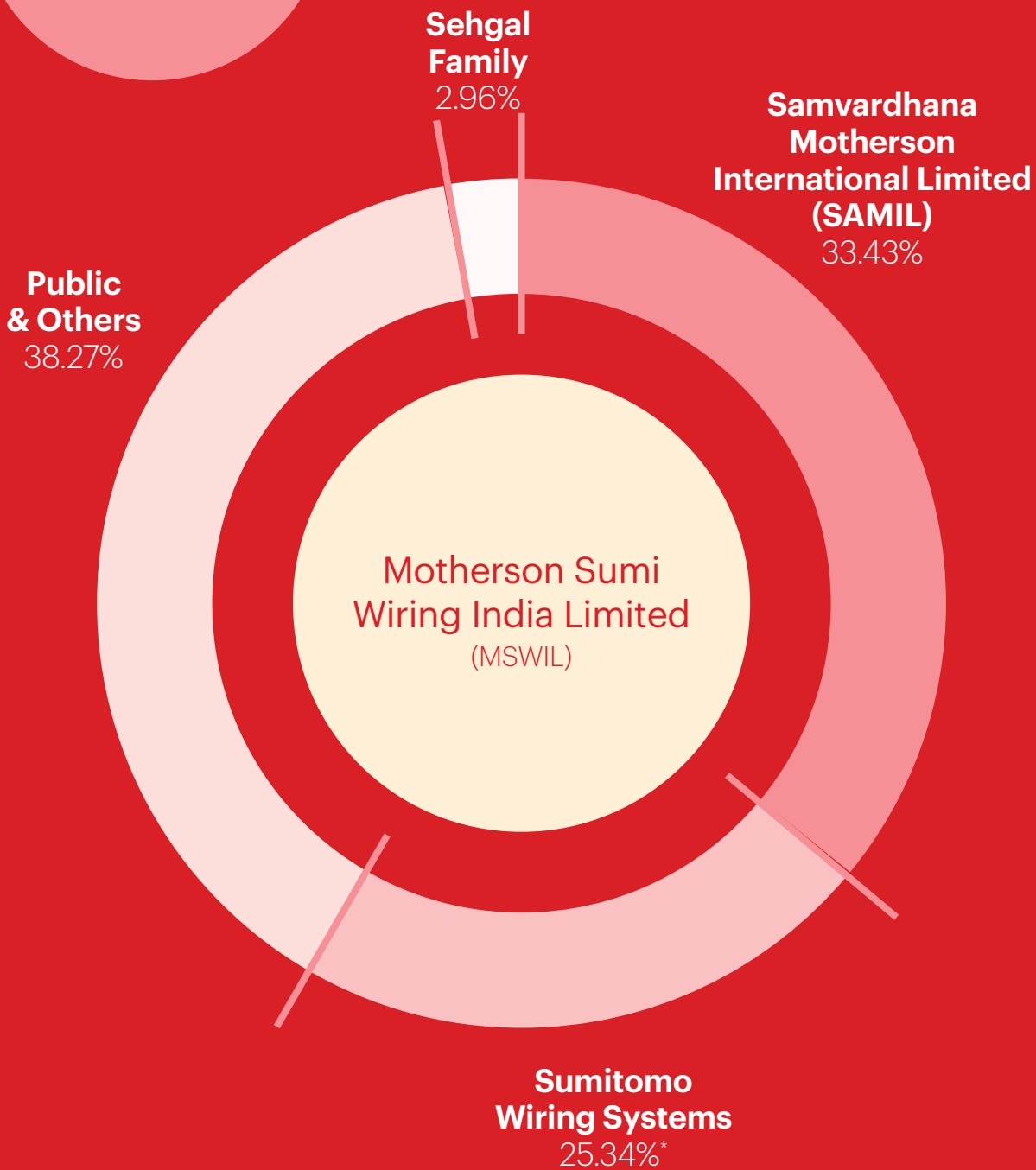
Proximity to customer location.



Strategically located at multiple locations for de-risking

30
Wiring harness facilities across India

Shareholder structure.



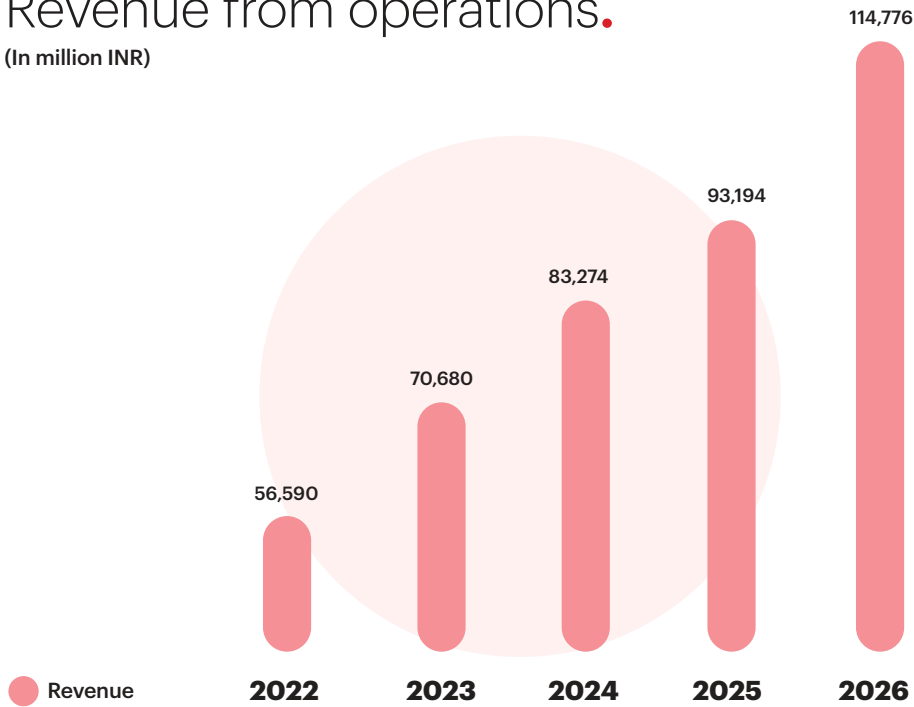
*Including affiliates

Financial highlights.

01

Revenue from operations.

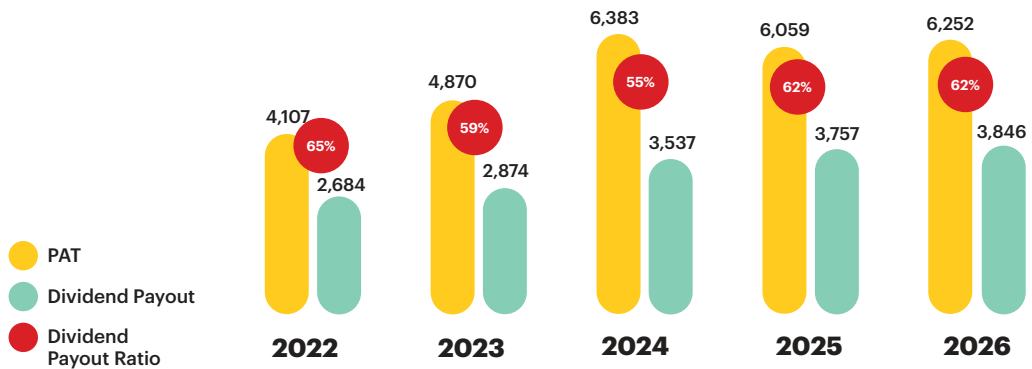
(In million INR)



03

PAT and Dividend Payout.

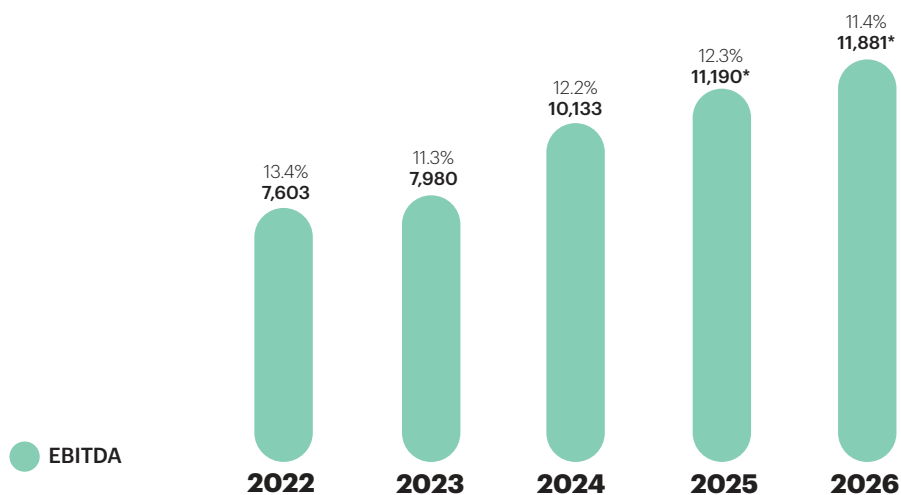
(In million INR)



02

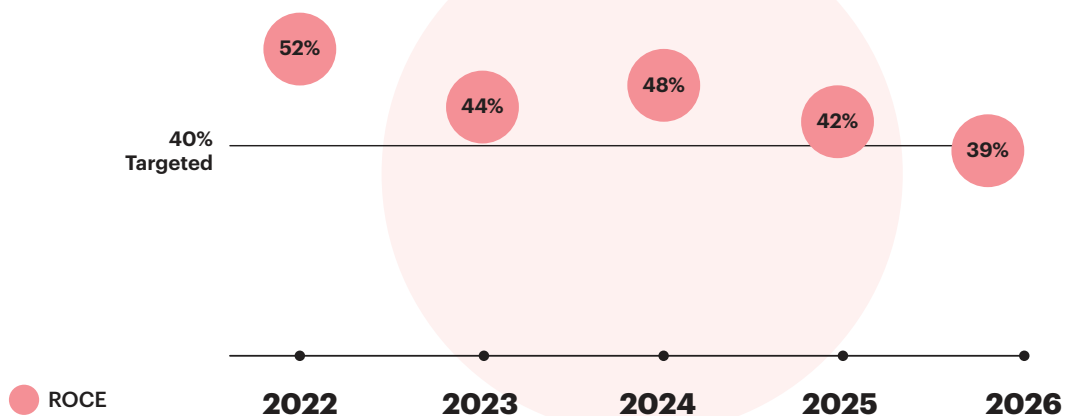
EBITDA.

(In million INR)



04

Return on Capital Employed (ROCE).



Note: *Excluding Greenfields.

Sustainability



Letter from our Chief Sustainability Officer.



In the past year, a shift in sentiment around sustainability has been observed, as geopolitical and economic headwinds continue to influence business priorities. At the same time, the regulatory landscape is evolving, with a stronger focus in India on enhanced disclosures, accountability, and alignment with national sustainability priorities.

At Motherson Sumi Wiring India Limited (MSWIL), our approach remains anchored in our guiding principle of creating value for all stakeholders who place their trust in us. We continue to focus on delivering for our customers while acting responsibly towards the environment and society, recognising that sustainable practices are integral to long-term business success.

Despite a dynamic external environment, MSWIL remains committed to embedding environmental and social responsibility into its operations. Sustainability is not viewed as a parallel agenda, but as an integral part of how we operate, make decisions, and grow as a business. We continue to strengthen awareness and engagement across our teams, reinforcing the belief that responsible practices drive resilience and performance.

During the year, our materiality assessment reaffirmed the sustainability topics, most relevant to MSWIL. Through stakeholder engagement across our operations and value chain, we have ensured alignment between expectations, priorities, and actions, strengthening accountability at all levels of the organisation.

Our environmental approach is guided by responsible resource management and a structured approach to emissions reduction. In alignment with Motherson Group's broader ambition, MSWIL continues to contribute towards long-term climate goals while focusing on improving operational efficiency, energy use, and emissions management across its facilities in India.

Social responsibility remains central to our approach. With a strong presence across India, we continue to prioritise the well-being, safety, and development of our people, alongside responsible practices within our supply chain and engagement with local communities. Our initiatives are designed to be locally relevant while supporting broader organisational values.

In line with regulatory requirements in India, our sustainability disclosures are aligned with the Business Responsibility and Sustainability Reporting (BRSR) framework. This ensures transparency, consistency, and accountability in how we communicate our performance. We continue to strengthen our systems and processes to enhance the quality and reliability of ESG data and disclosures.

As MSWIL continues to strengthen its position within India, our responsibility towards stakeholders also grows. Through strengthened governance, disciplined processes, and a long-term perspective, sustainability is increasingly embedded into the way we operate and deliver value.

These efforts reflect our ongoing commitment to responsible and resilient growth, ensuring that sustainability remains a core pillar of how we build the future.

Sincerely,
Barrie Painter
Chief Sustainability Officer

Sustainability at Motherson Sumi Wiring India Limited (MSWIL) is embedded in how we think, decide, and operate. As part of the Motherson Group, MSWIL believes that long-term business success must be built in balance with environmental stewardship, social responsibility, and strong governance. Our sustainability efforts are therefore closely aligned with our purpose, strategy, and long-term value creation.

We approach sustainability as a continuous journey, one that strengthens operational resilience, deepens trust with stakeholders, and supports India's transition towards a low-carbon, resource-efficient, and inclusive economy.

Our sustainability framework

MSWIL's sustainability framework is anchored around three interlinked pillars - Planet, People, and Governance. These pillars guide enterprise-wide policies, management systems, and decision-making processes, ensuring that sustainability is integrated into everyday operations rather than treated as a parallel agenda.

Best-in-class execution at our manufacturing locations enables local initiatives to scale into structured, measurable, and

Sustainability is embedded in daily operations, beyond a parallel agenda.

auditable programmes across the organisation. This approach ensures consistency while allowing flexibility to address site specific priorities.

Strategy and guiding principles

MSWIL's vision aligns with our aspiration to be a preferred and trusted sustainable solutions provider. Our actions are guided by the Motherson QCDDMSES principles—Quality, Cost, Design, Delivery, Management, Safety, Environment and Sustainability—which form the backbone of operational excellence and responsible growth.

Sustaining the trust of customers, suppliers, employees, and communities requires constant effort—driven by our most valuable resource: our engaged workforce. Every element of QCDDMSES depends on capable individuals who are guided by our mission, vision, values, and a shared pursuit of excellence.




Our approach to sustainability is inclusive and stakeholder-centric. It extends from reducing environmental footprint and embracing diversity to caring for the communities where we operate and where our employees live. As our customers accelerate their own sustainability transitions, they rely on MSWIL as a trusted partner to support their ambitions responsibly.

Materiality framework

	Material topic	Detail	Impact	Relevant SDGs
Planet	Biodiversity	The conservation of natural habitats, as well as sympathetic land use within our own operations and throughout the value chain.	We acknowledge that our operations and supply chain have the potential to impact biodiversity through land use, raw material sourcing and resource consumption as such, we assess biodiversity at site level to identify priority areas of high ecosystem risk.	
	Climate and environmental action (Mitigation)	Reduce emissions, manage waste, and protect air and water quality.	We recognise that our operations and value chain contribute to climate change across all three emission scopes and we are committed to the following aspirations: Scope 1 and Scope 2 Net Zero in our own operations by 2040.	
	Climate change adaptation	Focuses on climate resilient infrastructure, business continuity and areas of water stress.	Changing climates present potential physical risks to our operations, infrastructure and supply chain. We are committed to building business resilience to these risks and ensuring business continuity as we adapt to evolving climatic impact and risk.	
	Environmental innovation and technology	Focuses on environmental solutions, investment, exploring material use and an increase in renewable energy to drive long-term impact.	We acknowledge that we have both the opportunity and responsibility to harness innovation and technology to drive meaningful environmental improvements to reduce our impact across our operations and product lifecycle.	
	Product stewardship and circular economy	Incorporates circular economy principles, environmentally conscious design and production methodologies in addition to product lifecycle assessments, undertaken to minimise environmental footprints across our product lifecycle.	We recognise a joint impact between Motherson*, our customers and supply chain on achieving solutions to minimise environmental footprints across our product lifecycle.	
	Supply chain emissions	Ensuring the supply chain is aware of our policies and ambitions in relation to sustainability and implementing actions to reduce emissions that affect our Scope 3 calculations.	Scope 3 represents our most significant and complex emissions impact. We are committed to initiate computing our Scope 3 emissions.	
	Waste management	Tackling both operational waste and broader environmental concerns, contributing to cleaner workspaces, reduced waste to landfill, and mitigating microplastic pollution impact in surrounding communities and ecosystems.	We recognise that our operational activities generate waste. We are committed to diverting waste to landfill whenever feasible whilst holding a zero waste to landfill ambition within our own operations.	
	Water management	Our approach towards water stewardship and supporting the responsible use of this critical resource across our global operations.	Our operations, manufacturing processes and supply chain can all have an impact on water availability and quality. We are committed to measuring, managing and reducing our overall water impact as a business, with a particular focus on water stressed areas.	

* MSWIL is part of the Motherson Group.

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	Material topic	Detail	Impact	Relevant SDGs
People	Health and safety	Ensuring our employees work in a safe, secure, and healthy environment.	We acknowledge that our operations may carry health and safety risks. We are committed to ensuring solid practices and procedures are in place to mitigate and eliminate risk.	 
	Human capital management	Encompasses employee well-being, employee engagement, employee retention and fair labour practices.	Our people are our greatest asset and we are committed to fostering a safe and dynamic workplace where our people can thrive. Strong human capital management is fundamental to our resilience and long-term success.	    
	Human rights throughout the value chain	Reflects our zero-tolerance stance on child labour/forced labour while ensuring compliance with international labour rights and ethical sourcing practices.	We recognise that our supply chain could potentially impact human rights and we acknowledge our responsibility to respect and uphold the rights of all people within our value chain and entrust our suppliers to do the same.	   
	Inclusion and diversity	Driving equal opportunities, an inclusive environment, and fair representation.	We believe that diversity and inclusion are fundamental to a healthy, high-performing culture. We are committed to creating a workplace where everyone is valued.	   



Governance

Material topic

Detail

Impact

Relevant SDGs

Corporate citizenship and social impact

Fostering inclusive opportunities, respecting cultural diversity, and supporting initiatives that enhance education, health, and environmental sustainability.

We acknowledge that our presence and influence as a business carries a responsibility to contribute positively to society. Motherson supports the communities and localities in which we operate through active engagement, social investment and partnerships.



Corporate governance and strategy

Defines our leadership principles, strategic direction, and integration of sustainability within Motherson.

Effective governance structures and transparent reporting are essential to delivering on our commitments to stakeholders. We are committed to embedding governance principles that drive responsible and sustainable business processes.



Data privacy and IT security

Safeguards regulatory compliance in a digital world, ensuring stakeholder trust.

Protecting the data and privacy of our customers, employees and partners is a fundamental responsibility. Committed to maintaining strong cybersecurity practices and data governance frameworks that minimise risk, ensuring compliance and maintaining the trust placed in us.



Management systems and accountability

Guide continuous improvement through audits, assessments, and standardised recognised frameworks.

Effective management systems and transparent accountability processes underpin our ability to deliver on our commitments. We are continuously improving our frameworks and reporting structures to ensure our sustainability ambitions translate into meaningful action.



Risk and opportunity management

Ensures proactive identification and monitoring for business continuity and mitigation of ESG risks.

Managing risk and identifying opportunity are central to how we operate both sustainably and responsibly. We are committed to a structured approach to ESG risk management that protects our business, meets stakeholder expectations and positions us to adapt amidst the changing sustainability landscape.



Supply chain sustainability and responsibility

Reinforces ethical sourcing, traceability, and supplier accountability.

Our supply chain has the potential to carry significant environmental and social risks. Motherson is therefore committed to embedding sustainability requirements into our supplier relationships through direct engagement throughout our supply chain.



Planet.

Building a
better future for
our world.



At MSWIL, environmental stewardship is guided by the principle of minimising our ecological footprint while strengthening operational efficiency and long-term resilience. Our Planet pillar integrates climate action, circular economy practices, water stewardship, and biodiversity conservation into a cohesive, structured sustainability strategy.

Reducing our environmental impact begins within our own operations. Across production, development, and administration, we place a strong emphasis on resource-efficient planning, construction, and operation of our buildings and facilities. This includes systematically identifying major sources of energy consumption and implementing targeted measures to optimise usage and improve performance.

As we move towards a more climate friendly future, our focus extends beyond our direct operations to the wider value chain. In alignment with circular-economy principles, MSWIL works with partners to improve products and processes, reduce waste generation, and promote the reuse of resources wherever feasible. We recognise that environmental sustainability is no longer optional—it is essential for long-term business continuity and shared progress.

An ambitious and structured approach

MSWIL has articulated a long-term ambition to achieve Carbon Net Zero across its operations by 2040, with FY 2022–23 as the baseline. This ambition is supported by clearly defined interim targets, including a 50% reduction in Scope 1 and Scope 2 emissions by 2030, alongside structured water preservation strategies.

These commitments are closely aligned with the net-zero roadmaps of our key customers, reinforcing MSWIL's role as a trusted partner in the automotive industry's decarbonisation journey.

Complementing our climate roadmap, we have established targets for:

- Increased adoption of renewable energy
- Progress towards Zero Waste to Landfill
- Water-neutral operations
- Enhanced biodiversity stewardship across manufacturing locations

Together, these ambitions address climate, resource efficiency, ecosystems, and communities through an integrated and balanced lens.

To strengthen energy governance, advanced energy meters have been implemented across facilities and are being integrated with Motherson's energy-optimisation platform. Real-time monitoring enables improved visibility, data-driven decision-making, and continuous efficiency improvements, supporting a more sustainable approach to energy management.

Meeting global standards

MSWIL is fully aligned with global environmental management standards, having achieved ISO 14001 certification for all its facilities. This certification underscores our commitment to effective environmental management and sustainability practices. In addition, all facilities are ISO 50001 certified, providing a strong framework for disciplined energy management.

**Building
strong
foundations for
sustainable
excellence.**

Under ISO 5000, comprehensive energy-management programmes have been implemented across facilities.

The first step involves conducting energy audits to identify opportunities for improving energy performance across all our facilities. This proactive approach allows us to pinpoint inefficiencies and areas for enhancement.

We have established quantified targets aimed at addressing energy savings, ensuring that our efforts are measurable and impactful. Our action plans are designed to reduce overall energy consumption, and we continuously evaluate our progress to ensure we are on track to meet our goals.

Additionally, we are committed to using clean or green energy sources wherever possible, further minimising our environmental impact. Our dedication to sustainability is also reflected in our investments in innovation and research and development, aimed at decreasing energy consumption in our operations.

Employee awareness and participation are critical to these efforts. Regular training programmes build understanding of energy-efficiency practices and empower employees to contribute actively to our sustainability goals. Through these measures, MSWIL continues to strengthen energy governance while demonstrating responsible environmental leadership.

Energy efficiency and conservation

Renewable energy: A strategic priority

Renewable energy is a key lever in MSWIL's climate strategy. Rooftop solar installations and third party power purchase agreements continue to increase the renewable share of electricity consumption. Currently, 15 MSWIL facilities are powered by solar energy, and all greenfield projects are planned with solar panel integration from the outset.

At the Group level, Samvardhana Motherson has finalised plans for a 15 MW ground-mounted solar project in Uttar Pradesh, alongside the expansion of rooftop solar installations across facilities in the state.

In northern India, cleaner fuel options are being used for diesel-generator operations. Several facilities have also installed solar street lighting and implemented power-saving initiatives to further reduce consumption. Increased reliance on renewable energy directly supports our decarbonisation roadmap and long-term Carbon Net Zero ambition.

Technology-led energy optimisation

Reducing energy consumption remains central to decoupling growth from carbon emissions. MSWIL continues to make steady progress through energy efficiency initiatives, renewable adoption, and process optimisation.

Environmentally-friendly initiatives

Native sapling plantation during the year to conserve biodiversity

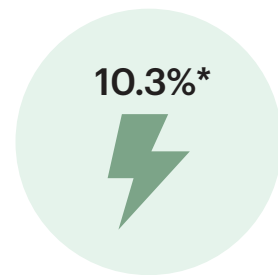


ISO 50001 Certified sites



* Greenfield projects are certified after 2 years of operations.

Reduction in energy intensity per rupee of turnover



* as compared to FY25.

Key interventions include:

- High-efficiency motors and fans
- Automation and smart controls for utilities
- Demand based compressed-air systems
- Daylight-harvesting sensor systems across manufacturing facilities

These measures help maintain optimal lux levels, improve workplace comfort and safety, and reduce overall energy intensity.

Energy committees have been established at all sites to monitor consumption trends, identify efficiency opportunities, and promote Turn Off, Turn Down (TOTD) practices. These committees also lead energy-conservation awareness campaigns, embedding efficiency into daily operations.

Cleaner transportation for reduced emissions

MSWIL continues to lower transportation-related emissions through cleaner mobility solutions. In NCR employee transportation uses CNG-powered vehicles, significantly reducing the organisation’s environmental footprint.

At the Maharashtra facility, material movement has transitioned from conventional vehicles to electric vehicles (EVs), marking a meaningful step towards sustainable logistics. MSWIL remains committed to exploring further innovations in transportation as part of its broader journey towards a greener future.

Water stewardship and zero discharge practices

Water is a critical and increasingly scarce resource, and MSWIL recognises its responsibility to manage it efficiently and responsibly. Across all operations, water stewardship is guided by a structured approach built on measurement, monitoring, reuse, and conservation, ensuring responsible use while supporting long-term operational resilience.

All MSWIL facilities follow consistent water-management practices, including:

- Installation of flow meters and daily monitoring of water consumption
- Use of aerators, flow restrictors, and efficient fixtures to minimise wastage
- Rainwater harvesting systems to support groundwater recharge and reduce dependence on freshwater sources
- Sewage Treatment Plants (STPs) that enable reuse of treated



Committed to responsible resource utilisation.

- water for gardening and flushing
- Strict monitoring of water quality to meet both regulatory and internal standards

To advance our journey towards water neutrality, water-balance diagrams have been prepared for all sites to analyse freshwater consumption patterns and identify opportunities for reduction. These assessments are aligned with the CII Water Neutrality Framework, reinforcing MSWIL’s commitment to disciplined water conservation.

Through these measures, MSWIL facilities work towards Zero Liquid Discharge (ZLD), ensuring that treated wastewater is reused within facility premises and that no untreated water is released into the environment. Our water-stewardship initiatives are aligned with UN Sustainable Development Goal 6 – Clean Water and Sanitation, reflecting our commitment to responsible resource management.

Innovative rainwater harvesting and water conservation

Effective water management is a key focus area within MSWIL's sustainability strategy. By capturing, reusing, and replenishing water resources, we aim to reduce reliance on freshwater while strengthening long-term water resilience across our operations.

Rainwater harvesting across facilities

Rainwater harvesting systems have been implemented across MSWIL's manufacturing locations to optimise water use and minimise environmental impact. These systems capture rainwater and channel it for non-potable applications such as landscaping, irrigation, and toilet flushing. By integrating rainwater harvesting into facility infrastructure, MSWIL reduces its overall water footprint while promoting responsible and sustainable water use.

Water pond initiative – Chennai (Kattavakkam)

A notable example of advanced water conservation is the water-pond initiative at the Chennai (Kattavakkam) facility. The site features two purpose-built water ponds measuring 600 square metres and 1,125 square metres, with a combined storage capacity of approximately 280,000 litres.

Safeguarding
natural resources
for the next
generation.

These ponds have been designed to:

- Support groundwater recharge
- Store treated water for domestic and non-potable use
- Strengthen on site water self-sufficiency

Integrated with groundwater-recharge shafts, the ponds enable efficient percolation and maximise conservation benefits. Through this initiative, the Chennai facility saves approximately 1,000 kilolitres of water annually, contributing meaningfully to MSWIL's water sustainability objectives while also supporting local biodiversity.

Sustainable water management in new developments

For new building and infrastructure projects, MSWIL follows a comprehensive sustainable water management framework to ensure long-term efficiency and compliance.

Key measures include:

- Installation of piezometers to monitor groundwater levels
- Compliance with statutory requirements for groundwater extraction
- Installation of water-flow meters to measure rainwater percolation in Rainwater Harvesting (RWH) pits
- Design of rainwater-storage solutions such as tanks, ponds, and reservoirs
- Optimised use of reverse osmosis (RO) reject water to minimise wastage
- Separate STP pipelines for toilet flushing and other non-potable applications



Water efficiency and reduction initiatives

MSWIL continuously adopts technologies and practices aimed at reducing water consumption across operations, including:

- HVAC solutions such as Variable Refrigerant Volume (VRV) systems, which use less water compared to conventional chillers
- Collection and reuse of air-conditioning condensate water
- Installation of low-flow aerators on taps and urinals
- Use of low discharge spray nozzles for solar-panel cleaning
- Deployment of water-efficient bin washing systems designed for minimal consumption

Maintenance, training and monitoring

To ensure sustained performance, MSWIL maintains a regular inspection and preventive maintenance schedule for all water management systems. Employees are trained on water conservation practices and the importance of responsible water use.

A structured monitoring and reporting framework tracks water consumption, reuse, and savings, enabling continuous evaluation and improvement. This disciplined approach ensures that water conservation initiatives consistently deliver measurable environmental benefits and support MSWIL's long-term sustainability objectives

Circularity framework

At MSWIL, circularity is embedded into our manufacturing philosophy, operational processes, and decision-making frameworks. Guided by the 10R framework—Refuse, Rethink, Reduce, Reuse, Repair, Refurbish, Remanufacture, Repurpose, Recycle, and Recovery—we focus on minimising resource consumption, eliminating waste at source, and maximising value retention across the product lifecycle.

Our approach reflects the belief that innovation led operational excellence (SDG 9) enables responsible consumption and production (SDG 12), supporting long-term environmental and business resilience.

Integrating the circularity philosophy in operations

Circular-economy principles are systematically embedded across key manufacturing processes. This approach ensures that resource efficiency and waste reduction are driven not only by large-scale interventions, but also through continuous, incremental improvements at shopfloor and process levels.

Refuse

MSWIL actively eliminates unnecessary material consumption by progressively digitising operational controls. For example, digital process approvals replace paper-based documentation, preventing avoidable paper usage and enabling resource conservation at source.

Rethink

Process designs are continuously reviewed to embed error-proofing, automation, and intelligent controls. The use of digital systems enables real-time process monitoring and quality assurance, supporting a preventive rather than reactive approach to waste generation.

Reduce

Reducing material waste, defects, and energy consumption remains a cornerstone of MSWIL's circularity efforts. Targeted initiatives at production lines contribute to scrap reduction, yield improvement, and enhanced operational efficiency.

Reuse

Wherever feasible, MSWIL promotes the repeated use of materials. Rubber bands used for circuit bundling and plastic protection cups used during material transfer are systematically returned to the Cut & Crimp (C&C) process for reuse, reducing fresh procurement and lowering plastic consumption.

Repair, Refurbish and Remanufacture

Equipment-maintenance strategies emphasising preventive maintenance and timely repairs to extend asset life and sustain optimal performance. By refurbishing tools and components wherever feasible, MSWIL reduces premature replacement and conserves embedded materials and energy.

Repurpose

When direct reuse is not viable, materials and components are assessed for repurposing within auxiliary or non-critical applications. This approach helps retain value within internal systems and reduces overall waste generation.

chapter 11

Recycle

Effective segregation and collection of waste streams are enabled through process-level improvements and operational discipline. These measures support responsible recycling while strengthening compliance and traceability across waste flows.

Recycling initiatives:

Aerobin food-waste composting

MSWIL has adopted **Aerobin**, an on-site composting solution that converts raw food waste into nutrient-rich compost. The compost generated is reused for gardening and landscaping across our facilities, supporting closed-loop waste management and reducing organic waste sent to landfill.

Encouraged by the effectiveness of the pilot, the initiative has been scaled from 2 to 38 Aerobins across all facilities equipped with kitchens, strengthening decentralised waste processing and resource recovery at source.

Sanitary waste recycling through Padcare Labs

In line with our commitment to responsible waste management, MSWIL has partnered with Padcare Labs, a specialised organisation focused on recycling sanitary waste, which would otherwise take several hundred years to decompose in landfills. Through the deployment of Padcare's dedicated collection and processing systems across our facilities, MSWIL has recycled 262.273 kg of sanitary waste, resulting in the avoidance of 561 kg of carbon equivalent emissions and saving 5,245 litres of landfill space.

Certified waste disposal and governance

All waste generated across MSWIL facilities is mandatorily disposed of through authorised and certified recyclers, ensuring regulatory compliance, traceability, and responsible end-of-life processing.

Circularity initiatives are reinforced through robust governance mechanisms, including facility-level audits, structured monitoring, employee awareness programmes, and continuous-improvement practices. Together, these efforts ensure consistent execution and accountability across operations.

MSWIL's circularity journey reflects a strong commitment to innovation-led sustainability, where operational excellence and environmental responsibility progress together in a disciplined and measurable manner.

Biodiversity initiatives

At MSWIL, biodiversity conservation is an integral part of our

environmental stewardship agenda. We recognise the importance of protecting natural ecosystems while responsibly managing the environmental footprint of our operations.

As part of a structured biodiversity assessment, MSWIL conducted geo based evaluations of its locations, using abatement scores to understand ecological sensitivity and potential impact. The insights from this assessment guide site-specific biodiversity actions and mitigation measures, ensuring a targeted and informed approach across our manufacturing footprint.

To protect and enhance biodiversity in and around our facilities, MSWIL has implemented a focused sapling plantation programme supported by detailed studies of region-appropriate and native plant species. This approach strengthens local ecosystems, improves sapling survival rates, and supports long-term ecological balance.

During the year, over 1,500 saplings were planted across MSWIL locations in India, with active participation from employees. A notable initiative introduced at our Pune and Chennai facilities



encourages employees to plant native saplings to mark their birthdays. This initiative builds a personal connection with nature and inspires long-term care of the saplings, effectively fostering a community of committed “plant parents” across shopfloors and offices.

In addition to plantation initiatives, MSWIL undertakes supplementary actions to support local fauna, including:

- Installation of bird feeders
- Provision of drinking-water stations for birds during peak summer months
- Plantation of native and drought-resistant tree species suited to local conditions

Through these initiatives, MSWIL aims to create greener manufacturing environments, enhance ecological resilience around its operations, and strengthen employee awareness and ownership of biodiversity conservation. Our approach reflects a commitment to aligning business growth with environmental responsibility while contributing positively to local ecosystems.

Supply chain responsibility

At Motherson, sustainability extends beyond our own operations to encompass the entire value chain. MSWIL is committed to building a responsible, transparent, and resilient supply chain by embedding environmental, social, and governance (ESG) principles into supplier engagement, assessment, and collaboration.

We actively manage the use of hazardous substances across the supply base and require supplier compliance with globally recognised standards, including IMDS, REACH, RoHS, and 3TG (Conflict Minerals) requirements. Guided by our philosophy of “Think Green, Go Lean,” we work closely with upstream and downstream partners to reduce environmental impact, promote resource efficiency, and encourage responsible business practices across the supply chain.

As part of this commitment, MSWIL utilises the EcoVadis platform, enabling a structured and consistent assessment of supplier sustainability performance aligned with our ESG priorities. Sustainability parameters form an integral part of our annual supplier evaluation process, supported by a comprehensive checklist that ensures partners not only meet regulatory requirements but also contribute meaningfully to shared sustainability objectives.

Recognising that capability building is essential for long-term progress, MSWIL has rolled out an extensive supplier learning and engagement programme. Multiple training sessions have been conducted during the year, focusing on sustainability expectations, best practices, and the critical role suppliers play in advancing responsible and resilient value chains.

Understanding biodiversity and acting responsibly to protect it.

We acknowledge that meaningful progress on Scope 3 emissions requires transparency, collaboration, and pragmatic goal setting. Accordingly, MSWIL’s Sustainability Team is working closely with suppliers to define targets and establish a structured framework for Scope 3 emissions reporting and data transparency. Further details and engagement resources are available through our supplier portal: <https://suppliers.motherson.com/>

Through these initiatives, MSWIL seeks to deepen supplier partnerships, foster shared accountability, and drive continuous improvement in sustainability performance—strengthening the long-term resilience and responsibility of our supply chain.

People.

Empowering
employees for a
brighter future.



One of the most important contributors to the long-term sustainability of any business is the commitment and capability of its workforce. At MSWIL, we focus on attracting, developing, and sustaining a workforce that is engaged, skilled, and aligned with the organisation’s purpose and values.

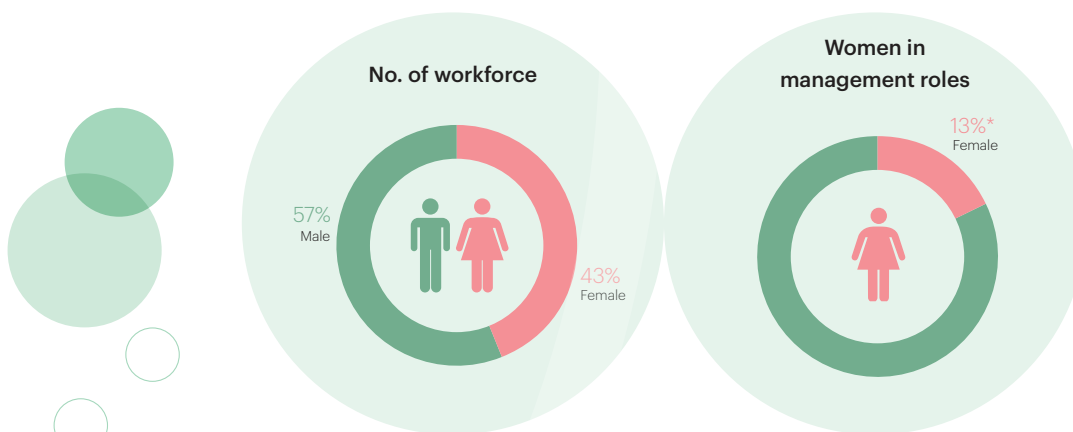
Our employees are our partners in progress, integral to every milestone in MSWIL’s automotive wiring-harness journey. They actively contribute to planning, decision-making, and execution across operations. By investing in cross-functional learning and structured growth opportunities, we build a resilient talent pipeline that supports both individual development and sustained business performance.

The MSWIL employee journey begins with attracting the right talent, followed by structured immersion into our culture, values, and domain expertise in wiring-harness manufacturing. From the outset, emphasis is placed on capability building, safety, quality consciousness, and alignment with the Motherson way of working.

Performance, growth and career progression

MSWIL follows a holistic, principle-led approach to recognising performance and enabling career progression. Employees are encouraged to pursue challenging roles aligned with their aspirations, supported through Internal Job Postings (IJPs) on our global digital workspace which enable transparent and fair talent mobility.

Structured progression pathways are in place for Apprentice Trainees (ATDs) and Diploma Engineer Trainees (DETs). Following On-the-Job Training (OJT) and departmental allocation, trainees progress through clearly defined roles, including Assistant Engineer, Engineer, and subsequent levels.



*Headcount reporting methodology has been revised to a category-based classification

Employees trained in skill upgrades:

71%

Average training hours:

24

hours per FTE

Skill upgradation training:

100%

of our associates

Annual performance appraisal and career-development reviews form the foundation of individual growth planning. These reviews enable alignment of Key Result Areas (KRAs) with business objectives and facilitate structured discussions between employees and supervisors on development needs and future opportunities. During FY 2025–26, performance and career-development reviews were completed for 100% of eligible employees, with new joiners becoming part of the cycle after completing one year of service.

Training

A comprehensive training framework supports continuous skill enhancement across levels and functions. Training programmes are designed to strengthen technical capability, simplify processes, and address emerging skill requirements.

New employees complete

structured onboarding through classroom sessions covering organisational culture and products, followed by function-specific training in wiring-harness manufacturing. Performance is monitored during the induction phase, supported by continuous learning at Skill Development Centres.

Ongoing development initiatives are guided by a departmental skill matrix covering technical, behavioural, and job-specific competencies. Training effectiveness is assessed through quarterly feedback and long-term impact reviews. As employees progress into leadership roles, tailored programmes balance people leadership and task accountability, preparing them to lead high-performance manufacturing teams.

Promoting diversity and inclusion

At MSWIL, we believe that diversity is a strength and inclusion is a shared responsibility. We are committed to creating a workplace where employees—across gender, background, age, or experience—feel respected, valued, and empowered to contribute meaningfully.

Our approach to diversity and inclusion extends beyond representation. We focus on building an environment that values varied perspectives, encourages collaboration, and provides equitable opportunities to learn, lead, and grow. This commitment is reflected in our formal policy framework, which emphasises equal employment opportunity, non discrimination, respect, and substantive equality.

Inclusion is embedded across the employee lifecycle—from recruitment and development to performance management and engagement. Through fair practices, career advancement opportunities, and a supportive work environment, MSWIL continues to nurture a workforce that reflects diversity of thought and unity of purpose.

MSWIL actively observes occasions that reinforce inclusion and gender equality, including International Women’s Day. In 2026, Women’s Day was marked under the global theme “Give to Gain,” reflecting the belief that creating meaningful opportunities, supportive environments, and visibility for women strengthens organisational performance through broader perspectives and sustained engagement.

At MSWIL, the occasion served as a reaffirmation of our commitment to inclusion, empowerment, and equal opportunity. The observances recognised contributions of women across roles and functions and reinforced a culture where every

Enabling growth through people development and inclusion.

employee is encouraged to realise their full potential. These initiatives underscore that inclusion is a continuous journey, not a one day commitment.

Employee engagement

Even with strong systems and strategies, sustained progress depends on employee engagement. At MSWIL, engagement aligns closely with our vision, mission, and ESG values, supporting productivity, innovation, and resilience.

Quality Circles

Quality Circles form a cornerstone of employee-led engagement at MSWIL. Rooted in teamwork and structured problem-solving, these initiatives empower employees to identify opportunities for improvement, develop practical solutions, and present outcomes with confidence. Quality Circles play a critical role in reinforcing ownership, collaboration, and a culture of continuous improvement across operations—all of which reflect the MSWIL way of working.



Quality Circle Awards

Facility Name	Quality Circle	Position
Marunji, Pune	Sankalp QC	Trophy at CII quality circle competition
Sanand, Gujrat	Junoon QC	Gold at Suzuki Motor Gujarat QC convention
Sector-64, Noida	Discover QC	MACE directors trophy
A-15, Sector-6, Noida	Prayatna QC	MACE directors trophy
C-14, Sector-6, Noida	Kirti QC	1st runners up at Honda Cars supplier QC convention
C 6 and 7, Sector-6, Noida	Warrior QC	2nd position in ACMA national QC convention
Bidadi, Bengaluru	Prakruti QC	Gold award at TKSA regional level competition
Bidadi, Bengaluru	Prakruti QC	2nd runners up at the TKSA national level competition

¹The Automotive Component Manufacturers Association of India (ACMA), ²Motherson Automotive Companies Excellence (MACE), ³Honda Motorcycle and Scooter India (HMSI), ⁴Confederation of Indian Industry (CII)

The annual Quality Circle Convention serves as a flagship platform for teams across locations to showcase innovative ideas and impactful improvement projects. It reflects MSWIL's strong commitment to operational excellence and employee-driven innovation.

The continued success of MSWIL teams at customer Quality Circle conventions and at the ACMA Quality Circle Convention further demonstrates the maturity, rigour, and effectiveness of these programmes, strengthening our reputation for excellence beyond the organisation.

At MSWIL, we have always believed that a motivated and engaged workforce is a key indicator of steady growth and a healthy organisation. Sustaining employee well-being, engagement, and opportunity remains central to how we build long-term value.

Employee-led initiatives such as Quality Circles, Kaizens, and innovation awards connect people, processes, and products to deliver measurable improvements. These platforms recognise employee-nominated ideas that enhance wiring efficiency, sustainability, safety, and quality, while fostering capability building, confidence in presenting ideas, and a stronger sense of ownership.

Two-way communication is actively encouraged across the organisation. Through the 'one suggestion per employee per month' scheme, MSWIL receives over 100,000 ideas annually, covering productivity, profitability, safety, waste reduction, and ESG-related improvements. In addition, participative forums—including work samitis/working groups and safety, transport, canteen, and suggestion committees—enable employees to contribute meaningfully to decision making at the shopfloor and unit levels.

Beyond the workplace, MSWIL nurtures a vibrant and inclusive culture by celebrating festivals and encouraging participation through activities such as rangoli, poster-making, and family painting competitions. These interactions strengthen bonds, promote inclusion, and reinforce a sense of belonging.

Together, these practices support a rewarding career journey at MSWIL—equipping our people with the skills, confidence, and engagement needed for sustainable success.

Building a culture of respect and quality working conditions.

Human rights at MSWIL

Building a culture rooted in trust and respect

At MSWIL, our people philosophy is inspired by the spirit of *Vasudhaiva Kutumbakam*—the belief that the world is one family. This philosophy underpins a workplace culture built on mutual respect, shared responsibility, and inclusion across hierarchies, functions, and geographies.

The Human Resources function plays a central role in translating this philosophy into practice by embedding it into everyday systems, policies, and behaviours. Our focus extends beyond building a high-performing workforce to nurturing an environment where employees feel respected as individuals and connected to a larger organisational purpose.

MSWIL is committed to upholding human rights through a culture grounded in ethical conduct, transparency, and accountability. Our Code of Conduct reflects the core principles that guide our behaviour and decision-making. It is reinforced through robust policy frameworks, including the Human Rights Policy, Prevention of Harassment Policy, Equal Opportunity Policy, and a strong Whistle-blower Mechanism. Together, these frameworks enable employees to raise concerns with confidence and assurance of confidentiality whenever actions conflict with our values.

We firmly believe that diversity of thought, identity, and background strengthens innovation and supports sustainable success. Our commitment to inclusion spans gender, geography, generation, and experience. Through continuous sensitisation programmes, open-door forums, and conscious efforts to maintain a bias-free workplace, we reinforce our belief that diversity is not merely a metric, but a mindset that shapes how we work together.

This culture of trust and respect strengthens engagement, enhances collaboration, and supports long-term growth in a dynamic and competitive manufacturing environment. By embedding respect for human rights into our organisational fabric, MSWIL continues to build resilient operations and a workplace where dignity, fairness, and responsibility guide every interaction.

Policy commitment and governance

At MSWIL, respect for human rights is embedded within the organisation’s values, governance systems, and operating practices. Our commitment is anchored in our Code of Conduct and reinforced through dedicated policies, including our Human Rights Policy, Equal Opportunity Policy, and Prevention of Harassment Policy. These frameworks provide a clear, consistent foundation for ethical conduct across our organisation.

Oversight of human rights risks and impacts is exercised at the Board level, supported by relevant committees, including the CSR/Sustainability committee. Senior management is responsible for implementation, with execution supported by cross-functional teams spanning Human Resources, Procurement, Compliance, EHS, and Operations. Annual facility level assessments covering 100% of sites ensure accountability and ownership at the management level.

Teams thrive where trust and respect are lived every day.



This governance structure ensures that human rights due diligence is systematic and continuous, rather than event-driven. Findings are integrated into EHS audits, supplier scorecards, and performance KPIs, enabling timely corrective actions and real-time monitoring.

Human Rights Due Diligence (HRDD) and alignment with global frameworks

As a responsible corporate citizen and a signatory to the United Nations Development Programme and the United Nations Global Compact, the company reaffirms its commitment to upholding and respecting internationally recognised human rights standards, including those articulated in the UN Guiding Principles on Business and Human Rights. This commitment is embedded within the company's governance framework and forms an integral part of its ESG and BRSR disclosures.

Human Rights Due Diligence framework

In accordance with BRSR requirements, the company has implemented a robust HRDD process that encompasses:

- Identification and assessment of risks: Periodic human rights risk and impact assessments are conducted across operations and the value chain, covering employees, contract labour, supply chain workers, and affected communities. Special attention is given to salient risks such as child labour, forced labour, discrimination, occupational health and safety, and community rights.
- Integration and action: Findings from risk assessments are integrated into internal policies, standard operating procedures, and supplier codes of conduct. The company mandates adherence to human rights standards through contractual obligations and supplier onboarding processes.
- Prevention and mitigation: Appropriate mitigation plans are developed for identified risks, including supplier audits, workplace safety programmes, diversity and inclusion initiatives, and awareness campaigns.
- Tracking and monitoring: The company has established KPIs and internal audit mechanisms to monitor human rights performance. Periodic reviews are conducted to evaluate the effectiveness of mitigation measures.

- Communication and disclosure: In line with BRSR principles, the company ensures transparent disclosure of its human rights approach, key risks, and mitigation actions in its annual report and sustainability disclosures.

Non negotiable human rights standards

Zero tolerance for child labour: MSWIL prohibits child labour entirely, with automated HR screening rejecting under-age applications - zero incidents across 60,000+ workforce in FY2025-26.

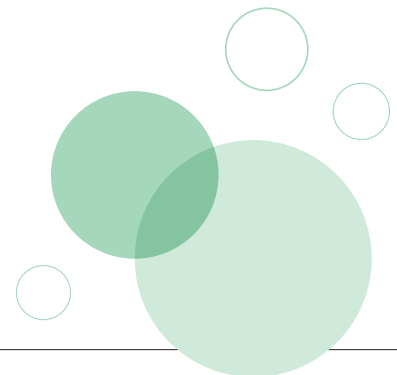
Prohibiting forced labour: We are committed to fostering a respectful and ethical work environment. All forms of forced or involuntary labour are strictly prohibited. Employee wages are disbursed directly to individual bank accounts, reinforcing transparency and eliminating risks of coercion.

Harassment-free zones: MSWIL maintains a workplace free of harassment and intimidation. In line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, we have implemented a robust policy at all our locations. Internal Complaints Committees (ICCs) are in place to ensure swift and fair resolution of any concerns.

Diversity as a strength: Diversity fuels our progress in the automotive wiring harness sector; we champion inclusivity across genders, regions, ages, and backgrounds via sensitisation programmes, open forums, and bias-mitigation training.

Effective grievance redressal and speak-up mechanisms:

Strengthening
workplace
practices through
new standards.





Grievance channels handle ethical issues swiftly, with leadership oversight through the Whistleblower Council, aligning with global benchmarks such as the UN Guiding Principles.

Proactive vigilance and forward focus

MSWIL adopts a preventive and forward looking approach to human rights governance, extending oversight beyond direct operations to the value chain. Supply-chain partners are subject to enhanced assessments, with corrective actions—including improvements in personal protective equipment (PPE), revised Work Instructions (WINs), and safety certifications—implemented where gaps are identified.

This approach strengthens compliance, reinforces accountability, and ensures that human-rights considerations remain integral to operational and sourcing decisions. Through disciplined vigilance and continuous engagement, MSWIL advances a human-centric model in which rights are actively upheld as part of sustainable business success.

Stakeholder engagement and grievance redressal

MSWIL maintains accessible, transparent and effective grievance redressal mechanisms for employees, workers, suppliers, and communities. These include whistleblower channels and ethics helplines that allow confidential reporting without fear of retaliation. All grievances are investigated promptly, and corrective actions are implemented where necessary.

The company actively engages with stakeholders—including employees, business partners, local communities, and civil society organisations—to understand expectations, gather feedback, and strengthen its human rights approach. This engagement supports informed decision-making and reinforces trust across stakeholder groups.

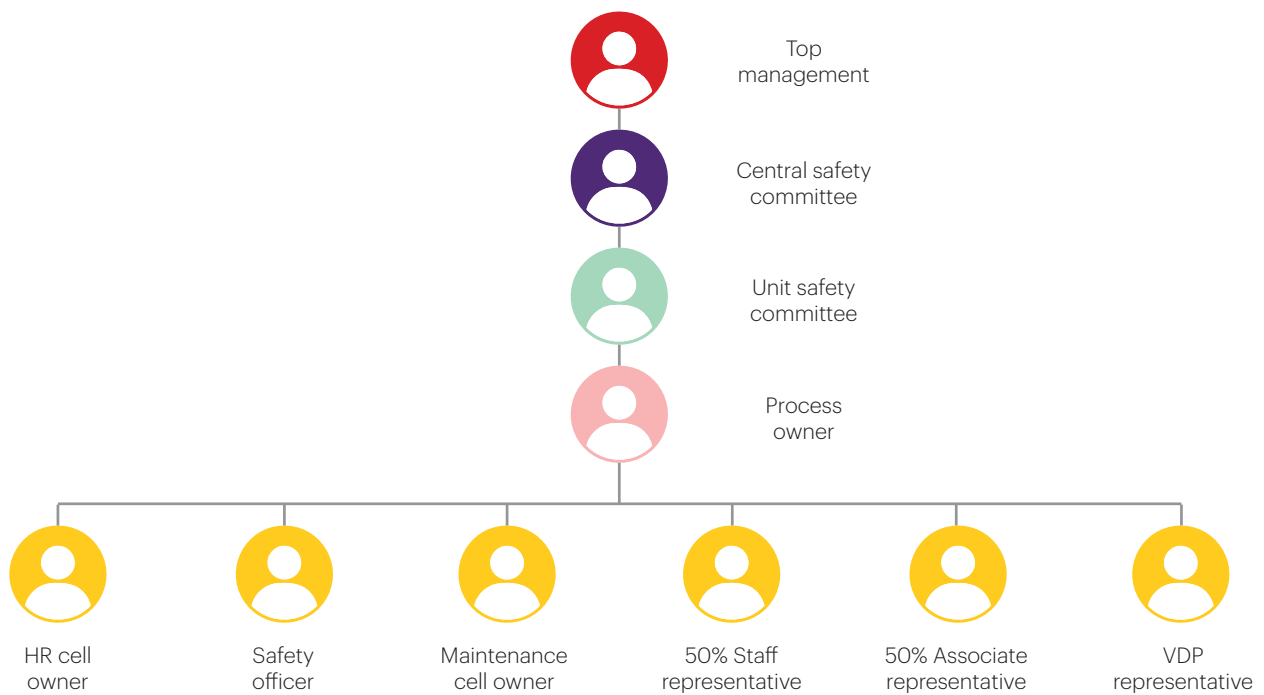
Capacity building and awareness

Human rights governance is supported through structured capacity-building and awareness programmes. Regular training is conducted for employees and suppliers to strengthen their understanding of human rights principles, ethical conduct, and responsible business practices. These programmes reinforce a culture of respect, inclusion, and non-discrimination across operations and the value chain.

Continuous improvement

Recognising that human-rights due diligence is an ongoing





Organisation structure - safety cell

Safety at the core of our workplace.

process, MSWIL is committed to continuously strengthening its systems in line with evolving regulatory expectations, including SEBI's BRSR framework, as well as global best practices. Performance is periodically benchmarked against international standards, and learnings are integrated to enhance the effectiveness and maturity of the HRDD framework over time.

Health and safety standards

At MSWIL, we believe that an accident-free workplace is built through consistent discipline, strong systems, and collective responsibility. Health and safety are treated not as one-time initiatives, but as core operational priorities that every individual must demonstrate every shift and at every site.

For MSWIL, health and safety are more than regulatory compliance; they are a core value embedded in our culture and operations. Our focus is on proactive risk prevention, timely response, and clear ownership to protect our workforce while supporting operational excellence.

Safety awareness is reinforced across all levels of the organisation, regardless of tenure or experience. Through regular training programmes, refresher sessions, and targeted awareness campaigns, MSWIL ensures that experience translates into better judgment and safer behaviours, rather than complacency.

Health & Safety training covered: 100%
Number of sites certified to ISO 45001:- 100%*
LTIFR: 0

Our safety governance structure is designed to ensure strong oversight and accountability. A dedicated safety function, led by the Head of Safety and supported by Apex Management, helps keep safety priorities visible at the highest decision-making level. In addition, safety committees at the unit and central levels include management and shopfloor representatives, enabling active participation, practical feedback, and shared ownership of safety outcomes.

(*Excluding Greenfield projects which are certified within 2 years of operations)

Safety structure

To drive sustained improvement, MSWIL follows a structured Plan-Do-Check-Act (PDCA) safety management approach. This framework supports regular audits, risk assessments, targeted training interventions, and systematic reviews to strengthen controls and improve safety performance over time. Facilities demonstrating strong safety performance are recognised, reinforcing accountability and encouraging healthy competition across locations.

Safety awareness extends beyond the workplace through the observance of National Safety Week and other health and safety campaigns. These initiatives engage employees in learning, reflection, and practical action. At the same time, clear reporting and investigation protocols ensure that incidents and near misses are addressed transparently through timely corrective and preventive actions.

Mental well-being and holistic care

MSWIL places strong emphasis on mental well-being as an integral part of employee health and safety. Initiatives such as mental health workshops, health camps, and exercise sessions support employee alertness, resilience, and overall well-being.

- People trained on mental health: 325+
- Hours of training: 950Hrs+

Safe environment for all

MSWIL is committed to providing a workplace that is safe, respectful, and free from harassment and discrimination. Creating an environment where every individual feels secure and valued is integral to our people-first culture. We place strong emphasis on preventing, identifying, and addressing sexual harassment and other forms of misconduct through robust policies, preventive measures, and clear reporting mechanisms.

To support this commitment, MSWIL has established dedicated panels and independent ombudsmen to handle workplace-harassment complaints with seriousness, fairness, and confidentiality. These mechanisms ensure that concerns are

addressed promptly and impartially, while safeguarding the dignity and rights of all parties involved. Our policies are regularly reviewed and updated to remain aligned with evolving legal, regulatory, and organisational expectations, reinforcing a culture of trust, respect, and accountability.

The implementation of the NAVEX EthicsPoint system has further strengthened our whistleblower mechanism by enabling confidential and secure reporting. This system encourages employees to raise concerns with confidence, without fear of retaliation, and ensures that matters are escalated and addressed transparently.

POSH complaints as a percentage of female employees: 0.045%

Employee involvement and feedback

Open, accessible, and two-way communication is essential to building an inclusive and engaged workplace. At MSWIL, structured forums and committees operate across key functional areas—including work practices, safety, transport, and canteen services—providing employees with regular platforms to share their views, suggestions, and concerns.

These forums ensure that employees have a voice in matters that influence their daily work experience, fostering a stronger sense of ownership and participation. By actively listening to employee feedback and incorporating constructive suggestions into decision-making, MSWIL promotes a culture of collaboration, shared responsibility, and continuous improvement. This participative approach strengthens engagement, enhances workplace practices, and supports a more responsive and inclusive organisational environment.

Celebrating together

At MSWIL, we value our workforce as members of one extended family and believe that shared celebrations play an important role in building a positive and vibrant workplace culture. We embrace the diversity of our organisation by observing regional festivals and occasions, organising engaging activities, and encouraging employee family involvement.

These celebrations help strengthen interpersonal connections, nurture a sense of belonging, and create moments of shared pride beyond day-to-day responsibilities. By

Empowering
communities
through
participation and
inclusion.



fostering an inclusive and people-centred environment, MSWIL continues to build a workplace where individuals feel connected, respected, and motivated to grow together.

Community work

At MSWIL, community development is anchored in a clear conviction: sustainable progress is achieved when individuals and communities are empowered through opportunity, care, and access. Our CSR initiatives are strategically designed to create long-term, measurable impact across skill development, education, healthcare, environmental sustainability, and inclusion—responding to locally identified needs while strengthening community resilience.

In Noida, Uttar Pradesh, our skill development initiatives create pathways to sustainable livelihoods for marginalised youth. Through the Learn & Earn model, participants gain industry-relevant skills, hands-on experience, and certification, enabling economic independence and long-term employability.

Our commitment to excellence also extends to sports development through our support for Olympic Gold Quest (OGQ). This partnership



enables talented athletes—many from underserved backgrounds—to access world class coaching, sports science, and recovery support, empowering them to compete and perform on the global stage.

Environmental stewardship is a core pillar of our community engagement. The S.O.R.T. (Segregation of Waste and Its Recycling & Treatment) initiative, implemented across Delhi-NCR; Mumbai, Maharashtra; Ahmedabad, Gujarat; and Pune, Maharashtra, promotes waste segregation at the source and responsible waste management practices. By enabling community-led composting, the initiative transforms waste into a valuable resource while significantly reducing reliance on landfills.

Our healthcare interventions are guided by compassion and inclusion. Under Motherson Cares: Gifting Smiles, children born with cleft conditions receive critical surgical care and post-operative support, restoring confidence and improving quality of life for both the children and their families.

At the grassroots level, we invest in essential infrastructure that enhances everyday living. Initiatives such as street lighting and

access to clean drinking water in rural areas of Chennai, Tamil Nadu, have improved safety, public health, and overall well-being for local communities.

Our vision of community well-being also encompasses holistic and preventive healthcare. In Mathura, Uttar Pradesh, our support for the ISKCON-Bhaktivedanta University Ayurvedic Hospital, College, and Research Centre (AHCRC) advances integrated healthcare, education, and research—bringing together traditional knowledge and modern science to serve communities and strengthen healthcare education.

Education remains a cornerstone of our community engagement strategy. Through partnerships such as the Samarpan Foundation in Aya Nagar, New Delhi, we support children from underserved communities by bridging learning gaps and facilitating their integration into mainstream education systems.

Together, these initiatives build stronger, more resilient, and self-reliant communities—driving inclusive, consistent, and sustainable development.

Governance.

Creating economic
value for
stakeholders.

As a specialised full-system solutions provider to the automotive and allied industries, MSWIL is responsible for creating long-term, shared value for all stakeholders through consistent performance, innovation, and disciplined execution. Our ability to deliver reliable solutions at competitive cost strengthens customer confidence, supports business resilience, and reinforces our position as a preferred partner across the value chain.

At MSWIL, financial strength and organisational resilience are anchored in operational excellence, quality consistency, and customer trust. Recurring business, customer recognition, and industry awards reflect the robustness of our execution model. Equally critical to this value-creation cycle are our employees, whose skills, commitment, and capabilities enable sustained performance across locations and markets.

By building an ecosystem where employees are empowered to learn, contribute, and grow, MSWIL creates value not only for customers but also for communities, investors, joint-venture partners, and suppliers. Our approach is rooted in shared progress—where trust, transparency, and collaboration form the basis of enduring stakeholder relationships.

Recognising that capability building is essential for long-term progress, MSWIL has rolled out an extensive supplier learning and engagement programme. Multiple training sessions conducted during the year reached approximately 80% of our supply base, focusing on sustainability expectations, best practices, and the critical role suppliers play in advancing responsible and resilient value chains.

Shared progress
built on trust,
transparency, and
collaboration.

Governance framework and oversight

Strong governance forms the foundation of MSWIL's sustainability journey. Our governance framework ensures that sustainability considerations are embedded across all levels of the organisation and are aligned with the overall business strategy.

Oversight is provided by the board of the Sustainability Committee, which offers strategic direction and guidance to ensure sustainability initiatives remain aligned with MSWIL's long-term objectives. Working closely with sustainability officers at the unit level, the Committee reviews progress, monitors implementation, and supports continuous improvement across the three sustainability dimensions—Planet, People, and Governance.

To strengthen operational execution, dedicated sustainability officers have been appointed at each facility. These officers oversee site-level implementation, monitor compliance, promote awareness, and serve as key points of contact between employees and the board of the Sustainability Committee. This structure ensures that sustainability is practical, measurable, and embedded into day-to-day operations, rather than

functioning as a parallel programme.

Our focus:

- Upholding trust by safeguarding the rights and interests of all stakeholders.
- Anticipating challenges and minimising impact through proactive risk management.
- Building sustainable success by delivering value that lasts for business, people, and the planet.
- Promoting responsible and transparent leadership through a strong governance framework.

Open-door communication

MSWIL is committed to fostering an environment where open, honest, and ethical conduct is encouraged and protected. Our open-door communication framework is supported by a robust whistleblower mechanism that enables employees and external stakeholders to raise concerns safely and confidentially.

Through the NAVEX EthicsPoint platform, concerns may be reported anonymously, with all information handled with strict confidentiality and care. These mechanisms reinforce accountability, ethical leadership, and stakeholder trust across the organisation.

Training and awareness

Governance effectiveness is reinforced through continuous training and awareness programmes. MSWIL provides structured training on key governance-related policies, including:

- Code of Conduct
- Human Rights Policy
- Data Privacy Policy
- Anti-Harassment Policy
- Diversity and Inclusion Policy

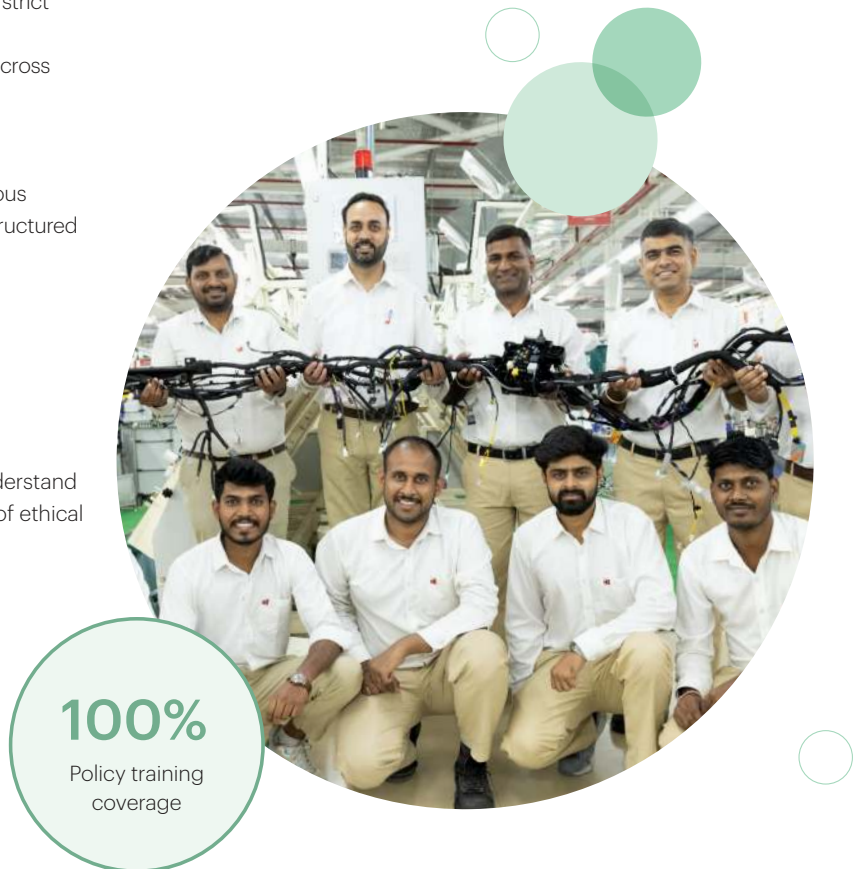
These initiatives help ensure that employees clearly understand their responsibilities and uphold the highest standards of ethical and responsible behaviour.

In addition, targeted workshops are conducted for sustainability officers and interested employees to build capability in sustainability implementation, environmental management, resource efficiency, and compliance with global standards—supporting a well-informed and accountable workforce aligned with MSWIL's long-term sustainability ambitions.

Sustainability recognition

MSWIL's governance framework and sustainability practices have received recognition from independent external bodies, underscoring the company's continued commitment to responsible, ethical, and sustainable business conduct. These recognitions reflect the consistent integration of sustainability principles across operations, people practices, safety, and community development.

The company was awarded the EcoVadis Bronze Medal, a globally recognised sustainability assessment that evaluates organisations across four key pillars: Environment, Labour & Human Rights, Ethics, and Sustainable Procurement. This recognition places MSWIL among the top 50% of companies assessed globally, reinforcing the robustness of its sustainability management systems and responsible business practices.



100%

Policy training coverage



BW India's
Top 60 Most
Sustainable
Companies (IMSC)
2024-25

In addition, MSWIL was recognised at the ACMA Awards 2026, held under the theme "*Viksit Bharat: Innovating for an Inclusive, Sustainable & Resilient Manufacturing Future*". The awards acknowledge excellence across manufacturing, ESG, safety, and capability development. MSWIL received multiple honours across locations and focus areas, including:

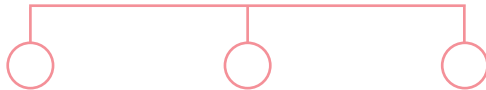
- Certificate of Merit – progressive
Noida Sector 84 (DTA) for Manufacturing Excellence
Chennai for ESG practices
Pathredi for Skill Development
- Certificate of Merit – striving
Pithampur 2 for Safety

These recognitions reaffirm MSWIL's focus on quality, innovation, sustainability, safety, and capability building across its operations, and reflect the collective efforts of teams in driving excellence across the automotive supply chain.

Elevating standards
and achieving
milestones through
training and
development.

Awards.

Maruti Suzuki



Superior Performance in Safety

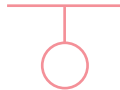


Early Quality Stabilization



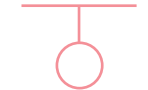
Overall Outstanding Director's Trophy

Renault Nissan



15 years of Valuable Partnership

Mahindra



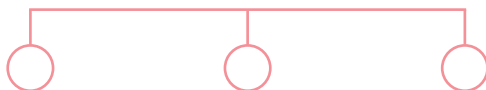
Certificate of Appreciation for Unwavering Support for Scorpio-N, Thar, Sco-classic & Bolero

DICV



Excellence in Supplier Mentoring

TATA Motors



1st Prize Best IOD/Kaizen



Silver Award Category - Supplier MD'S DWM Cup



Certificate of Participation

Komatsu



Best Safety Practices



Preferred Business Partner

Kobelco



Winner Kaizen Award Competition

Ashok Leyland

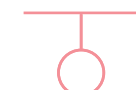


Excellence in Quality Gold Award Winner



Runner in Regional Supplier Samrat

Caterpillar



Supplier Excellence Recognition

TAFE



Winner Best Six Sigma Competition

Escorts Kubota

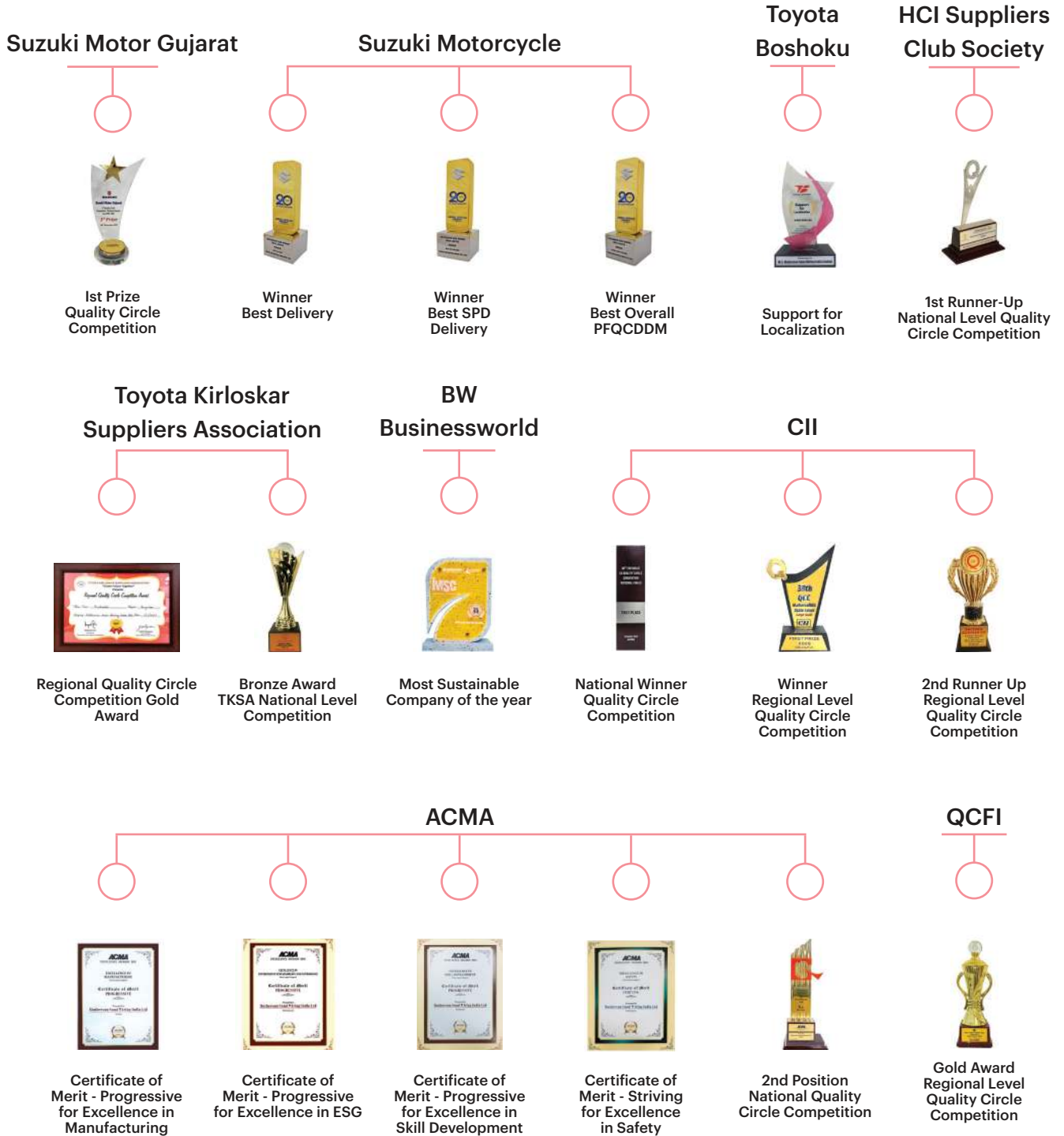


Best Support in New Development

Tata Hitachi



Certificate of Excellence Best Spider Score Performer





Management discussions and analysis.

Management Discussions and Analysis

BUSINESS BACKGROUND AND UPDATE

Motherson Sumi Wiring India Limited (MSWIL or the Company) is a leading provider of integrated wiring harness solutions in India, catering to all major domestic automotive OEMs across passenger vehicles, commercial vehicles, two-wheelers, and off-road segments. The Company was formed as a result of the demerger of the domestic wiring harness business of Samvardhana Motherson International Limited (then known as Motherson Sumi Systems Limited) and was subsequently listed on the BSE and NSE (National Stock Exchange) on March 28, 2022. As on March 31, 2026, the Company had 857,987 shareholders reflecting sustained investor confidence and market participation.

Complementary parentage translating into strategic advantage

The Company benefits from a unique ownership structure that brings together two globally recognised automotive ecosystem players—Samvardhana Motherson International Limited (“SAMIL”), holding 33.43% and Sumitomo Wiring Systems, Limited (“SWS”), Japan, (including affiliates) holding 25.34% - each contributing distinct yet complementary capabilities. This enables the Company to leverage a combination of global scale, operational excellence, and deep technical expertise, creating a differentiated and sustainable competitive advantage.

SAMIL contributes strong execution capabilities, including large-scale manufacturing expertise, cost competitiveness, supply chain integration, and long-standing relationships with global automotive OEMs. With its seasoned, strong professional management team and experience in managing complex, multi-geography operations, MSWIL delivers consistent quality, responsiveness, and scalability across programs.

Sumitomo Wiring Systems, Ltd. (SWS), a 100% subsidiary of Sumitomo Electric Industries Japan, is a global leader in wiring harness technology and provides advanced engineering capabilities, strong R&D support and access to cutting-edge technologies. Its deep domain knowledge in wiring harness systems with high reliability across applications enables MSWIL to remain at the forefront of technological evolution within the automotive sector.

The integration of these complementary strengths allows MSWIL to operate as a Full-System Sustainable Solutions Provider, combining design, engineering, and manufacturing excellence. This not only enhances the Company's ability to support OEMs across the product lifecycle but also strengthens its positioning in emerging areas such as vehicle electrification, increased electronic content, and next-generation architectures.

Further, the governance standards, financial discipline, and strategic oversight provided by both parent companies have enabled MSWIL to maintain a robust balance sheet, including a debt-free position, while consistently delivering healthy returns to shareholders. The combined parentage also enhances MSWIL's credibility with customers, suppliers, and other stakeholders, reinforcing its role as a trusted, long-term partner and supporting its vision as a trusted, agile partner to the Indian Automotive Industry.

Growing together with our Customers, Creating Lasting Value

MSWIL's business model is characterised by strong and enduring relationships with leading automotive OEMs. The Company operates as an integrated partner, engaging with customers from the product design stage through to full-scale production. This deep integration results in long product lifecycles, high entry barriers, and stable revenue visibility. The Company's diversified product portfolio spans low-voltage and high-voltage wiring harnesses across internal combustion engine (ICE), electric vehicle (EV), Hybrid, and CNG platforms, positioning it as a powertrain-agnostic supplier. This enables MSWIL to navigate ongoing technological transitions within the automotive sector effectively. During the year customer trusted us with new portfolios and in returned we worked even harder to deliver it to their delight. The awards received during the year is the testimony to our efforts and their reliance on us.

During the year, the Company continued to align its strategy with key industry trends, including increasing vehicle electrification, higher electrical and electronic content per vehicle, and the growing adoption of advanced technologies such as ADAS, connectivity, and enhanced infotainment systems. These trends are expected to drive sustained growth in wiring harness content per vehicle, creating long-term opportunities for the company and continue to strengthen its capabilities in high-voltage harness systems and advanced communication solutions to support next-generation vehicle platforms.

Driving productivity through operational discipline:

MSWIL continues to focus on operational excellence through investments in automation, digitalisation, and process improvements. Initiatives such as conveyerised assembly lines, 3D vision-based inspection systems, automated testing solutions, and advanced processing equipment have contributed to improved productivity, quality consistency, and scalability. Additionally, efforts towards indigenisation of critical equipment and optimisation of manufacturing processes are expected to support cost efficiencies and margin improvement over time.

Positioned for Future Growth Through Targeted Reinvestment:

While the automotive industry continues to undergo structural changes, including the evolution of vehicle electrical architectures, MSWIL remains well positioned to adapt to these developments through its strong engineering capabilities and close engagement with OEMs. MSWIL is undertaking targeted capital expenditure with a technology-agnostic approach that remains aligned with customer needs and strategy. The facilities at Navagam, Gujarat, Pune, Maharashtra and Kharkhoda, Haryana, continue to ramp up with customer-revamping volumes. They are intended to support new program launches across both the Hybrid and EV segments and to strengthen further the Company's manufacturing footprint and proximity to key customers.

Looking ahead, the Company expects to benefit from favourable industry dynamics, including growth in domestic automotive production, increasing electrification, and rising feature content in vehicles. Supported by its strong parentage, established customer relationships, expanding manufacturing footprint, and continued focus on operational efficiency, MSWIL remains well positioned to deliver sustainable growth and create long-term value for its stakeholders.

Indian Economy outlook

India continues to stand out as one of the world's fastest-growing major economies, supported by robust domestic fundamentals and a stable macroeconomic environment. According to projections from the International Monetary Fund, India's economy is expected to grow by approximately 6.5%. At the same time, the Reserve Bank of India, in its latest monetary policy statement, has projected a slightly higher real GDP growth of 6.6% for FY2027, compared to 7.7% in FY2026.

Despite an uncertain global backdrop marked by geopolitical tensions, evolving trade patterns and intermittent volatility in energy and commodity prices, India's medium-term growth outlook remains positive. The country's economic resilience continues to be anchored by its large domestic market and favourable demographic profile, further strengthening its role in the global economy. Domestic consumption remains a key driver of growth, aided by rising incomes and the continued rationalisation of indirect taxes under the Goods and Services Tax (GST) framework, including selective rate reductions and procedural simplification across sectors, thereby supporting affordability and consumption demand.

Simultaneously, investment activity is expected to remain strong, supported by elevated capacity utilisation, favourable financial conditions, healthy balance sheets of corporates and financial institutions, robust credit growth and the Government's sustained focus on capital expenditure. While services exports are likely to remain resilient, recent trade agreements are also expected to support export diversification and strengthen the manufacturing sector. In addition, ongoing global supply chain diversification is creating opportunities for India to enhance its position as a

competitive manufacturing and production hub across sectors such as electronics, automotive components and industrial manufacturing.

At the same time, rising geopolitical tensions in the Middle East have introduced near-term uncertainties for the global economy, particularly through potential fluctuations in energy prices, trade flows and financial markets. The Reserve Bank of India has noted that a sustained increase in crude oil prices could place pressure on inflation and external balances. Nevertheless, India's strong domestic demand, improving investment cycle and resilient macroeconomic fundamentals are expected to help mitigate these risks and support continued economic growth.

Indian Automotive Outlook**PV Production**

India continued to witness strong momentum in FY2025-26, with passenger vehicle production increasing to approximately 5.54 million units, reflecting a healthy year-on-year growth of -9.4%, up from 5.06 million units in the previous fiscal year. Growth during the year was supported by resilient domestic demand, favourable demographics, rising disposable incomes, and continued premiumisation trends—particularly within the SUV segment, which continues to gain share within the overall passenger vehicle market.

The Indian automotive industry also continued to benefit from increasing localisation initiatives, supply chain diversification strategies by global OEMs, and sustained investments towards electrification, technology, and manufacturing capacity expansion. India's growing role as a global manufacturing and export hub for automobiles and components, supported by competitive cost structures and a strong engineering ecosystem, further reinforced industry growth. Stable supply chain conditions, improving semiconductor availability, and increasing exports also contributed positively during the year.

The auto ancillary sector in India remained well positioned, benefiting from higher per-vehicle content, increasing adoption of electronics and advanced technologies, and strong demand across both domestic and export markets. Government-led initiatives such as the Production Linked Incentive (PLI) schemes, continued focus on localisation, and investments in infrastructure and manufacturing continue to support long-term growth opportunities for the automotive and component ecosystem. In addition, the GST-led transition towards a more organised and efficient logistics and distribution ecosystem has structurally improved freight movement and supply chain efficiencies across the industry.

CV Production

Commercial vehicle production in India is estimated at approximately 1.17 million units in FY2025-26, registering -13.1% year-on-year growth over 1.03 million units in the previous fiscal year. The improvement was primarily driven by sustained

infrastructure activity, healthy freight demand, improving fleet utilisation, and replacement-led demand recovery. Increased investments in roads, construction, mining, and logistics infrastructure continued to support demand across medium and heavy commercial vehicle segments.

The implementation of GST and continued formalisation of the logistics ecosystem have structurally improved freight efficiencies and long-haul transportation demand, supporting higher fleet utilisation and improved replacement cycles over time. Growth in e-commerce, warehousing, and industrial activity also continued to support demand for commercial vehicles and related component ecosystems. Continued government focus on infrastructure development, manufacturing expansion, and logistics modernisation remains supportive of the medium- to long-term outlook for the commercial vehicle and auto ancillary sectors in India.

REVIEW OF FINANCIALS

Financial results:

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

INR in million

Heads	FY 2025-26	FY 2024-25	% Change
Total revenue from operations	114,776	93,194	23.2%
Cost of goods sold	77,417	60,763	27.4%
Employee cost	19,718	16,033	23.0%
Other expenses	7,037	6,435	9.4%
EBITDA*	10,609	9,973	6.4%
Finance costs (Net of Interest income)	229	129	77.5%
Depreciation expense	2,161	1,789	20.8%
Profit before tax, before exceptional items	8,219	8,055	2.0%
Profit before tax	8,219	8,055	2.0%
PAT	6,252	6,059	3.2%
Earnings per share**	0.94	0.91	3.2%

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

** Earnings per Share is calculated after considering the impact of issuance of bonus shares.

Sourcing

The Company's Joint Venture Partners have fostered strong synergies across the business, anchored in a shared commitment to quality, timely delivery, and continuous innovation. This collaborative approach has driven notable progress in knowledge

exchange, product development, and enhanced customer responsiveness.

MSWIL leverages robust vertical integration with the group companies of SAMIL and SWS. It strategically sources wires, terminals, connectors, PVC tubes, rubber components, and other materials from SAMIL. Additionally, a diverse range of child parts is procured from SWS, ensuring consistent reliability and alignment with global quality standards.

Aligned with evolving mobility trends, the team has been sourcing key components for electric vehicles (EVs) and alternate fuel systems from SAMIL. This initiative has further strengthened MSWIL's value proposition and enriches its product portfolio with future-ready wiring harness solutions.

Other arrangements:

SAMIL and MSWIL operate under a shared central team that supports key functions, including design and development services, procurement engineering, human resources, and infrastructure. The cost of these central resources is primarily housed within SAMIL and is allocated between MSWIL and SAMIL, except for costs that can be directly attributed.

Additionally, the Company has long-term lease arrangements with SAMIL for the land and premises used in its manufacturing operations. The lease rentals for these assets are determined as per valuation based on independent valuer and are accounted for in accordance with the requirements of Accounting Standard Ind AS 116.

The Company has a diverse customer portfolio in the domestic market and is serving different segments of the industry. The segment-wise breakdown of the Company's revenues for the year 2025-26 is as follows:

S.No.	Segment	% Breakdown
1	Passenger car market	64%
2	Commercial vehicles	10%
3	Two wheeler	12%
4	Special products groups such as off-road vehicles, tractors, etc.	6%
5	Others including tier 1/ 2 suppliers	8%
	Total	100%

Major cost contributors

Cost of material

For the financial year ended March 31, 2026, the Company's cost of materials increased to INR 77,417 million from INR 60,763 million in the previous financial year ended March 31, 2025. As a percentage of revenue, cost of materials stood at 67.5% for FY 2025-26, compared to 65.2% in FY 2024-25. 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 significant increase in copper prices during the year. However, the Company has a pass-through arrangement for copper with a time lag of quarter/half year which resulted into some increase in raw material cost.

Further, the Company faced pricing pressure from component suppliers for increasing the prices due to increased commodity prices and inflationary pressures in developed countries.

The Company continues to work closely with its customers to facilitate the recovery of increases in the landed cost of purchased components, including customer-nominated parts, through appropriate commercial arrangements. In parallel, the Company remains focused on a range of cost optimisation initiatives, including localisation of components, development of alternate sources, value engineering, and supply chain efficiency improvements. These measures are aimed at mitigating input cost pressures, enhancing supply chain resilience, and improving overall cost competitiveness.

Employee cost

Employee cost is the second-largest component of the Company's cost structure after raw materials and is influenced by the scale of operations, geographic footprint, skill requirements, and investments in future growth initiatives.

For the financial year ended March 31, 2026, employee cost represented 17.2% of revenue, remained broadly in line with the previous financial year. In absolute terms, employee cost has increased during the year, primarily driven by high manpower requirements at greenfield units, volume growth and revisions in minimum wages across many states.

For the year ended March 31, 2026, the Company reimbursed/shared with SAMIL its proportionate share of common expenses amounting to INR 706 million (March 31, 2025: INR 624 million) at cost.

Other expenses

Other expenses mainly include expenses on electricity, water and fuel; repairs and maintenance of machinery and buildings; consumables; freight and forwarding expenses, security service expenses, etc.

For the financial year ended March 31, 2026, other expenses stood at 6.1% of revenue as compared to 6.9% in the previous financial year, reflecting improved operating leverage from sustained growth. The other expenses also include purchases of stores and spares associated with new customer model launches during the year.

Further, for FY 2025-26, the Company reimbursed/shared with SAMIL its proportionate share of common expenses of INR 452 million (March 31, 2025: INR 418 million) at cost. Such expenses were either directly attributable to the Company or were allocated on appropriate basis, mainly in the ratio of sales of domestic and non-domestic wiring harness businesses in India.

During FY 2025-26, the Company also recognised management fees of INR 609 million (FY 2024-25: INR 545 million) payable to SAMIL. The management fee is equivalent to the royalty payable by MSWL to SWS.

Finance costs

Finance costs consists of, primarily interest expenses on leases and some interest cost on working capital facilities availed from banks during the year. Total finance costs provided for in respect of lease (including costs relating to lease arrangements with SAMIL) of INR 205 million in FY 2025-26 (INR 212 million in FY 2024-25).

Depreciation expenses

Depreciation is the amount recognised in the Profit and loss account, reflecting the amortised value of tangible assets on a straight-line basis over their estimated useful lives. It also includes depreciation on Right-of-Use Assets recognised under Ind AS 116 for leasing contracts.

For the financial year ended March 31, 2026, depreciation expenses were INR 2,161 million, in comparison to INR 1,789 million for the previous year ended March 31, 2025.

The increase was mainly attributable to the additions in property, plant and equipment at greenfields and existing facilities during the year.

Income taxes

The provision for current tax for the FY 2025-26 amounted to INR 2,005 million (INR 2,039 million in FY 2024-25) and after providing for deferred tax credit of INR 38 million in FY 2025-26 (INR 43 million in FY 2024-25), the total tax charged to profit and loss account amounted to INR 1,967 million in FY 2025-26 (INR 1,996 million in FY 2024-25).

Financial position:

INR in million

Financial Position	March 31, 2026	March 31, 2025
Property, plant and equipment	5,767	4,610
Capital work-in-progress	17	367
Right-of-use assets	2,027	2,296
Other assets		
- Inventories	17,301	12,824
- Trade receivables	18,842	12,437
- Cash & cash equivalents	662	143
- Other bank balances	30	2,232
- Other assets	2,811	2,379
Total assets	47,457	37,288
Liabilities (other than borrowings^)	23,508	17,613

Financial Position	March 31, 2026	March 31, 2025
Net assets	23,949	19,675
Source of funding:		
Net worth	21,617	16,983
Debt outstanding		
- Short-term loan	104	-
- Long-term loan	-	95
External debt	104	95
Less: cash & cash equivalents	(662)	(143)
Net external debt	(558)	(48)
- Lease liabilities	2,228	2,597
Total debt including lease liabilities	1,670	2,549
Capital expenditure (Net of disposals)	2,005	1,712

^includes lease liabilities

The Company's incremental working capital and capital expenditure requirements during the year have been adequately funded through internal accruals, reflecting its strong cash generation and prudent financial management.

All other movements remained broadly aligned with the growth in the Company's operations and revenue.

Capital Expenditure

During the financial year 2025-26, the Company incurred capital expenditure (Net of disposals) of INR 2,005 million (INR 1,712 million in FY 2024-25) which has been financed from internal accruals within the Company. Total capital expenditure includes INR 1,259 million utilised for greenfield units (INR 864 million in FY 2024-25), remaining INR 746 million for addition in Property Plant and Equipment (PPE) for capacity enhancement, automation and digitization as well as other customer related/ improvement projects in existing plants (INR 848 million in FY 2024-25).

Cash flow:

During the financial year 2025-26, the Company generated a positive cash flow position after meeting operating expenses, including capital expenditure. The operating cash flows (before working capital changes) for FY 2025- 26 were INR 10,615 million (INR 9,931 million in FY 2024-25) and capital expenditure (Net of disposal) of INR 2,005 million in FY 2025-26 (INR 1,712 million in FY 2024-25). The following table summarises the company's cash flows for the current year and the previous year.

Cash flow statement:

INR in million

Particulars	FY 2025-26	FY 2024-25
Cash flow from operations	9,726	5,587
Taxes paid	(2,113)	(1,939)
Cash flow from operating activities	7,613	3,648
Capital expenditure (Net of disposal)	(2,005)	(1,712)
Proceeds from fixed deposits	-	1,000
Interest received	6	111
Cash used in Investing activities	(1,999)	(601)
Interest paid on lease liabilities	(205)	(212)
Interest paid on borrowing and others	(48)	(27)
Payment of principal portion of lease liabilities	(1,093)	(807)
Dividend paid	(3,749)	(3,528)
Cash flow used in financing activities	(5,095)	(4,574)
Net Increase/(Decrease) in Cash & Cash Equivalents	519	(1,527)
Cash and Cash equivalents at the beginning of the year	143	1670
Cash and cash equivalents at the end of the year	662	143

Operating activities

The Company generated net cash from operating activities of INR 7,613 million during the financial year ended March 31, 2026, compared to INR 3,648 million in FY 2024-25, reflecting strong operational performance and effective working capital management.

Cash generated from operations before working capital changes and income taxes amounted to INR 10,615 million in FY 2025-26, as compared to INR 9,931 million in the previous financial year.

Investing activities

Net cash utilised in investing activities during the financial year ended March 31, 2026, amounted to INR 1,999 million, compared to INR 601 million in FY 2024-25. The outflow was primarily driven by capital expenditure undertaken for capacity enhancement, automation and digitization as well as other customer related/ improvement projects in existing plants.

The cash outflow from investing activities was partially offset by interest income of INR 6 million during FY 2025-26, compared to INR 111 million in FY 2024-25.

Financing activities

Net cash utilised in financing activities during the financial year ended March 31, 2026, amounted to INR 5,095 million, compared to INR 4,574 million in FY 2024-25. The outflow primarily comprised dividend payments of INR 3,749 million, lease liability payments of INR 1,298 million, and interest and finance cost payments of INR 48 million.

In the previous financial year, financing cash outflows included dividend payments of INR 3,528 million, lease liability payments of INR 1,019 million, and interest and finance cost payments of INR 27 million.

The increase in cash utilised in financing activities during FY 2025-26 was mainly attributable to dividend distributions and lease-related payments during the year.

Ratio Analysis:

Key ratios	FY 2025-26	FY 2024-25	% Change
Trade Receivable Turnover (days)	49	42	18.6%
Inventory Turnover (days)	70	72	-2.4%
Trade Receivable Turnover (in times)	7.31	8.67	-15.7%
Inventory turnover (in times)	5.14	5.02	2.4%
Return on equity ratio (in times)	0.32	0.36	-9.8%
Interest Coverage Ratio (in times)	40.34	40.38	-0.1%
Current Ratio (in times)	1.62	1.58	2.4%
Debt Equity Ratio (in times)	0.11	0.16	-31.9%
Operating Profit Margin (%)	7.4%	8.8%	-16.2%
Net Profit Margin (%)	5.4%	6.5%	-16.2%
Net Debt [^] to EBITDA (in times)	0.16	0.26	-38.4%

[^] includes 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:

Net Debt to EBITDA (in times) : - The ratio decreased during FY 2025-26 primarily due to a reduction in net debt resulting from higher cash and cash equivalent balances and scheduled repayment of lease liabilities. The decline was further supported

by an increase in EBITDA in absolute terms, driven by growth in business volumes and improved operating performance during the year.

The debt-to-equity ratio (in times) :- The ratio decreased primarily due to scheduled repayments of lease liabilities, along with an increase in net worth from profits retained in the business.

Dividend payouts

The Company has proposed a final dividend of INR 0.58 per share (final dividend of INR 0.35 per share, and an interim dividend of INR 0.50 per share was paid for FY 2024-25), which will be paid after approval at the ensuing annual general meeting.

The dividend payout ratio for FY 2025-26 remained at 62% of profits, consistent with the previous financial year, reflecting the Company's commitment to maintaining a balanced approach towards rewarding shareholders while retaining sufficient resources to support future business requirements.

Risk management

Risks are an inherent part of business growth and managing them effectively from all angles remains a critical organisational challenge. Establishing a robust Risk management process is essential to creating an operational environment underpinned by a structured, enterprise-wide approach. Efforts to mitigate risk must be proportionate to both the likelihood of an adverse event and its potential impact.

We are dedicated to fostering an operating environment that embeds systematic Enterprise Risk Management (ERM) across all levels of the organisation. We acknowledge that risk is inseparable from business activity. Through our structured ERM framework, we proactively identify, assess, and address both risks and opportunities throughout our operations.

Our Risk-Based Thinking (RBT) approach integrates risk awareness into every stage of decision-making, ranging from new product development and supplier selection to plant setup and business expansion. This methodology not only helps mitigate potential threats but also enables us to seize value-creating opportunities.

At the governance level, the Company has constituted a Board-level Risk Management Committee (RMC) supported by a comprehensive framework for risk oversight and mitigation. The RMC periodically reviews key business risks, including operational, financial, regulatory, IT, and strategic risks, as well as the effectiveness of corresponding mitigation measures.

The risk management and mitigation strategies are governed by a structured, multi-layered oversight mechanism:

Board of Directors: Holds ultimate oversight and responsibility for framing and monitoring the risk management plan, ensuring that risk mitigation is embedded in all aspects of operations

Risk Management Committee (RMC): A dedicated committee at the board level who oversees the risk management process, assisting the Board in identifying, monitoring, and mitigating associated risks.

Leadership Team Oversight: Comprising senior executives, this team reviews strategic risk issues, enabling timely decision-making and action planning at the highest management level.



Risk Management Framework

To continuously enhance risk mitigation strategies and procedures with the evolving business environment, RMC has formulated a Risk Management Policy (“Policy”) as approved by the Board which lays framework for identification of current and future material risk exposures and formulate proactive approach and procedures for mitigation of identified risks to possible extent, in order to protect brand value through strategic control and operational policies.

Key elements of MSWIL’s risk management framework:

- **Risk identification:** Potential risks across strategic, operational, financial, environmental, and reputational areas are systematically identified through structured assessments involving cross-functional collaboration.
- **Risk mapping:** Each identified risk is assessed based on its likelihood and impact using standardised criteria. These risks are then plotted on a Risk Map to enable clear visualisation and prioritisation.
- **Risk mitigation:** Targeted strategies are developed to eliminate, reduce, or manage risks. Mitigation plans are tailored to the nature and severity of each identified risk.
- **Monitoring & effectiveness review:** A robust mechanism is in place to track mitigation actions and assess their effectiveness. Risk registers are regularly reviewed to ensure that controls remain relevant, responsive, and effective.
- **Risk reporting:** Risk reporting at MSWIL is a continuous, integrated process aligned closely with business operations. Critical risks and emerging concerns are systematically escalated to management and Board-level forums, enabling timely and informed decision-making.

Risk Categorization and Register :

The management has developed a process of continuous identification and modification of risks and/or elements of risks, which may affect the company in the short, medium and long term. The review of risks includes, but is not limited to, the following aspects:

- (a) Strategic Risks
- (b) Operating Risks
- (c) Financial & Account Risks
- (d) Sustainability (particularly ESG related) Risks
- (e) Regulatory and Compliance Risks
- (f) Geo Political Risks
- (g) Information Technology Risk, Information Security Risks and Cyber Security Risks.

RMC has overall responsibility to assist the Board of Directors of the Group for ensuring governance of risk management Policy and/or perform all duties as may be required under applicable laws / regulations for the effective management of the identified Risks of the company, including risk disclosure statements in any public documents or disclosures. In addition to RMC meetings, during 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 financial and income positions.

Based on analysis and evaluation, RMC assesses various risks and its impact.

Risk Description	Impact	Mitigation Plan
Uncertainty in customer schedules and inconsistent customer releases	Disruptions in production planning, material availability, and capacity utilisation	Proactive customer engagement, buffer stock planning, and dynamic scheduling
Volatility in raw material prices (especially copper and plastics)	Pressure on margins and instability in cost structures	Long-term sourcing arrangements, continuous vendor engagement, and structured price review mechanisms
Supply chain constraint	Potential production delays and unmet customer demand	Diversification of sourcing base and forward planning in collaboration with key suppliers. Focus on localisation.
Compliance risks related to tightening global ESG regulations	Exposure to reputational risks, penalties, and potential business loss	Strengthened compliance monitoring and awareness programs
Cybersecurity threats and IT system vulnerabilities	Risk of data breaches, operational disruption, and loss of customer confidence	Regular IT audits, firewall upgrades, employee awareness campaigns, and disaster recovery plans. ISO 27001-certified systems managed centrally.
Workforce availability challenges and skill gaps in emerging locations	Productivity inefficiencies and potential quality concerns	Focused training programs, retention strategies, and multi-skilling initiatives
Fluctuations in logistics costs and delivery uncertainties	Increased freight costs, higher inventory levels, and risk of production or customer line disruptions	Dedicated logistics vertical (SMGCL), experienced in-house logistics team managing domestic and international deliveries
Significant rise in minimum wages across states	Increased operating costs and impact on productivity	Emphasis on automation, digitalisation, and continuous workforce upskilling to optimise workforce efficiency
Customer concentration risks (dependence on limited customers or markets)	Business concentration risk, sensitivity to customer-specific changes	Diversified customer base, multi-location engagement, and selective program intake based on economic viability
Rising complexity in vehicle electronics and reduced validation times	Higher risk of product liability and potential impact on profitability and brand reputation	All units certified to IATF 16949; annual third-party audits and periodic customer audits for process assurance
Weakness in internal controls	Potential fraud, misreporting, or audit qualifications	Single-instance ERP (Oracle), restricted access controls, independent internal audits.
Natural disasters and unforeseen external events	Operational disruption, financial losses, safety risks, and supply chain instability	Comprehensive insurance coverage, multi-location redundancy, regular emergency drills, EHS audits, and robust fire safety systems
Climate change risks and sustainability compliance gaps	Reputational risk, regulatory non-compliance, financial impact	Net-zero transition initiatives, solar power adoption, public ESG disclosures.
Changes in accounting standards or listing regulations	Impact on financial disclosures and ratios	Proactive compliance, staff training, immediate alignment with revised requirements
Regulatory non-compliance due to presence across multiple locations	Legal and financial penalties, reputational harm	Localised compliance teams, systemised monitoring, digital compliance tools (MTSL)

While planning and executing business operations, risk identification and mitigation are core elements of MSWIL's management approach. The Company follows a structured process to systematically identify risks and implement measures aimed at reducing both the likelihood and potential impact of such risks, thereby ensuring business continuity. This approach extends beyond internal operations and encompasses the entire value chain, including supplier and partner ecosystems.

A key aspect of this framework is the periodic review of de-risking policies and practices. This enables the Company to remain responsive to an evolving risk landscape shaped by factors such as geopolitical developments, natural calamities, shifting demand dynamics, and fiscal volatility. Through continuous reassessment, mitigation strategies are refined and realigned to address emerging risks effectively.

MSWIL's de-risking strategy is anchored on a set of strong foundational pillars, including diversified manufacturing presence across multiple locations, operational flexibility, prudent financial management, collaborative and harmonious people practices, and a resilient, well-integrated supply chain. Together, these elements enhance organisational agility and strengthen the Company's ability to navigate uncertainties while sustaining long-term growth.

Internal control systems: The Company maintains adequate internal control systems commensurate with the nature of its business, size, and complexity of its operations. These are regularly tested for their effectiveness by Statutory as well as Management Auditors.

Furthermore, Internal controls are strengthened by periodically reassessing processes and automation. The effectiveness of process control and risk assessment is enhanced through continuous internal audits, which form the basis for the annual control assessment. These internal audits are conducted by independent third-party auditors with defined scope and supervision.

The internal control system & process are designed to ensure:

- a) Transactions recorded are accurate, complete, authorised and in adherence to Accounting Standards.
- b) In compliance with applicable statutes, corporate policies and procedures.
- c) Effective usage of resources, safeguarding of assets and ensuring their authorised use.
- d) The Company maintains a well-institutionalised information security management system based on internationally recognised standards and best practices. It is continually improving its cybersecurity posture to safeguard from the emerging cyber threats to its business. Adherence to statutory compliance at each location is also ensured through a continuous monitoring mechanism.
- e) The Company further identifies various business risks and lays down necessary procedures for mitigation of the same.

Processes in the Internal Audit function are further strengthened to enhance effectiveness and productivity, including the deployment of best-in-class analytics tools in the Audit domain, which enhance the depth, coverage, and sharpness of internal audits.

Internal audit reports are discussed with the business management team to ensure timely resolution of identified control risks, and efforts are made to implement system-driven controls through IT developments to the extent possible. Cyber risk management efforts are further enhanced by embedding global security governance roles within the centralised Group IT function and by leveraging innovative, next-generation technology solutions to detect and prevent sophisticated cyber threats proactively. IT services and infrastructure are controlled and administered by an independent group company, Motherson Technology Services Limited (MTSL), certified to the ISO/IEC 27001 international standard for information security management systems. An additional independent assessment of cyber risk is also governed by the Group IT function via ITGC and Information Security audits.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. 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 monitors the status of management actions arising from internal audit reviews.

The Internal Audit function collaborates with independent internal auditors to periodically review compliance with the established design of internal controls and to assess the effectiveness and efficiency of operations.

Management has assessed the effectiveness of the company's internal control over financial reporting (as defined in Clause 17 of the SEBI Regulations, 2015, applicable to Indian entities) as on March 31, 2026.

Human resources: Enabling people, empowering purpose

At Motherson Sumi Wiring India Limited (MSWIL), human resources is a strategic force that strengthens capabilities, shapes culture, and drives execution across the organisation.

As the business continues to grow in scale, complexity, and ambition, the Human Resources function plays a defining role in ensuring that people practices remain closely aligned with operational excellence, customer expectations, sustainability priorities, and long-term value creation. This integrated approach helps the organisation remain agile while preserving the human-centred values that define its identity.

Career development and recognition

We believe that growth is a shared responsibility between the organisation and the individual. At MSWIL, career development is closely aligned with performance, potential, and personal aspirations. High-potential talent is identified early and nurtured through targeted development opportunities, including stretch assignments, role rotations, and exposure to strategic initiatives.

Performance management at MSWIL is transparent, structured, and development-focused. Our goal setting and review process clearly links individual contributions to business outcomes. Ongoing feedback, supported by mid-year check-ins, ensures continuous alignment with evolving priorities and supports sustained performance improvement.

Building capabilities for tomorrow

One of Human Resources' most visible contributions to business value lies in capability building. MSWIL places strong emphasis on developing talent at every stage of the employee lifecycle, from induction to leadership development.

This reflects a clear recognition that future readiness depends on continuous learning, not episodic training. The company's learning ecosystem follows a 360-degree approach that includes classroom sessions, e-learning modules, on-the-job exposure, and cross-functional mentoring. MSWIL's development agenda includes both technical and behavioural capability-building. Employees are nominated for internal and external programs that cover digital tools, quality management systems, lean manufacturing, and other specialised domains. This balanced approach matters because organisational effectiveness depends not only on technical competence, but also on communication, adaptability, problem-solving, and collaboration.

HR adds value by ensuring that learning is linked to business needs, role effectiveness, and long-term capability enhancement rather than being treated as a standalone intervention.

The web-based Learning Management System has further strengthened the learning architecture by improving accessibility, tracking, and personalisation of learning journeys. This digital shift widens reach, improves training governance, and makes learning more scalable across locations.

Skilling the shop floor, strengthening enterprise

In a manufacturing organisation, the connection between skill and value creation is especially significant. By bringing in new ideas, improving methods, and enabling cross-learning, HR

supports continuous improvement in ways that directly enhance operational capability and organisational responsiveness.

The Wiring Harness Skill Competition remains a hallmark initiative for associate-level capability building, promoting excellence, healthy competition, and a culture of continuous improvement on the shop floor.

Human Resources Department creates measurable value by ensuring that such platforms remain embedded in the organisation's talent philosophy. When employees are encouraged to sharpen technical skills, compete constructively, and learn through demonstration and practice, the result is not just individual development but stronger shop-floor excellence.

Employee engagement: Building connection, ownership, and innovation

At MSWIL, employee engagement is more than a strategy—it is a sustained commitment. We believe that people perform at their best when they feel inspired, empowered, and genuinely involved. With a workforce of over 60,000+ employees across our operations, we remain focused on fostering a strong sense of belonging and shared purpose at every level of the organisation.

To cultivate a culture of innovation and excellence, we organise the Annual Innovation Awards to recognise outstanding contributions to product and process improvement. Our Suggestion Schemes provide employees with a structured platform to share ideas, while ongoing Kaizen Drives reinforce the principle of continuous improvement ingrained in our way of working.

We promote open, transparent, and two-way communication through synergy sessions, plant-level town halls, and open forums, enabling meaningful dialogue between leadership teams and the shop floor. These interactions help build trust, alignment, and a shared understanding of organisational goals.

Initiatives such as Kaizens and Suggestion Schemes have played a vital role in strengthening a culture of ownership, collaboration, and innovation—hallmarks of the MSWIL work environment. Employees are actively encouraged to ideate, present, and pilot solutions for process improvement.

Through these sustained engagement efforts, MSWIL continues to nurture a motivated, innovative, and high-performing workforce aligned with the organisation's long-term vision.

Engaging hearts and minds through Quality Circles

Quality Circles initiatives have been instrumental in building a culture of ownership, collaboration, and innovation—hallmarks of the MSWIL way of working.

Rooted in teamwork and a passion for problem-solving, Quality Circles empower employees to identify opportunities, develop solutions, and present their best work with confidence.

Our annual Quality Circle Convention serves as a flagship platform for Quality Circles across locations to showcase innovative ideas

and impactful improvement projects. The event reflects our deep commitment to continuous advancement, operational excellence, and employee-led innovation.

Demonstrating the strength and maturity of these initiatives, winning teams from MSWIL have also delivered outstanding performances at customer Quality Circle Conventions and at the prestigious ACMA Quality Circle Convention, reinforcing our reputation for excellence beyond the organisation.

Quality Circle Awards

S. No.	Unit	Quality Circle	Position
1	Pune Marunji	Sankalp QC	Won Trophy at CII Quality Circle Competition
2	Sanand	Junoon QC	Won Gold at Suzuki Motor Gujarat QC Convention
3	Noida Sector-64	Discover QC	MACE DIRECTORS TROPHY
4	Noida A15	Prayatna QC	MACE DIRECTORS TROPHY
5	Noida C14	Kirti QC	1st Runners-Up at Honda Cars Supplier QC Convention
6	Noida C6&7	Warrior QC	ACMA National Winner
7	Bengaluru Bidadi	Prakruti QC	Gold Award at TKSA Regional Level Competition
8	Bengaluru Bidadi	Prakruti QC	2nd Runners-Up at the TKSA National Level Competition

With their exceptional dedication to making a difference, the Quality Circle teams at MSWIL have consistently achieved outstanding success in various internal and external competitions.

The Organisation has always believed that happy people are a sign of steady growth and a healthy, progressive organisation, and at MSWIL, we strive to remain one!

Fostering family, fun and festivity

We take pride in being more than just a workplace. MSWIL is a vibrant community where achievements are celebrated, creativity is encouraged, and personal milestones are valued. Our engagement calendar is packed with activities like:

- Annual cricket tournament
- Painting and rangoli competitions
- Festival celebrations

- Theme-based celebrations

These events serve as platforms for employees across units and locations to connect, collaborate, and celebrate the spirit of MSWIL. The Annual Day, in particular, is a unifying celebration that brings together thousands of employees, reflecting our family-like culture and shared pride.

Our people remain at the heart of everything we do and are our strongest competitive advantage. Their dedication, accountability, and passion drive our success every day. At MSWIL, we go beyond building products—we build careers, capabilities, and futures.

Human rights at MSWIL

Building a Culture Rooted in Trust and Respect

At MSWIL, our people philosophy is deeply inspired by the spirit of Vasudhaiva Kutumbakam, the belief that the world is one family. This philosophy underpins a workplace culture that celebrates unity in diversity, shared responsibility, and mutual respect across hierarchies, functions, and geographies.

The human resources function plays a vital role in bringing this philosophy to life by embedding it into everyday systems, practices, and behaviours. Our focus extends beyond building a high-performing workforce to nurturing an inclusive environment where employees feel valued as individuals and connected to a larger organisational purpose.

MSWIL is committed to fostering a culture grounded in ethical conduct, transparency, and respect for human rights. Our Code of Conduct is not merely a compliance framework; it reflects the core of our corporate character. It is reinforced by robust policies, including the Prevention of Harassment Policy, Human Rights Policy, Equal Opportunity Policy, and a strong Whistle-Blower Mechanism. Together, these frameworks empower employees to speak up with confidence and confidentiality when actions conflict with our values.

We firmly believe that diversity of thought, identity, and background drives innovation and sustainable success. Our commitment to inclusion spans genders, geographies, generations, and experiences. Through continuous sensitisation, open-door forums, and conscious efforts to maintain a bias-free workplace, we reinforce our belief that diversity is not just a metric—it is a mindset.

This culture of trust and respect enhances engagement, strengthens collaboration, and supports long-term growth in a dynamic and highly competitive manufacturing environment.

Policy commitment and governance

Respect for human rights permeates MSWIL's DNA, anchored in core values, the Code of Conduct, and dedicated policies including Human Rights, Equal Opportunity, and Prevention of Harassment frameworks. Internal cross-functional teams lead annual facility assessments across 100% of sites, ensuring management ownership.

The Company has adopted a comprehensive Human Rights Policy that is aligned with the UNGPs, the International Bill of Human Rights, and the ILO Core Conventions. Oversight of human rights risks and impacts is undertaken by the Board and relevant committees, including the CSR/Sustainability Committee. Senior management is responsible for implementation, with support from cross-functional teams spanning HR, procurement, compliance, and operations. This structure ensures that HRDD (Human Rights Due Diligence) is not event-driven but continuous, integrating findings into EHS audits, supplier scorecards, and performance KPIs to enable real-time action.

Human Rights Due Diligence (HRDD) and Alignment with Global Frameworks

As a responsible corporate citizen and a signatory to the United Nations Development Programme and the United Nations Global Compact, the Company reaffirms its commitment to upholding and respecting internationally recognised human rights standards, including those articulated in the UN Guiding Principles on Business and Human Rights. This commitment is embedded within the Company's governance framework and forms an integral part of its ESG and BRSR disclosures.

Human Rights Due Diligence Framework

In accordance with BRSR requirements, the Company has implemented a robust HRDD process that encompasses:

- **Identification and Assessment of Risks:** Periodic human rights risk and impact assessments are conducted across operations and the value chain, covering employees, contract labourers, supply chain workers, and affected communities. Special attention is given to salient risks, such as child labour, forced labour, discrimination, occupational health and safety, and community rights.
- **Integration and Action:** Findings from risk assessments are integrated into internal policies, standard operating procedures, and supplier codes of conduct. The Company mandates adherence to human rights standards through contractual obligations and supplier onboarding processes.
- **Prevention and Mitigation:** Appropriate mitigation plans are developed for identified risks, including supplier audits, workplace safety programs, diversity and inclusion initiatives, and awareness campaigns.
- **Tracking and Monitoring:** The Company has established KPIs and internal audit mechanisms to monitor human rights performance. Periodic reviews are conducted to evaluate the effectiveness of mitigation measures.
- **Communication and Disclosure:** In line with BRSR principles, the Company ensures transparent disclosure of its human rights approach, key risks, and mitigation actions in its annual report and sustainability disclosures.

Absolutely necessary -

Zero Tolerance for Child Labour: MSWIL prohibits child labour entirely, with automated HR screening rejecting underage applications. This resulted in zero reported incidents across its 60000+ workforce in FY26.

Prohibiting Forced Labour: We are committed to fostering a respectful and ethical work environment. All forms of forced or involuntary labour are strictly prohibited. Employee wages are disbursed directly into individual bank accounts, reinforcing transparency and eliminating risks of coercion.

Harassment-Free Zones: MSWIL maintains a workplace free of harassment and intimidation. In line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, we have implemented a robust policy at all our locations. Internal Complaints Committees (ICCs) are in place to ensure swift and fair resolution of any concerns.

Diversity as Strength: Diversity fuels our edge in the automotive wiring harness sector; we champion inclusivity across genders, regions, ages, and backgrounds via sensitisation programmes, open forums, and bias-mitigation training.

Grievance channels handle ethical issues swiftly, with leadership oversight through the Whistleblower Council, aligning with global benchmarks such as the UN Guiding Principles.

Stakeholder engagement and grievance redressal

The Company maintains accessible and effective grievance redressal mechanisms for employees, workers, suppliers, and communities. These include whistleblower channels and ethics helplines that allow confidential reporting without fear of retaliation. All grievances are investigated promptly, and corrective actions are implemented where necessary.

The Company actively engages with stakeholders including employees, business partners, local communities, and civil society organisations to understand expectations, gather feedback, and strengthen its human rights approach.

Capacity building and awareness

Regular training programmes are conducted for employees and suppliers to enhance awareness of human rights principles, ethical conduct, and responsible business practices. The Company also promotes a culture of respect, inclusion, and non-discrimination across its operations.

Continuous improvement

Recognising that human rights due diligence is an ongoing process, the Company is committed to continuously strengthening its systems in line with evolving regulatory expectations, including SEBI's BRSR framework, as well as global best practices. The Company periodically benchmarks its performance against international standards and incorporates learnings to enhance its HRDD framework.

Health, safety and well-being: Our collective responsibility

At MSWIL, safety is not treated as a priority that competes with production or performance; it is a core value deeply embedded in the organisation's DNA. From the very first day of onboarding, every employee is immersed in a robust safety culture and masters stringent protocols through structured, hands-on training. This early grounding sets clear expectations: safety is non-negotiable and personal accountability begins on Day One.

To ensure safety consciousness remains instinctive rather than reactive, MSWIL conducts periodic drills, awareness workshops, and comprehensive risk assessments across locations. These efforts have strengthened hazard identification and significantly improved near-miss reporting—an indicator of proactive risk mitigation. As a result, incident rates have steadily declined, placing MSWIL among industry leaders in manufacturing safety performance.

A strong governance framework reinforces this commitment. Regular internal audits, along with independent third-party assessments, ensure that preventive and corrective measures are consistently implemented across all manufacturing units. Safety training is extended beyond permanent employees to include contract workers, associates, and key vendors, creating a uniform culture of compliance and care. The mandatory use of Personal Protective Equipment (PPE), supported by more than 500 refined and regularly updated Work Instructions (WINs), serves as a frontline defence against workplace hazards. Together, these measures have enabled the organisation to achieve zero lost-time injuries, reflecting disciplined execution and collective ownership of safety outcomes.

Safety also finds expression through engagement and awareness. MSWIL observes National Safety Week each year with enthusiastic participation across locations. A range of activities—including safety-themed competitions, awareness walks, role-plays, live demonstrations, and interactive sessions—help reinforce critical messages in an engaging and relatable manner. Over the past year, the organisation has further strengthened its Environment, Health, and Safety (EHS) framework by revising key WINs, enhancing safety protocols, and deploying digital tools for incident reporting and real-time tracking, thereby improving transparency and response time.

Holistic well-being framework: Caring beyond the workplace

Recognising that healthy and engaged employees sustain safe workplaces, MSWIL has adopted a 360-degree well-being approach that addresses mental, physical, and financial wellness. The underlying belief is simple yet powerful: when people thrive, performance follows.

Mental well-being

Understanding the importance of Mental health, MSWIL provides access to professional counselling services and awareness sessions. These initiatives are complemented by mindfulness and stress management workshops, helping employees build resilience, focus, and emotional balance.

Physical well-being

Physical health remains a cornerstone of employee well-being. On World Health Day and through year-round initiatives, MSWIL promoted fitness challenges, preventive health screenings, and wellness campaigns, engaging employees across locations—expanded sessions on nutrition and healthy lifestyles reflect growing awareness and ownership of personal health.

Financial well-being

To support long-term financial security, MSWIL conducted targeted financial literacy workshops covering savings and mindset awareness. Partnerships with banking institutions enabled access to zero-fee salary accounts, insurance facilitation, and micro-savings options, helping employees plan with confidence and dignity.

Strategic impact and the road ahead

The impact of MSWIL's safety and well-being initiatives extends beyond compliance—it delivers tangible business value. Reduced Lost Time Injury Frequency Rates (LTIFR), higher engagement scores, improved morale, and stronger retention levels collectively contribute to operational stability and long-term competitiveness.

At MSWIL, protecting and empowering people is both a responsibility and a strategic imperative. By embedding safety into everyday behaviour and supporting holistic well-being, the organisation is not only safeguarding today's workforce but also building the champions of tomorrow.

Opportunities and future prospects

The Indian automotive sector is highly dynamic across safety, global standards, green energy, environmental friendliness, customer satisfaction, and price sensitivity. To meet these evolving objectives, MSWIL offers a platform to provide solutions to OEMs in India, with technical support from Sumitomo Wiring Systems Limited, Japan, and functional support from SAMIL. With support from both JV

partners and the customer's confidence earned through consistent performance on QCDDMSES, MSWIL is well positioned to convert changing trends into opportunities.

The automobile sector in India is gradually moving towards manufacturing of electric vehicles, which presents a favourable opportunity for the Company. Additionally, infrastructure and capacities are being enhanced in line with customer orders.

Calculation of key indicators (Ratio Analysis)

EBITDA	Profit before exceptional items and tax + Finance costs (net of interest income) + Depreciation expense
PBT	Profit before exceptional items and tax
Trade Receivable Turnover (days)	$[\text{Average trade receivables} / \text{Revenue from contract with customers}] \times 360$ Average trade receivables = (opening trade receivables + Closing trade receivables)/2
Inventory Turnover (days)	$[\text{Average inventory} / \text{Cost of goods sold}] \times 360$ Average inventory = (Opening inventory + Closing inventory)/2
Trade Receivable Turnover (in times)	$[\text{Revenue from contract with customers} / \text{Average trade receivables}]$
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	$[\text{Total Debt (Long term borrowing including current maturities + short term borrowing + Lease liabilities)} / \text{Total equity}]$
Operating Profit Margin	$[(\text{Profit before tax} + \text{Finance costs} + \text{Exceptional items (income)/ expense} - \text{Interest income}) / \text{Revenue from operations}] \times 100$
Net Profit Margin	$[\text{Net Profit} / \text{Revenue from operations}]$
Net Debt to EBITDA	$\text{Net Debt (Total Debt - Cash and cash equivalents)} / \text{EBITDA}$

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity: L29306MH2020PLC341326
2. Name of the Listed Entity: Motherson Sumi Wiring India Limited
3. Year of incorporation: 2020 (date of incorporation - July 02, 2020)
4. Registered office address: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, 400051, Maharashtra, India
5. Corporate address: Motherson Corporate Tower, Plot No. 1, 5th Floor, Sector 127, Noida - 201301, Uttar Pradesh, India
6. E-mail: investorrelations@mswil.motherson.com
7. Telephone: +91 1206679500
8. Website: www.mswil.motherson.com
9. Financial year for which reporting is being done: Financial Year 2025-26
10. Name of the Stock Exchange(s) where shares are listed
 1. BSE Limited
 2. National Stock Exchange of India Limited
11. Paid-up Capital: INR 6,632 Million
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:
 1. Mr. Barrie Painter
Phone: +91 1206679500
Email: 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.
 2. Mr. Anurag Gahlot
Chief Operating Officer
Phone: +91 1206752100
Email: sustainability@mswil.motherson.com
Mr. Anurag Gahlot spearheads ESG actions within the company in line with Group's goals.
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated

The disclosures presented in this report encompass all units of MSWIL. In compliance with SEBI requirements, the Company has obtained independent reasonable assurance on its BRSR Core disclosures. Further, as a voluntary initiative to enhance transparency and strengthen stakeholder confidence, MSWIL has extended the scope of external reasonable assurance to selected non-Core BRSR KPIs, the details of which are provided in Appendix 2 to the Independent Practitioner's Assurance Report.

The Company has established appropriate data collection and validation processes to support the accuracy and consistency of reported information. An independent external assurance provider has conducted a reasonable assurance engagement covering both the mandatory BRSR Core disclosures and the voluntarily selected non-Core indicators. Management continues to strengthen reporting processes and promote uniform interpretation of sustainability data across all locations and functions
14. Name of assurance provider - S.R. Batliboi & Co. LLP, Chartered Accountants
15. Type of assurance obtained - Reasonable Assurance on BRSR Core and selected non-Core BRSR KPIs, the details of which are provided in Appendix 1 and 2 to the Independent Practitioner's Assurance Report

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing (Wiring harness & Components)	Manufacture of motor vehicle electrical equipment*	100%

*We are engaged primarily in the manufacture and sale of wiring harness and its components to automotive original equipment manufacturers

17. 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	Manufacture of motor vehicle electrical equipment (Wiring Harness & Components)	293005	100%

III. Operations

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

Location	Plants	Offices	Total
National	30	4	34
International	-	-	-

Plants include all operational unit (Manufacturing plant, assembly centers).

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	16 States + 3 Union Territories
International (No. of Countries)	The company focuses on domestic business and exports are negligible

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

Negligible.

c. A brief on types of customers:

Company's customers primarily comprise leading automotive Original Equipment Manufacturers (OEMs) engaged in the design, development, manufacture, assembly, marketing, and sale of passenger vehicles, commercial vehicles, two-wheelers, electric vehicles, and related mobility solutions. These OEMs procure automotive components from Tier-1 suppliers, including the Company, for integration into their vehicle manufacturing processes. The finished vehicles are subsequently sold across domestic and international markets through established distribution networks.

IV. Employees

20. Details as at the end of Financial Year: The Company does not categorize any of the employees as workers and refers employees working in production and related areas as associates.

a. 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)	5,042	4,344	86%	698	14%
2.	Other than Permanent (E)	37	26	70%	11	30%
3.	Total employees (D + E)	5,079	4,370	86%	709	14%
ASSOCIATES (WORKERS)						
4.	Permanent (F)	1,421	932	66%	489	34%
5.	Other than Permanent (G)	56,639	30,908	55%	25,731	45%
6.	Total workers (F + G)	58,060	31,840	55%	26,220	45%

The Company did not have any employees falling under the "Other than Male/Female" gender category as at the reporting date. Accordingly, the number of employees in this category is NIL.

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	17	15	88%	2	12%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	Total differently abled employees (D + E)	17	15	88%	2	12%
DIFFERENTLY ABLED ASSOCIATES (WORKERS)						
4.	Permanent (F)	12	8	67%	4	33%
5.	Other than permanent (G)	28	11	39%	17	61%
6.	Total differently abled workers (F + G)	40	19	48%	21	52%

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	2	20%
Key Management Personnel*	2	1	50%

*Does not include whole time director who is designated as KMPs

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

Turnover Rate	FY 25-26			FY 24-25			FY 23-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	10%	10%	10%	10%	7%	10%	9%	11%	9%
Permanent Associates (Workers)	7%	6%	7%	3%	6%	4%	5%	10%	7%

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	NIL	NIL	NIL

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 114,776 million for FY 2025-26

(iii) Net worth (in Rs.) - INR 21,617 million for FY 2025-26

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 Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 25-26 Current Financial Year			FY 24-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	NA	0	0	NA
Investors (other than shareholders)	Yes	0	0	NA	0	0	NA
Shareholders	Yes	0	0	NA	0	0	NA
Employees and Associates (workers)	Yes	19	1	resolved in May 2026	4	1	resolved in April 2025
Customers	Yes	0	0	NA	0	0	NA
Value Chain Partners	Yes	0	0	NA	0	0	NA
Other (please specify)	NA	0	0	NA	0	0	NA

The policies guiding the Company's conduct with all its stakeholders, including grievance mechanisms. These are placed on the Company's website . For detailed policies for grievance redressal mechanisms, please refer to <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: Opportunity to position as a sustainable solution provider and gain competitive advantage.</p> <p>R: Climate change poses acute physical risks including extreme weather events (floods, heat stress), asset damage, and increased insurance premiums. Operations in water-stressed geographies create risks related to water availability. Transition risks arise from evolving regulations, stakeholder expectations, and shift to low-carbon economy.</p>	<p>Implementation of a comprehensive decarbonisation roadmap aligned with strategic ambitions and targets. Increased use of renewable energy. Reduction in resource consumption, emissions, waste, and water usage. Water stewardship initiatives in high-risk locations.</p> <p>Collaboration with suppliers and customers to improve environmental performance.</p>	<p>Positive:</p> <ul style="list-style-type: none"> - Revenue growth from sustainable products. - Cost savings from efficiency improvements over the long term. <p>Risk:</p> <p>Increased operating costs due to energy transition, carbon compliance, climate adaptation, and supply chain disruptions.</p> <p>-Potential loss of business if customer sustainability expectations are not met.</p>
2	Environmental Innovation and Technology	Opportunity & Risk	<p>O: Resource efficiency and circular economy practices improve environmental performance and competitiveness.</p> <p>R: Technological innovation in materials and processes is critical. Failure to keep pace with evolving regulatory and market landscape may impact competitiveness and stakeholder expectations.</p>	<p>Implementation of long-term climate transition and innovation strategies.</p> <p>Development of recyclable, reusable and resource-efficient materials.</p> <p>Focus on reducing, reusing, and recycling waste streams.</p> <p>Collaboration with customers and suppliers to enable circular economy solutions.</p> <p>Continuous investment in R&D and innovation.</p>	<p>Positive: Reduction in material and operating costs and improved margins. Competitive differentiation and enhanced customer value.</p> <p>Risk: Short-term increase in capital expenditure and R&D costs. Financial impact if innovation lags market expectations.</p>

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: Rising demand for low-carbon, sustainable, high-performance products.</p> <p>Alignment with electrification and reduced carbon footprint trends. Enhance product value through sustainability-led innovation.</p> <p>R: Losing customers or market share if expectations not met.</p>	<p>Integration of sustainability into product design and development.</p> <p>Assessment and reduction of product carbon footprint.</p> <p>Proactive engagement with customers and suppliers.</p> <p>Leveraging innovation and technology to exceed expectations.</p>	<p>Positive: Revenue growth from sustainable portfolio.</p> <p>Improved customer retention and new EV business.</p> <p>Risk: Loss of competitiveness if expectations unmet.</p>
4	Diversity, Equity and Inclusion	Opportunity & Risk	<p>O: Talent attraction, retention and development critical for growth. Diversity, equity and inclusion enhance innovation and capability.</p> <p>Employee engagement and well-being directly influence productivity and retention.</p> <p>R: Failure in talent management can impact performance.</p>	<p>DEI initiatives and policies.</p> <p>Leadership development and capability building.</p> <p>Employee engagement programs. Well-being and mental health initiatives.</p> <p>Employer branding improvements.</p>	<p>Positive: Higher productivity, motivation and loyalty.</p> <p>Reduced attrition and stronger employer brand.</p> <p>Risk: Productivity loss due to disengagement.</p>
5	Human rights throughout our operations and value chain	Risk	<p>R: Growing global scrutiny on human rights practices. Risks of violations across operations and supplier network. Potential for legal non-compliance and reputational concerns.</p>	<p>Alignment with UN Global Compact.</p> <p>Deployment of Human Rights policy.</p> <p>Assessment using third-party tools.</p> <p>Integration into supply chain processes.</p>	<p>Risk: Business interruption and reputational loss.</p>
6	Corporate Governance & Strategy	Opportunity & Risk	<p>O: Strong governance is essential for stakeholder trust.</p> <p>R: Failure to meet expectations affects reputation and capital access.</p>	<p>Board oversight including ESG governance.</p> <p>Sustainability committees.</p> <p>Stakeholder engagement and materiality assessment.</p> <p>Strategy alignment.</p>	<p>Positive: Better investor confidence and capital access.</p> <p>Risk: Reputational and financial impact.</p>

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)
7	Data Privacy and Information Security	Risk	R: Increasing reliance on digital systems across operations. Exposure to cyber threats, data breaches and disruptions.	Robust information security systems. Multi-layered cybersecurity architecture. Monitoring and audits. Employee awareness training.	Risk: Financial loss and operational disruption. Loss of customer trust and reputational damage.
8	Operational Excellence & Management Systems	Opportunity	O: Continuous improvement and digitalisation enhance competitiveness. Efficiency and reliability are critical to performance.	Automation and digital tools. Standardisation. Continuous improvement initiatives.	Positive: Productivity gains and cost optimisation.
9	Risk Management and Compliance	Opportunity & Risk	O: Growth and diversification increase risk exposure. R: Rising regulatory complexity. Ineffective risk management can impact performance.	Enterprise risk management framework. Integration into business processes. Continuous monitoring and compliance tracking.	Positive: Improved resilience and continuity. Risk: Compliance costs and penalties.
10	Health, Safety & Well-being	Risk	R: Manufacturing operations expose employees to occupational hazards. Non-compliance with safety standards can lead to legal and reputational risk.	Deployment of Occupational Health and Safety systems. Regular audits and inspections. Training and awareness programs. Monitoring safety metrics and sharing best practices.	Risk: Operational disruption and penalties. Increased insurance cost and reputational damage.
11	Supply chain sustainability and responsibility	Opportunity & Risk	O: Increasing expectations on transparency, traceability and responsible sourcing. R: Pressure to manage Scope 3 emissions. Challenges in supplier compliance and visibility across value chain.	Supplier engagement and ESG capability building. Integration of sustainability into procurement. Supplier assessment and monitoring. Improved traceability across the value chain.	Positive: Stronger and more resilient supply chain. Better alignment with customer requirements. Risk: Higher compliance and supplier transition costs.

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)
12	Community Engagement & Development	Opportunity & Risk	<p>O: Community relations impact social license to operate.</p> <p>R: Regional and socio-economic risks can affect operations.</p>	<p>Community development programs.</p> <p>Local stakeholder engagement.</p> <p>Regional coordination.</p>	<p>Positive: Reputation and trust enhancement.</p> <p>Risk: Operational disruption.</p>

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://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.	UNGC Signatory (as MSWIL is part of Motherson Group)	IATF 16949	ISO 45001 ISO14001; UNGC	IFQM (Indian Federation of Quality Management)	UNGC	ISO 14001 EcoVadis	N/A		IATF 16949 TISAX Standard and ISO/IEC 27001*
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Net zero carbon 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.								

*SAMIL holds TISEX certification and MTSL holds ISO 27001 certification which takes care for MSWIL information security needs

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 number 13 of the Annual report and refer Business Responsibility and Sustainability Report for oversight.
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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.		
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. Yes, The Sustainability Committee of the Board comprises four Directors, including two Independent Directors. Any changes in membership during the year did not alter the overall composition of the Committee.	Name of the director	Designation in Committee	Status
	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
	Mr. Soichiro Namba**	Member	Non-Executive Non-Independent Director
	Mr. Yuichi Shimizu***	Member	Non-Executive Non-Independent Director
Mr. Ryuji Sakai****	Member	Non-Executive Non-Independent Director	

* Resigned w.e.f July 24, 2025

** Appointed w.e.f July 24, 2025 and resigned as member w.e.f December 19, 2025

*** Appointed w.e.f December 19, 2025 and resigned w.e.f April 28, 2026

**** Appointed w.e.f April 28, 2026

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									
For P3 - Yes, MSWIL is ISO 45001 certified. P6 - ISO14001 & ISO50001 certified. MSWIL is certified through Bureau Veritas (India) Pvt. Internal reviews and assessments are carried out periodically and stringently for assessing/ evaluating the working of policies for all Principles.																		

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

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 programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
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%

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Employees other than BoD and KMPs	7	The Motherson Code of Conduct serves as the foundational guide outlining ethical and behavioral expectations for all employees across the Group. Complementing the Code is a comprehensive suite of policies focused on ethics, transparency, and accountability. These include policies on whistleblowing, related party transactions, prevention of harassment, data protection, competition and anti-trust, anti-bribery (including gifts, meals, and entertainment), human rights, and equal opportunity.	100%
Associates (workers)	7	A similar framework exists for the associates as it does for the category of employees.	100%

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):

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	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA

Response to Principle 1 Essential Indicator 2 pertains to the Company on Standalone basis.

*There are no fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the Company or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions in the financial year which are material as specified in Regulation 30(4)(i)(c) of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 ("LODR"). Please refer to Company's website at <https://www.mswil.motherson.com/performance/investors/stock-exchange-disclosures-regulatory-filings> to access the disclosures made to the Stock Exchanges under Regulation 30 of LODR.

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, MSWIL maintains a zero-tolerance approach to corruption in any form. Our expectations and ethical principles are clearly outlined in the Motherson Code of Conduct and the Motherson Supplier Code of Conduct, which together set mandatory standards for integrity, business ethics, and responsible business practices across our value chain.

The Company considers any instance of bribery or corruption not only a legal breach but also a serious ethical violation. Upholding the highest moral and ethical standards is central to its governance framework.

For further details, the full 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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Associates (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 / Associates(workers) to the best of our knowledge.

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

	FY 25-26 (Current Financial Year)		FY 24-25 (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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Number of days of accounts payables	80	63

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 25-26 (Current Financial Year)	FY 24-25 (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%	64%
	b. Sales (Sales to related parties / Total Sales)	2%	2%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)		

The concentration of purchases is not applicable to the business, as there are no transactions conducted with trading houses/ dealers/distributors.

Leadership Indicators

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

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Supplier Code of Conduct with General expectations on Value chain partners about respecting Principles of Legality Social Standards: Human rights, Forced Labor, Child Labor, Fair treatment, freedom of association, Occupational Health and Safety, Environmental Standards: Environmental protection, Climate action, Water, Air & Soil Quality Business relationship: Avoid Conflict of Interest, Free competition, Anti-Corruption, Data Privacy & Data Security, Customs and Export control regulation.	100%

The Company conducted supplier webinars to raise awareness on sustainability, focusing on key governance, social, and environmental principles. To further strengthen supplier engagement, we partnered with EcoVadis, a reputable third-party assessor, to evaluate the sustainability performance of our suppliers. Webinar invitations and the Motherson Supplier Code of Conduct were shared with suppliers accounting for 80% of our direct material spend.

We have established a dedicated **Supplier Portal** (<https://suppliers.motherson.com/resource-and-training>) that provides open access resources and training materials to support and educate our supplier partners. In addition, the Company organized a Supplier Summit, where we shared our sustainability expectations and reinforced our commitment to responsible and transparent supply chain practices with our supplier partners.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) .
Yes. The company has code of conduct for directors which clearly states that every director representing the company shall endeavor to avoid conflict of interest and is expected to act in the best interest of the Company and not undertake any action prejudicially to the interest of the company. Company also has comprehensive Director’s manual to provide clarity to Directors 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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	1%	1%	R&D expenses for 100% Electric Vehicles and related programs.
Capex	15%	2%	Capex for 100% Electric Vehicles Production, Waste Management, Energy reduction programs.

Wiring harness related R&D activities are performed centrally by Samvardhana Motherson International Limited (“SAMIL”) for India region. The Company has reimbursed its share of expenses to SAMIL.

The Company's operations at its Navagam facility are conducted from a leased premises that has been awarded the IGBC Gold Green Building certification. The facility supports the Company's commitment to sustainable operations through the use of environmentally responsible infrastructure.

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 a significant portion of its raw materials and components from SAMIL and its group companies, whose sustainability commitments are actively monitored. Additionally, the Company procures from global suppliers, including Sumitomo Wiring Systems Limited, who also adhere to established sustainability standards.
- b. If yes, what percentage of inputs were sourced sustainably?
 85% of our top suppliers (constituting 80% of our sourcing of components/raw material in value terms) are ISO14001 certified and 62% 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 location is 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, take steps to address the same.
 No. However the waste collection plan is in line with the extended producer responsibility plan issued under plastic and e-waste management rules.

Leadership Indicators

- 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.
293005	N/A	N/A	N/A	N/A	N/A

A major portion of the Company's products are built-to-print, where the product design—including material selection and end-of-life specifications—is finalized by the customers. As a result, there is currently limited opportunity for the Company to conduct a meaningful Life Cycle Assessment (LCA).

However, to remain future-ready, the Company has begun building internal capabilities to carry out such assessments in the coming years. While no LCA has been conducted at the Company level yet, the knowledge and methodologies developed by SAMIL and support from Sumitomo Wiring Systems Limited will be leveraged to develop relevant expertise.

- 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.

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

The products currently manufactured by Motherson Sumi Wiring India Limited (MSWIL) do not pose any significant social or environmental risks during their life cycle. As a Tier-1 B2B supplier, MSWIL supplies products directly to OEM customers and is not currently engaged in an end-of-life product recovery business model.

However, the Company works in close alignment with OEM customers to support their evolving requirements and objectives related to end-of-life recyclability of the products and components supplied.

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

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, Motherson Wiring Limited has very limited control over the materials used in their manufacture.

Indicate input material	Recycled or re-used input material to total material	
	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
None	NA	N/A

- 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 25-26 (Current Financial Year)			FY 24-25 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NA	NA	NA	NA	NA	NA
E-waste	NA	NA	NA	NA	NA	NA
Hazardous waste	NA	NA	NA	NA	NA	NA
Other waste	NA	NA	NA	NA	NA	NA

Not applicable. Due to nature and application of its product, 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	NA

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	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	4344	4344	100%	4344	100%	NA	NA	0	0%	0	0%
Female	698	698	100%	698	100%	698	100%	0	0%	698	100%
Total	5042	5042	100%	5042	100%	698	100%	0	0%	698	100%
Other than permanent employees											
Male	26	26	100%	26	100%	NA	0%	0	0%	0	0%
Female	11	11	100%	11	100%	11	100%	0	0%	11	100%
Total	37	37	100%	37	100%	11	100%	0	0%	11	100%

All employees are covered under wellbeing measures as per applicable legal requirement and company policies.

Category	% of Associates (worker) covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Benefits	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Associates (worker)											
Male	932	932	100%	932	100%	0	0%	0	0%	0	0%
Female	489	489	100%	489	100%	489	100%	0	0%	489	100%
Total	1421	1421	100%	1421	100%	489	100%	0	0%	489	100%
Other than Permanent Associates (worker)											
Male	30908	30908	100%	10081	33%	0	0%	0	0%	0	0%
Female	25731	25731	100%	8935	35%	25731	100%	0	0%	25731	100%
Total	56639	56639	100%	19016	34%	25731	100%	0	0%	25731	100%

All eligible associates are covered under wellbeing measures as per applicable legal requirement and company policies.

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

	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the company	1.56%	1.53%

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

Permanent Employees	FY 25-26 (Current Financial Year)			FY 24-25 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of Associates (workers) covered as a % of total associates (workers)	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of Associates (Workers) covered as a % of total Associates (worker)	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Not Applicable	100%	100%	Not Applicable
Employee State Insurance	100%	100%	Yes	100%	100%	Yes

All eligible applicable employees and associates 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 associates (worker) as per the requirements of the Rights of Persons with disability Act, 2016. If not whether any steps are being taken by the entity in this regard?

MSWIL is committed to fostering an inclusive and supportive workplace that emphasizes safety, flexibility, and respect for all employees and associates (workers) The company ensures that appropriate facilities and amenities are available for individuals with different abilities. Our registered and corporate offices are equipped with lifts and accessibility features to enable ease of movement. Most office locations are either situated on the ground floor or have elevators and infrastructure designed to support barrier-free access.

Where required, MSWIL provides customized workplace adaptations—such as specialized desks or equipment—based on individual needs. Unit HR teams oversee the availability of these essential resources and remain dedicated to strengthening diversity and inclusion across the organization by implementing supportive work-life practices and nurturing a culture where every individual feels valued and included.

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.

Yes. MSWIL is committed to providing equal opportunities in employment and fostering an inclusive workplace where all employees are treated with dignity, fairness, and respect. As part of our broader social responsibility, we actively support the inclusion and integration of Persons with Disabilities (PwDs) within our workforce. The principles of equality, non-discrimination, and respect for every individual are embedded in the Motherson Code of Conduct, accessible at www.mswil.motherson.com. These principles guide our approach to creating a barrier-free and accessible 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	89%	100%	89%	95%
Total	89%	100%	89%	95%

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 Associates (workers)	Yes
Other than Permanent associates (workers)	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

MSWIL has a robust and well-structured grievance redressal framework that offers employees multiple channels to voice concerns and seek resolution. The system is designed to ensure transparency, accessibility, and fairness at every stage.

To address specific employee-related matters, MSWIL has constituted various working groups such as employee consultative committees, health and safety committees, canteen committees, and welfare committees. These groups provide formal platforms for discussion, feedback, and collaborative problem-solving.

The Human Resources function plays a central role in managing grievances by conducting impartial inquiries and fact-finding, serving as an internal due-diligence mechanism. In addition to these forums, employees may submit concerns anonymously or privately through designated email addresses or telephone lines, ensuring confidentiality when needed.

MSWIL also has an established Whistle-Blower Policy, which provides a secure and confidential mechanism for reporting serious concerns, ensuring that employees can raise issues without fear of retaliation.

Furthermore, MSWIL maintains a comprehensive Prevention of Sexual Harassment (PoSH) policy in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. Internal Complaints Committees (ICCs) are in place across units to conduct inquiries and ensure a safe, respectful, and inclusive work environment.

Overall, MSWIL's grievance mechanisms empower employees with multiple avenues to express concerns, support timely resolution, and reinforce a culture of trust, respect, and well-being across the organization

7. Membership of employees and workers in association(s) or union(s) recognized by the listed entity:

Category	FY 25-26 (Current Financial Year)			FY 24-25 (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	5,042	0	0%	4,278	0	NA
- Male	4,344	0	0%	3,705	0	NA
- Female	698	0	0%	573	0	NA
Total Permanent associates (worker)	1,421	0	0%	1,763	0	NA
- Male	932	0	0%	1,217	0	NA
- Female	489	0	0%	546	0	NA

We recognize the right to freedom of association and provide freedom to our employees to assemble, form teams, appoint representatives and be the members 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. These committees are formed through a transparent and democratic election process, with clear eligibility criteria and secret ballot voting conducted during work hours. The Works Committee, constituted as per the Industrial Disputes Act, fosters mutual understanding between management and associates. The Canteen Committee ensures quality and affordability of meals, while the Transport Committee oversees employee commuting arrangements. Each committee meets monthly, and discussions are documented and shared with Central HR for policy review and strategic planning. This structured governance system not only ensures employee representation and inclusivity but also contributes to a positive, responsive, and participative work environment.

8. Details of training given to employees and workers:

Category	FY 25-26 (Current Financial Year)					FY 24-25 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	4,370	4,370	100%	3,035	69%	3,728	3,728	100%	2,380	64%
Female	709	709	100%	562	79%	577	577	100%	366	63%
Total	5,079	5,079	100%	3,597	71%	4,305	4,305	100%	2,746	64%
Associates (Workers)										
Male	31,840	31,840	100%	31,840	100%	26,152	26,152	100%	26,152	100%
Female	26,220	26,220	100%	26,220	100%	23,175	23,175	100%	23,175	100%
Total	58,060	58,060	100%	58,060	100%	49,327	49,327	100%	49,327	100%

We have reported a unique count of individuals who participated in multiple training sessions, counting each individual as 1 count. Further, the numbers for the employee's category are at 100%, as all employees are required to attend an orientation session that includes trainings on health & safety and skill upgradation. Additionally, health and safety training, along with skill training for Associates is incorporated into both onboarding and regular training modules, resulting in full coverage of 100%.

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

Category	FY 25-26 (Current Financial Year)			FY 24-25 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Permanent Employees						
Male	4344	4344	100%	3705	3705	100%
Female	698	698	100%	573	573	100%
Total	5042	5042	100%	4278	4278	100%
Permanent Associates (workers)						
Male	932	932	100%	1217	1217	100%
Female	489	489	100%	546	546	100%
Total	1421	1421	100%	1763	1763	100%

All permanent employees and associates 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?

At MSWIL, the safety and well-being of our employees, contractors, and all stakeholders is of utmost importance, as articulated in our publicly available Environmental, Health and Safety (EHS) Policy. A majority of our facilities are certified under ISO 45001, the global benchmark for Occupational Health and Safety Management Systems, reflecting our strong commitment to maintaining safe, healthy, and compliant workplaces.

While ISO 45001 serves as the principal framework guiding health and safety management across MSWIL, we also recognize and align with equivalent safety systems that closely correspond to this international standard. Our integrated management systems further include ISO 14001 certification for environmental management, which complements our EHS objectives and strengthens our sustainability performance.

Additionally, MSWIL implements FM Global fire safety standards and adheres strictly to SWS safety protocols, ensuring high levels of preparedness, risk mitigation, and operational safety.

Together, these certifications, standards, and management practices demonstrate our proactive, structured, and continuous approach to protecting people, property, and the environment across all our operations

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

At MSWIL, we follow a proactive and systematic approach to hazard and risk identification as part of our commitment to maintaining a safe, healthy, and compliant workplace. Hazards are identified and assessed through multiple mechanisms, including safety walk-throughs, scheduled risk assessments, routine inspections, and monthly as well as quarterly safety audits.

MSWIL adheres to comprehensive Hazard Identification and Risk Assessment (HIRA) procedures that align with ISO 45001:2018 and applicable legal requirements. For every process-related activity, potential hazards are identified, risks are evaluated, and appropriate control measures are defined in structured HIRA sheets.

From an equipment and plant perspective, we undertake regular preventive maintenance in addition to pre-work, start-up, and production-stage risk evaluations to minimize operational risks. All incidents—including near-misses—are promptly reported and thoroughly investigated using root cause analysis methodologies, with escalation to senior management where necessary. We have also established structured reporting systems for hazards, incidents, and near-miss events to ensure timely visibility, tracking, and corrective action.

For non-routine activities, MSWIL implements a formal Work Permit System, which acts as our Hazard Prediction Procedure. This system includes a defined format for identifying risks and specifying required control measures before work begins.

Hazard identification is further supported through audits conducted by internal auditors, and annual ISO 45001:2018 compliance assessments, along with daily safety audits led by safety professionals. Collectively, these structured processes strengthen our ability to anticipate hazards, reduce risks, and ensure a safe and secure environment for all employees and stakeholders.

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

Yes. The Company encourages its associates (workers) to report any safety hazards and near misses to minimize the occurrence of any incident and take corrective action. There is a system for submission of hazard reports for all employees/ Associates for resolution. Health and safety committees are an additional platform for review and resolution of hazards and risks identified.. Safety audits by internal safety auditors, safety audits by safety professionals etc. have been put in place. Associates (Workers) can also report safety related suggestions through Company's suggestion scheme.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

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'. Additionally, the Company provides its employees with benefits that include life insurance, healthcare, and disability coverage.

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

Safety Incident/Number	Category	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Associates (workers)	0	0
Total recordable work-related injuries	Employees	1	0
	Associates (workers)	6	5
No. of fatalities	Employees	0	0
	Associates (workers)	0	0
High consequence work-related injury or ill-health (excluding fatalities)"	Employees	0	0
	Associates (workers)	0	0

Independent assessment assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Reasonable Assurance has been conducted in FY 2026 by S.R. Batliboi & Co. LLP.

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

At MSWIL, safety is deeply integrated into our operational culture and is driven through a strong, structured, and preventive management system. Weekly safety committee meetings ensure continuous monitoring, review, and improvement of safety performance across all units. Both planned and surprise audits are conducted by internal safety committee members and the safety team, while fire risk assessments are performed by certified third-party specialists to ensure independent validation of safety controls.

MSWIL has an established framework for Hazard Identification and Risk Assessment (HIRA), aligned with ISO 45001:2018, enabling proactive identification, evaluation, and control of workplace hazards. Monthly and quarterly safety audits, along with regular HIRA reviews, help us stay ahead of emerging risks. All machines undergo detailed risk assessments and are fitted with necessary safety devices and clear warning labels.

Preventive measures, such as monthly thermal imaging of electrical panels and critical equipment, further strengthen our risk mitigation efforts. High-risk tasks—including hot work, working at height, confined space entry, and excavation—are strictly governed by a comprehensive Work Permit System. Appropriate Personal Protective Equipment (PPE) is provided based on task-specific risk assessments to minimize exposure to hazards.

Our Emergency Response Team (ERT) is thoroughly trained in managing crisis situations, supported by regular mock drills covering fire, evacuation, and earthquake scenarios. Safety officers deployed across units ensure implementation of safe work practices and provide on-ground supervision.

Robust capability-building is an integral part of our safety program. Regular training sessions are held on topics such as fire extinguishing, first aid, safe material-handling equipment operation, and emergency preparedness. These trainings are further reinforced through digital learning tools and ongoing awareness initiatives, including safety posters, quizzes, toolbox talks, and safety competitions.

MSWIL places strong emphasis on continuous improvement. Incidents and near-misses are systematically analyzed using root cause methodologies, with corrective and preventive actions implemented promptly. To promote a strong safety culture, we organize ongoing engagement initiatives such as National Safety Week, Road Safety Week, Fire Safety Day, slogan-writing contests, and employee safety suggestion campaigns.

A Safety Award System recognizes units that demonstrate exceptional safety performance, encouraging healthy competition and reinforcing safe behavior. Continuous improvement is further supported through safety-related kaizens and the implementation of the LOTO (Lock Out-Tag Out) system across units to ensure safe isolation of energy sources during maintenance.

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

	FY 25-26 (Current Financial Year)			FY 24-25 (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	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

14. Assessments for the year:

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

At MSWIL, we follow a proactive and structured approach to strengthening workplace safety and minimizing risks across our operations. A key focus of our corrective actions has been enhancing machine safety. All machines are now fitted with safety covers, interlocking sensors, and protective devices, substantially reducing operational hazards. Additional improvements have been implemented specifically for the safety covers of our C&C machines, further enhancing their effectiveness and reducing machine-related risks.

To ensure the safety of employees involved in maintenance and repair activities, MSWIL has fully implemented the Lockout-Tagout (LOTO) system. This ensures that machines and electrical panels are completely de-energized before any intervention, significantly lowering the risk of electrical accidents and improving the safety of maintenance personnel.

Fire safety is another critical priority. We carry out thermal imaging on 100% of our machines and electrical panels to identify abnormal heat patterns that may indicate potential fire hazards. Early detection allows timely corrective action and helps prevent fire-related incidents.

We continuously promote safety awareness and engagement through regular training programs, safety campaigns, toolbox talks, and safety events, ensuring employees remain vigilant and well-informed about safe work practices. To enhance electrical safety, MSWIL has installed Residual Current Circuit Breakers (RCCBs) with 30 mA sensitivity across its electrical infrastructure. These devices identify current leaks and disconnect the power supply within milliseconds, offering strong protection against electrical shocks and supporting overall human safety.

Collectively, these comprehensive and preventive measures reflect MSWIL's deep commitment to occupational health and safety. We remain dedicated to continuously reviewing and strengthening our systems, identifying emerging risks, and ensuring a safe, secure, and sustainable workplace for all employees.

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 Group Term Life Insurance to cover all our permanent on-roll employees and associates. This initiative reflects our strong commitment to the well-being and financial security of our workforce.

This policy has been introduced in collaboration with a renowned and trusted insurance provider, ensuring robust coverage and reliable service.

Key Highlights of the Policy:

- Comprehensive coverage
 - Financial protection
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. We regularly audit our suppliers both preventively and when the situation demands. Such an audit is generally carried out when we commence new supplier relationships, with the findings of our risk analyzes then determining the type, scope, and frequency of the audits.

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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Employees	NIL	NIL	NIL	NIL
Associates (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

To further support lifelong learning and employability, we provide access to a wide range of training programs. These initiatives empower employees to continuously enhance their technical skills and remain professionally active—even beyond their superannuation age. This holistic approach reflects our unwavering commitment to employee development and well-being, ensuring a smooth and dignified transition into the next phase of life.

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	93.56%
Working Conditions	93.56%

We conduct a business audit prior to engaging with any supplier and all such points are assessed onsite. Above mentioned percentage is the percentage Business Value of MSWIL that has been covered by auditing the suppliers as per the criteria for supplier regular evaluation.

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 adequate health and safety standards and working conditions in their business. Corrective actions taken or underway to address significant risks or concerns identified through assessments of health and safety practices and working conditions of value chain partners includes:

- Supplier Certifications: Ensuring suppliers meet required health and safety standards through relevant certifications.

- Policy Implementation: Formation and communication of specific policies on workplace safety and working conditions. Provision of PPE: Making Personal Protective Equipment (PPE) available and ensuring its usage across supplier operations.
- Revision of Work Instructions (WINS): Updating work instructions to reflect best practices and safety compliance requirements.
- Implementation of Management Systems: Establishing structured management systems at supplier sites to monitor, report, and improve health and safety performance.

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	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
Suppliers	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

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
Society	No	BRSR reporting, Community visit and Charities	Annual, As & When events are planned	Community involvement, Education/ trainee programs, Career opportunities, employment
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

1. 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.

Engagement with stakeholder groups is delegated across multiple interaction points within the organization. Feedback from these engagements is shared with the Board of Directors through board meetings and the Sustainability Committees.

Board members visit manufacturing plants to engage directly with stakeholders, particularly on health and safety related matters. The insights and feedback given during these visits are formally communicated to the Management for further consideration and action, ensuring a continuous loop between on-ground realities and strategic decision-making to ensure better governance on economic, environmental and social topics.

2. 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 input received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, multiple responsible representatives across the Group engage with stakeholders on a continuous basis, providing critical input to the materiality assessment process.

We actively engage with both internal and external stakeholders to identify material issues that could impact our ability to create long-term value. These material topics are reviewed annually to inform our management processes, risk assessments, and alignment with strategic objectives.

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

MSWIL engages with vulnerable and marginalized stakeholder groups primarily through its CSR interventions, which focus on addressing socio economic challenges faced by underserved communities. These stakeholder groups include women, youth from economically weaker sections, children, and communities residing in underserved and aspirational regions with limited access to education, healthcare, livelihood opportunities, and basic infrastructure.

Engagement with these communities is undertaken through structured assessments, stakeholder consultations, and continuous interaction facilitated by implementing partners and the Company's CSR team. Feedback from beneficiary groups and community representatives informs the design and implementation of interventions, ensuring that identified concerns are addressed in a responsive and context specific manner.

The Company's CSR initiatives address key concerns such as employability and livelihood insecurity through skill development and vocational training programmes for youth from marginalized backgrounds; access to essential healthcare and well being support for children; and overall community development aimed at improving quality of life in underserved areas. MSWIL also undertakes CSR interventions in aspirational districts to address regional disparities and support socially and geographically marginalized populations.

Oversight of these engagements is provided through a structured governance framework, with the Board level CSR Committee and CSR Steering Committee monitoring project implementation and impact. Periodic field interactions and reviews enable assessment of on ground outcomes and incorporation of learnings into ongoing and future interventions.

Through these sustained engagements and targeted actions, MSWIL seeks to ensure that the concerns of vulnerable and marginalized stakeholder groups are meaningfully addressed, contributing to inclusive growth and social development.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

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

Category	FY 25-26 (Current Financial Year)			FY 24-25 (Previous Financial Year)		
	Total (A)	Number of employees/ workers covered (B)	% (B / A)	Total (C)	Number of employees/ workers covered (B)	% (D / C)

Employees

Permanent	5042	5042	100%	4278	4278	100%
Other than permanent	37	37	100%	27	27	100%
Total	5079	5079	100%	4305	4305	100%

Associate (workers)

Permanent	1421	1421	100%	1763	1763	100%
Other than permanent	56639	56639	100%	47564	47564	100%
Total	58060	58060	100%	49327	49327	100%

2. Details of minimum wages paid to employees and workers,:

Category	FY 25-26 (Current Financial Year)					FY 24-25 (Previous Financial Year)				
	Total (A)	Equal Minimum Wage to		More than Minimum Wage		Total (D)	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	5,042	-	-	5,042	100%	4,278	-	-	4,278	100%
Male	4,344	-	-	4,344	100%	3,705	-	-	3,705	100%
Female	698	-	-	698	100%	573	-	-	573	100%
Other than Permanent	37	-	-	37	100%	27	-	-	27	100%
Male	26	-	-	26	100%	23	-	-	23	100%
Female	11	-	-	11	100%	4	-	-	4	100%

Category	FY 25-26 (Current Financial Year)					FY 24-25 (Previous Financial Year)				
	Total (A)	Equal Minimum Wage to		More than Minimum Wage		Total (D)	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	1,421	-	-	1,421	100%	1,763	-	-	1,763	100%
Male	932	-	-	932	100%	1,217	-	-	1,217	100%
Female	489	-	-	489	100%	546	-	-	546	100%
Other than Permanent	56,639	36684	65%	19955	35%	47,564	37,977	80%	9,587	20%
Male	30,908	19808	64%	11100	36%	24,935	20,148	81%	4,787	19%
Female	25,731	16876	66%	8855	34%	22,629	17,829	79%	4,800	21%

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)				
Executive Directors	1	2,42,11,239	-	-
Non Executive Non- Independent Director	4	-	-	-
Non Executive Independent Director*	3	65,40,000	2	59,00,000
Key Managerial Personnel**	1	74,74,971	1	1,08,71,773
Employees other than BoD and KMP	4,368	5,73,714	708	4,63,752
Associates (workers)	11,545	1,83,000	9,611	1,78,896

* This comprises commission and sitting fees paid to Independent Directors during the year.

**KMP Position as on March 31, 2026. It Does not include whole time director who is designated as KMPs

All employees and associates whose salaries are processed in the month of March 2026 (excluding F&F of March'2026)

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

	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Gross wages paid to females as % of total wages	37%	36%

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 are committed to upholding the highest standards of ethical conduct and prioritizing the well-being of our people. We aim to foster a workplace built on mutual trust, accountability, and respect—principles that are deeply embedded in our Human Rights Policy and Code of Conduct for Employees.

To support this commitment, regional corporate (Chairman's) offices are entrusted with the implementation and administration of grievances related to human rights concerns. These responsibilities are aligned with the guidance set forth in our Code of Conduct.

To ensure a robust and transparent grievance mechanism, we have instituted a Whistle-Blower Policy supported by:

- Engagement of an independent third party for initial contact, investigation, and facilitation of resolution.

- Anonymous channels that empower employees and stakeholders to report concerns safely and confidentially.
- This multi-layered approach ensures that all concerns are addressed fairly and effectively, reinforcing our commitment to creating a safe, respectful, and accountable work environment across all our operations.

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

Motherhood Sumi Wiring India Limited (MSWIL) is committed to upholding internationally recognized human rights principles and has embedded a structured human rights due diligence framework across its operations. This framework supports our responsibility to respect and protect human rights and includes the following key components:

Human Rights Impact Assessment:

MSWIL routinely assesses actual and potential human rights impacts within its operations and across the value chain. Engagement with potentially affected groups and stakeholders ensures that consultations are meaningful and inclusive. Human rights considerations are incorporated into MSWIL's broader risk assessment and management processes. This allows for early identification of human rights risks and the implementation of effective prevention and mitigation measures. Based on assessment findings, relevant internal functions take timely action to prevent, mitigate, or remediate adverse human rights impacts. Response effectiveness is monitored using both qualitative and quantitative indicators.

MSWIL maintains a comprehensive set of internal mechanisms to receive, investigate, and resolve grievances related to human rights issues:

Whistle-Blower Mechanism:

A robust and confidential whistle-blower system enables employees and stakeholders to report human rights violations—including discrimination, harassment, intimidation, or exploitation—without fear of retaliation. Concerns may be raised anonymously through dedicated channels.

HR-Led Grievance Handling:

The Human Resources function conducts impartial investigations into employee grievances, functioning as an internal due-diligence mechanism to ensure fair, timely, and unbiased resolution.

Internal Committees and Working Groups:

Various committees—such as Employee Consultative Committees, Grievance Committees, Welfare Committees, and Internal Complaints Committees (ICCs)—provide formal platforms for employees to raise concerns and seek redressal.

Prevention of Sexual Harassment (PoSH) Mechanism:

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, Internal Complaints Committees are constituted across units to investigate and address complaints related to sexual harassment.

At MSWIL, we remain deeply committed to maintaining a safe, inclusive, and respectful work environment. The company follows a zero-tolerance approach toward any form of discrimination, harassment, intimidation, forced labour, or exploitation. Through these systems and policies, MSWIL ensures that human rights are safeguarded and that all individuals have access to fair, transparent, and effective grievance redressal mechanisms.

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

Category	FY 25-26 (Current Financial Year)			FY 24-25 (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	12	1	resolved in May 2026	4	1	resolved in April 2025
Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/ Involuntary Labour	0	0	NA			NA
Wages	0	0	NA	0	0	NA
Other human rights related issues	7	0	NA	0	0	NA

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

	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	12	4
Complaints on POSH as a % of female employees / Associates (Workers)	0.045%	0.020%
Complaints on POSH upheld	5	2

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

MSWIL is committed to fostering a safe, inclusive, and respectful environment for all employees and stakeholders. We uphold a zero-tolerance policy against all forms of discrimination, intimidation, exploitation, and harassment.

Every individual representing Motherson is responsible for ensuring that their conduct is free from any behavior that may be perceived as discriminatory. We expect all employees and associates to treat one another with dignity, fairness, and mutual respect, and to promote a culture of personal responsibility and ethical behavior.

Our commitment is reinforced through the Motherson Prevention of Harassment Policy, which mandates:

Establishment of Complaints Committees in each entity to handle grievances related to harassment.

Thorough and confidential investigation and resolution procedures.

Strict prohibition of retaliation or victimization against any aggrieved individual.

This group-wide policy is further supported by local legal frameworks to ensure robust and compliant grievance handling across all our operations.

Regular training and communications across the organization reinforce employee rights, the grievance mechanism, and the zero-tolerance stance on retaliation.

Any act of retaliation is subject to strict disciplinary action, including warnings, suspension, or termination, depending on severity. 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

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	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above

NIL as There were no significant risks or concerns identified from the human rights assessments conducted during the period.

Leadership Indicators

- Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.
No human rights complaints were received during the year. 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.
- 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 people to enter the factory as associates (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
- 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.
- Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	93.56%
Discrimination at workplace	93.56%
Child Labour	93.56%
Forced Labour/Involuntary Labour	93.56%
Wages	93.56%
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 reported

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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
From renewable sources (Gigajoules)		
Total electricity consumption (A)	13,307	12493
Total fuel consumption Petrol/Diesel (B)	-	-
Energy consumption through other sources Gas (C)	-	-
Total energy consumed from renewable sources (A+B+C)	13,307	12493
From non-renewable sources (Gigajoules)		
Total electricity consumption (D)	131,464	1,16,223
Total fuel consumption Petrol/Diesel (E)	18,866	18,253
Energy consumption sources Gas (F) through other	2,514	2,384
Total energy consumed from non- renewable sources (D+E+F)	152,844	1,36,860
Total energy consumed (A+B+C+D+E+F) (Gigajoules)	1,66,151	1,49,353
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations (GJ / INR Million))	1.45	1.6
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP GJ/ INR Million, PPP adjusted)	29	36
Energy intensity in terms of physical output (GJ/ no of circuits produced in Million)	46	48
Energy intensity (optional) – the relevant metric may be selected by the entity	N/A	N/A

- The calculation methodology for intensity based on “revenue from operations” and “adjusted for PPP” has been calculated as per the guidance note from Industry Standards forum.
- For intensity calculation, the adjusted PPP conversion factor of H20.34/USD (as per latest IMF rates) has been applied. Source: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC>

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.

Yes, Reasonable Assurance has been conducted in FY 2026 by S.R. Batliboi & Co. LLP.

- 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.

No. We are not included in the under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

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

Parameter	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water		
(ii) Groundwater	391766	400401
(iii) Third party water (Utilities)	269753	271117
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	661519	671518
Total volume of water consumption (in kilolitres)	661519	671518
Water intensity per rupee of turnover (Total water consumption / Revenue from operations KL/ INR Million)	6	7
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP KL / INR Million, PPP adjusted))	117	161
Water intensity in terms of physical output KL / no of circuits produced in Million	182	216
Water intensity (optional) – the relevant metric may be selected by the entity	N/A	N/A

- The calculation methodology for intensity based on “revenue from operations” and “adjusted for PPP” has been calculated as per the guidance note from Industry Standards forum.
- For intensity calculation, the adjusted PPP conversion factor of H20.34/USD (as per latest IMF rates) has been applied. Source: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC>

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.

Yes, Reasonable Assurance has been conducted in FY 2026 for BRSR core attributes by S.R. Batliboi & Co. LLP.

4. Provide the following details related to water discharged:

Parameter	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
(ii) To Groundwater	N/A	N/A
- No treatment	N/A	N/A
- With treatment – please specify level of treatment	N/A	N/A
(iii) To 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

Parameter	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
- 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

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.

Yes, Reasonable Assurance has been conducted in FY 2026 by S.R. Batliboi & Co. LLP.

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 NO_x (<40kgs) and some CH₄ (<200kgs) as per GHG standard calculations

Parameter	Unit	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
NO _x	G/KW HR	4	13.4
SO _x	G/KW HR	2.31	1.33
Particulate matter (PM)	G/KW HR	1.93	2.67
Persistent organic pollutants (POP)	N/A	N/A	N/A
Volatile organic compounds (VOC)	N/A	N/A	N/A
Hazardous air pollutants (HAP)	N/A	N/A	N/A
Others – please specify	N/A	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.

The values mention here are from burning of diesel in generators. Independent body have measures and provided the values as per the standards.

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

Parameter	unit	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	1548	1491
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	26517	23471

Parameter	unit	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Total Scope 1 and Scope 2 emission intensity per rupee of turnover	tCO2e/ INR Millions	0.24	0.27
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)	tCO2e /INR Million,PPP adjusted	4.97	6
Total Scope 1 and Scope 2 emission intensity in terms of physical output	(tCO2e/ no of circuits produced in Million)	7.71	8
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		N/A	NA

- The calculation methodology for intensity based on “revenue from operations” and “adjusted for PPP” has been calculated as per the guidance note from Industry Standards forum.
- For intensity calculation, the adjusted PPP conversion factor of H 20.34/USD (as per latest IMF rates) has been applied. Source: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC>

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.

Yes, Reasonable Assurance has been conducted in FY 2026 by S.R. Batliboi & Co. LLP.

- 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:

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

Few Initiatives taken are -

- Solar type streetlights installed for energy saving as well as help to reduce carbon emissions.
- Energy meter installed in all the floor panels & DBs which helps in energy monitoring and results in controlling the power consumption in plants.
- Electrically operated Cut off valve are installed floor wise to save electricity during non- production time

How many Green Credits have been generated or procured:

1. By the listed entity.

No Green Credits have been generated or procured by the Company in FY 2025-26. Green Credits program of Ministry of Environment, Forest and Climate Change (MoEFCC does not currently allow private companies to participate in the program).

2. By the top ten (in terms of value of purchases and sales, respectively) value chain partners.

No Green Credits have been credited to their account in FY 2025-26, Green Credits program of MoEFCC does not currently allow private companies to participate in the program.

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

Parameter	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	2229	2031.21
E-waste (B)	4.8	7.2
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	5.8	13.2
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	3.7	4.3
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	5991.6	5132.4
Total (A+B + C + D + E + F + G + H)	8234.8	7188.2
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) tonnes/ INR Million"	0.07	0.08
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) tonnes/ INR Million, PPP adjusted	1.46	1.73
Waste intensity in terms of physical output tonnes/ no of circuits produced in Million	2.26	2.32
Waste intensity (optional) – the relevant metric may be selected by the entity	-	N/A
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	8234.8	7188.2
(ii) Re-used	-	0
(iii) Other recovery operations	-	0
Total	8234.8	7188.2
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)	-	-
Category of waste	-	-
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

Waste is disposed through Govt Approved vendors.

- The approach and methodology for estimation of waste consumption has been revised in current year.
- Due to the nature of operations, no bio-medical or radioactive waste was generated. Also, no construction or demolition activities were undertaken in FY 2026; hence, no construction and demolition waste were generated.
- Waste is disposed through government approved vendors.
- The calculation methodology for intensity based on "revenue from operations" and "adjusted for PPP" has been calculated as per the guidance note from Industry Standards forum.
- For intensity calculation, the adjusted PPP conversion factor of H20.34/USD (as per latest IMF rates) has been applied. Source: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC>

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.

Yes, Reasonable Assurance has been conducted in FY 2026 by S.R. Batliboi & Co. LLP.

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

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
Nil	N/A	N/A	N/A	N/A	N/A

Response to Principle 6 Essential Indicator 12 pertains to the Company on Standalone basis.

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

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 non-compliance	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 have Rainwater 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 managed 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 locations are classified as semi critical and, Faridabad, Gurgaon, Pathredi, Pithampur locations have 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

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

Parameter	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Total Water withdrawal (in kilolitres)		
(i) Surface water		
(ii) Groundwater	136115	146669
(iii) Third party water	86712	63510
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)	222827	210179
Total volume of water consumption (in kilolitres)	222827	210179
Water intensity per rupee of turnover (Water consumed / turnover)	1.94	2.26
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 25-26 (Current Financial Year)	FY 24-25 (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 11 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:

S. 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 endeavor 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 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 quick 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 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. 93.56% (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.
4 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	Automotive Component Manufacturers Association of India	National
2	Hinjewadi Industries Association	State
3	Noida Management Association	State
4	Gurgaon Industrial Association	State

- Provide details of corrective action taken or underway on any issues related to anti-competitive 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 is taken or underway at this time

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

Leadership Indicators

- 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

- 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 info	Date of Notification	Whether conducted by independent external agencies (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
N/A	N/A	N/A	N/A	N/A	N/A

- 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)
N/A	N/A	N/A	N/A	N/A	N/A	N/A

- 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.

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

	FY 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Directly sourced from MSMEs/small producers	8.94%	2.90%
Directly from within India	75.80%	71.78%

- During the current year, the company has enhanced its internal processes around monitoring and evaluation of input materials sourced from MSME's.
- For the purpose of calculations, the % of input materials sourced from MSME's (with valid certification from the Ministry of Micro, Small and Medium Enterprises) are considered for current year

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 25-26 (Current Financial Year)	FY 24-25 (Previous Financial Year)
Rural	45.41%	45.43%
Semi-urban	2.75%	2.84%
Urban	51.84%	51.73%
Metropolitan	0.00%	0.00%

For the purpose of categorization of people employed in rural/semi-urban/urban/ metropolitan as per the Reserve Bank of India classification system, the location of employees is considered as on 31 March 2026 as per HR records.

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)
1	Andhra Pradesh	Y.S.R. Kadapa	1,07,000.00
2	Bihar	Sitamarhi	66,470.00
3	Bihar	Katihar	66,470.00
4	Bihar	Muzaffarpur	2,32,143.00
5	Bihar	Begusarai	1,32,940.00
6	Bihar	Aurangabad	66,470.00
7	Bihar	Gaya	1,14,064.00
8	Bihar	Nawada	66,470.00
9	Karnataka	Raichur	3,21,000.00
10	Karnataka	Yadgir	3,74,500.00
11	Madhya Pradesh	Damoh	53,500.00
12	Madhya Pradesh	Barwani	53,500.00
13	Madhya Pradesh	Rajgarh	53,500.00
14	Madhya Pradesh	Vidisha	1,07,000.00
15	Madhya Pradesh	Guna	53,500.00
16	Madhya Pradesh	Singrauli	53,500.00
17	Odisha	Gajapati	8,82,750.00
18	Odisha	Kandhamal	1,07,000.00
19	Odisha	Kalahandi	1,07,000.00
20	Odisha	Rayagada	1,07,000.00
21	Odisha	Koraput	1,07,000.00
22	Uttar Pradesh	Fatehpur	47,594.00
23	Uttar Pradesh	Bahraich	1,76,389.00
24	Uttar Pradesh	Siddharthnagar	2,64,584.00

25	Uttar Pradesh	Chandauli	66,470.00
26	Uttar Pradesh	Sonbhadra	66,470.00
	Total Amount spent		38,54,284.00

The amount has been derived using a proportionate method. It reflects the share of beneficiaries supported by MSWIL's contribution calculated based on the ratio of the total contribution in the aspirational district to the portion contributed by MSWIL within the overall project cost. As MSWIL has contributed a part of the project, the reported figures are proportionately adjusted to reflect its actual financial contribution.

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:

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

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.

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

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	Skill Development & Vocation Based Education, Noida	271	100%
2	Experiential Development Training OJT Project (Phase 3)	210	100%
3	Olympics Gold Quest (OGQ) for supporting Indian Athletes	216	100%
4	ISKCON: Bhaktivedanta University, Vrindavan	NA**	NA
5	S.O.R.T. Delhi NCR	1,96,541*	100%
6	S.O.R.T. Mumbai	1,70,906*	100%
7	Motherson Cares-For Smiles	90	100%
8	Motherson Cares- Community Development Project	2,062	100%
9	S.O.R.T. - Ahmedabad	2,530*	100%
10	S.O.R.T. Pune- Phase III	28,979*	100%
11	People for Animals Project	NA	NA
12	Miyawaki Forest	N/A ****	NA
13	Samarpan Foundation Aya Nagar	N/A ****	NA

* The project is ongoing, and the data being disclosed pertains only to the beneficiary count for FY 2025-26, covering the overlapping phases within the same year. The remaining figures from the subsequent phase will be reported in the BRSR disclosure for the following year.

** The project is currently in its initial phase of construction or beneficiary mobilization. As a result, the beneficiary count is not applicable for this year and will be reported in the following year.

*** The project was initiated in previous Financial Years, that is (2023-24 or 2024-25). Since the projects are ongoing, and the activities were also implemented in FY 2025-26, the remaining beneficiaries are being reported.

**** This is an ongoing project, with the allocation made in FY 2025-26. However, the implementation will begin in FY 2026-27 (April 2026). Therefore, the number of beneficiaries is not applicable for this project in the current financial year.

The Skill Development Centre (SDC), Project S.O.R.T. (across multiple locations), and Experiential Skill Development (ESD) initiatives are flagship programmes jointly supported by several Group companies, including MSWIL. Given the co-funded nature of these projects, the beneficiary count attributed to MSWIL is calculated proportionately, based on its financial contribution to the overall project spending. However, the overall project beneficiaries of the flagship programmes are Project Skill Development Center (SDC): 1232, Experiential Skill Development (ESD): 952, Olympic Gold Quest for supporting Olympic Athletes: 216, S.O.R.T. Delhi NCR: 9,18,000, Project S.O.R.T. Mumbai: 6,09,602, Motherson Cares- For Smiles: 180, Project S.O.R.T. Ahmedabad: 3,188, Project S.O.R.T. Pune: 2,64,584.

The figures presented in the above table reflect only the proportionate share of beneficiaries attributable to MSWIL. This way, we ensure transparency and consistency in reporting, aligning beneficiary data with financial contributions for accurate BRSR disclosures.

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

Essential Indicators

- 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” section of the Annual Report.

- 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	Not Applicable
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	Not Applicable

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

- Number of consumer complaints in respect of the following:

	FY 25-26 (Current Financial Year)		Remarks	FY 24-25 (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	N/A	N/A	N/A	N/A	N/A	N/A
Advertising	N/A	N/A	N/A	N/A	N/A	N/A
Cyber-security	N/A	N/A	N/A	N/A	N/A	N/A
Delivery of essential services	N/A	N/A	N/A	N/A	N/A	N/A
Restrictive Trade Practices	N/A	N/A	N/A	N/A	N/A	N/A
Unfair Trade Practices	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A

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.

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

Name of authority	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 – Nil. No incidents of data breaches were reported during the reporting period.
- Percentage of data breaches involving personally identifiable information of customers
No such case happened during FY 2025-26
- Impact, if any, of the data breaches
None

Leadership Indicators

- 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
- 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)
- 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.
- 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.

INDEPENDENT PRACTITIONER'S REASONABLE ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN MOTHERSON SUMI WIRING INDIA LIMITED'S BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

To the Board of Directors of
Motherson Sumi Wiring India Limited
Plot No.1, Sector 127, Noida-201301
Uttar Pradesh

1. We have undertaken to perform a reasonable assurance engagement, for Motherson Sumi Wiring India Limited ("the Company") vide our engagement agreement dated March 25, 2026 in respect of the agreed Sustainability Information listed in the "Identified Sustainability Information" paragraph below in accordance with the criteria stated in the "Criteria" paragraph below. The identified Sustainability Information is included in the Business Responsibility And Sustainability Report ("BRSR") of the Company for the year ended March 31, 2026 pursuant to the requirement of Regulation 34(2)(f) of the Securities and Exchange Board of India's ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "LODR Regulations"). This engagement was conducted by a multidisciplinary team including assurance practitioners, and specialists.

Identified Sustainability Information

2. The Identified Sustainability Information for the year ended March 31, 2026, is BRSR Core (subset of BRSR) summarised in Appendix 1 and Selected KPIs of BRSR other than BRSR Core, the attributes of which are summarised in Appendix 2 to this report. The Reporting Boundary for BRSR is on Standalone basis as disclosed under Question No. 13 of Section A: General Disclosure of the BRSR.
3. Our reasonable assurance engagement was with respect to the year ended March 31, 2026 information only and we have not performed any procedures with respect to any other elements included in the BRSR (i.e. other than BRSR attributes in Appendix 1 and Appendix 2) and, therefore, do not express any opinion thereon.

Criteria

4. The Criteria used by the company to prepare the Identified Sustainability Information is as under:
 - i. Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended;
 - ii. Business Responsibility and Sustainability Reporting Requirements for listed entities per Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 and Industry Standard on Reporting BRSR Core per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024.

Management's Responsibility

5. The Company's management is responsible for selecting or establishing suitable criteria for preparing the Identified Sustainability Information including the reporting boundary of BRSR, taking into account applicable laws and regulations including the SEBI circular, related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation of the BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error. The Management and the Board of Directors of the Company are also responsible for overseeing the Company's compliance with the requirements of LODR Regulations and the SEBI Circular in relation to the BRSR.

Inherent limitations

6. The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.
7. Measurement of certain amounts and BRSR Core metrics, some of which are estimates, is subject to inherent measurement uncertainty, for example, GHG emissions, water footprint, energy footprint, waste. Obtaining sufficient appropriate evidence to support our opinion does not reduce the uncertainty in the amounts and metrics.

Our Independence and Quality Control

8. We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India and the SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, and its clarifications thereto and have the required competencies and experience to conduct this assurance engagement.
9. We apply 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", and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Our Responsibility

10. Our responsibility is to express a reasonable assurance opinion on the Identified Sustainability Information listed in Appendix 1 and 2 based on the procedures we have performed and evidence we have obtained.
11. We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, "Assurance Engagements on Sustainability Information", issued by the Sustainability Reporting Standards Board of the Institute of Chartered Accountants of India. This standard requires that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information are prepared, in all material respects, in accordance with the Reporting Criteria. A reasonable assurance engagement involves assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.
12. The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, and agreeing or reconciling with underlying records.

Below is the informative summary of the procedures performed by us:

- obtained an understanding of the Identified Sustainability Information and related disclosures.
- obtained an understanding of the assessment criteria and their suitability for the evaluation and/or measurements of the Identified Sustainability Information.
- made inquiries of Company's management, including those responsible for preparing the BRSR report, finance team, human resource team amongst others and those with the responsibility for managing the Company's BRSR.
- obtained an understanding and performed an evaluation of the design of the key processes and controls for recording, processing and reporting on the Identified Sustainability Information on sample basis of different offices. This included evaluating the design of those controls relevant to the engagement and determining whether they have been implemented by performing procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of internal controls.
- based on the above understanding and the risks that the Identified Sustainability Information may be materially misstated, determined the nature, timing and extent of further procedures. At each site visited, performed substantive testing on a sample basis of the Identified Sustainability Information to verify that the data had been appropriately measured with the underlying documents recorded, collated and reported. This includes reconciling the Identified Sustainability Information with the underlying records and recalculation on a sample basis.
- where applicable, for the Identified Sustainability Information in the BRSR, we have relied on the information in the audited consolidated financial statements of the Company for the year ended for the year ended March 31, 2026 and the underlying records.
- evaluated the reasonableness and appropriateness of significant estimates and judgements made by the management in the preparation of the Identified Sustainability Information.
- obtained representations from Company's management.

We also performed such other procedures as we considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

Exclusions

13. Our assurance scope excludes the following and therefore we do not express an opinion on the same:
 - Operations of the Company other than the Identified Sustainability Information;
 - Aspects of the BRSR and the data/information (qualitative or quantitative) included in the BRSR other than the Identified Sustainability Information;
 - Data and information outside the defined reporting period i.e., April 01, 2025 to March 31, 2026;
 - The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company

Other Information

14. The Company's management is responsible for the other information. The other information comprises the information included within the BRSR other than Identified Sustainability Information and our independent assurance report dated July 1, 2026 thereon.

15. Our opinion on the Identified Sustainability Information does not cover the other information and we do not express any form of assurance thereon. In connection with our assurance engagement of the Identified Sustainability Information, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Identified Sustainability Information or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion

16. Based on the procedures we have performed and the evidence we have obtained, the Identified Sustainability Information summarised in Appendix 1 and 2 for the year ended March 31, 2026 (as stated under "Identified Sustainability Information") are prepared in all material respects, in accordance with the criteria (as stated under "Criteria").

Restriction on use

17. Our Reasonable Assurance report has been prepared and addressed to the Board of Directors of Motherson Sumi Wiring India Limited at the request of the Company solely, to assist the Company in reporting on its sustainability performance and activities. Accordingly, we accept no liability to anyone, other than the Company. Our Reasonable Assurance Report should not be used for any other purpose or by any person other than the addressees of our report. We neither accept nor assume any duty of care or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For S.R. Batliboi & CO. LLP

Chartered Accountants

Firm's Registration No.: 301003E/E300005

Sonika Loganey

Partner

Membership No.: 502220

UDIN: 26502220HVJEQN2779

Place of Signature: Gurugram

Date: July 1, 2026

Appendix-1

Identified Sustainability Information (BRSR Core KPIs)			
S. No.	Attribute	Principle and indicator reference	Parameter
1	Green-house gas (GHG) footprint	Principle 6, E-7	1. Total Scope 1 and scope 2 emissions 2. GHG Emission Intensity (Scope 1+2) per rupee of turnover adjusted for Purchasing Power Parity (PPP) and in terms of physical output or services
2	Water footprint	Principle 6, E-3 and E-4	1. Total water consumption 2. Water consumption intensity per rupee of turnover adjusted for PPP and in terms of physical output or services 3. Water Discharge by destination and levels of Treatment
3	Energy footprint	Principle 6, E-1	1. Total energy consumed. 2. Percentage of energy consumed from renewable sources 3. Energy intensity per rupee of turnover adjusted for PPP and in terms of physical output or services
4	Embracing circularity (waste management)	Principle 6 – E9	1. Total waste generated 2. Waste intensity per rupee of turnover adjusted for PPP and in terms of physical output or services 3. Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations. 4. For each category of waste generated, total waste disposed by nature of disposal method
5	Enhancing Employee Wellbeing and Safety	Principle 3 – E1(C) Principle 3- E11	1. Spending on measures towards well-being of employees and workers 2. Details of safety related incidents for employees and workers
6	Enabling Gender Diversity in Business	Principle 5 – E3(b) Principle 5 – E7	1. Gross wages paid to females as percentage of wages paid 2. Complaints on POSH
7	Enabling Inclusive Development	Principle 8 – E4 Principle 8 – E5	1. Input material sourced from following sources as percentage of total purchases – Directly sourced from MSMEs/ small producers and from within India 2. Job creation in smaller towns
8	Fairness in Engaging with Customers and Suppliers	Principle 9 – E7 Principle 1 – E8	1. Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events 2. Number of days of accounts payable
9	Open-ness of business	Principle 1 – E9	1. Concentration of purchases & sales done with trading houses, dealers, and related parties 2. Loans and advances & investments with related parties.

Appendix-2

Identified Sustainability Information (Selected KPIs of BRSR other than BRSR Core)		
S. No.	Principle and indicator reference	Parameter
1	Section-A General disclosure-16	Details of business activities (accounting for 90% of the turnover)
2	Section-A, General disclosure-17	Products/ Services sold by the entity (accounting for 90% of the entity's turnover)
3	Section-A, General disclosure-18	Number of locations where plants and/or operations/offices of the entity are situated
4	Section-A, General disclosure-19	Markets served by the entity: number of locations and exports percentage
5	Section-A, General disclosure-20(a)	Employee headcount
6	Section-A, General disclosure-21	Participation of Women
7	Section-A, General disclosure-22	Turnover rate for permanent employees and workers
8	Section-A, General disclosure-23	Holding subsidiary and associate companies (including joint ventures)
9	Section-A, General disclosure-24	CSR details
10	Section-A, General disclosure-25	Complaints/Grievances on any of the principles
11	Principle 1-E1	Percentage coverage by training and awareness programmes on any of the Principles
12	Principle 1-E6	Details of complaints with regard to conflict of interest
13	Principle 2-E1	Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes
14	Principle 3-E1	Details of measures for the well-being of employees and workers
15	Principle 3-E2	Details of retirement benefits
16	Principle 3-E5	Parental leaves
17	Principle 3-E7	Membership of employees and workers

18	Principle 3-E8	Details of training given to employees and workers: safety and skill upgradation
19	Principle 3-E14	% of plants and offices that were assessed
20	Principle 3-E13	Number of Complaints made by employees and workers
21	Principle 3-L3	Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities rehabilitated
22	Principle 5-E1	Details of employees and workers provided training on Human Rights Issue
23	Principle 5-E2	Details of minimum wages paid to employees and workers
24	Principle 5-E3	Details of remuneration/salary/wages
25	Principle 5-E6	Number of Complaints on the human rights issues (discrimination, sexual harassment etc.)
26	Principle 5-E10	% of plants and offices that were assessed for human rights issues
27	Principle 6-L1	Water withdrawal, consumption and discharge in areas of water stress
28	Principle 8-L4	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
29	Principle 9-E3	Number of consumer complaints

BOARD'S REPORT

To the Members,

Your Directors have the pleasure in presenting the 6th Annual Report together with the audited financial statements of the Company for the financial year ended March 31, 2026.

FINANCIAL RESULTS

The summarized financial results for the current year ended March 31, 2026 and for previous year ended March 31, 2025 are as follows

(INR in Million)

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Revenue from contract with customers	1,14,287	92,716
Other operating revenue	489	478
Revenue from operations	1,14,776	93,194
Other income	39	128
Profit before depreciation, interest and tax	10,643	10,091
Less: depreciation	2,161	1,789
Less: finance costs	263	247
Profit before tax	8,219	8,055
Less: provision for tax	1,967	1,996
Profit after tax	6,252	6,059
Remeasurements of defined benefit plan (net of tax)		
- income / (expense)	(71)	(97)
Total other comprehensive income / (loss), net of tax	(71)	(97)
Total comprehensive income for the year, net of tax	6,181	5,962
Add: balance brought forward	8,619	8,404
Less: Bonus Share Issue	(2,211)	-
Less: dividend paid	(1,547)	(5,747)
Profit available for appropriation	11,042	8,619

OPERATIONS AND PERFORMANCE

For the financial year 2025-26, the Company achieved total revenue of INR 1,14,776 million and Net profit at INR 6,252 million as compared to total revenue of INR 93,194 million and Net profit at INR 6,059 million from previous year.

Key Highlights for year under review are as under:

- Highest-ever revenue of INR 114.8 billion, crossing the INR 100 billion mark.
- Revenue growth CAGR of 19.3% Since Financial Year 2022
- Consistently delivered strong year-on-year Return on Capital Employed (ROCE)
- Operational ramp-up across greenfield locations

- Consistent financial prudence has enabled to maintain a debt-free status

- Proud to be recognised as "One of the top 60 Sustainable Companies of India"

- Proud to be the 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 this Annual Report.

SHARE CAPITAL

The Authorised Equity Share Capital of the Company as on March 31, 2026 was INR 9,000,000,000 (Rupees Nine Hundred crores only) divided into 9,000,000,000 (Nine Hundred Crores) Equity shares of Re.1 (Rupee one) each. The paid up Equity Share Capital of the Company as on March 31, 2026 was INR 6,63,16,61,898 (Rupees Six Hundred Sixty Three Crores Sixteen Lacs Sixty One thousand Eight hundred and Ninety Eight only) divided into 6,63,16,61,898 (Six Hundred Sixty Three Crores Sixteen Lacs Sixty One thousand Eight hundred and Ninety Eight only) Equity shares of Re.1 (Rupee one) each as compared to INR 4,421,107,932 (Rupees Four Hundred Forty Two Crores Eleven Lacs Seven thousand Nine hundred and Thirty Two only) divided into 4,421,107,932 (Four Hundred Forty Two Crores Eleven Lacs Seven thousand Nine hundred and Thirty Two only) Equity shares of Re.1 (Rupee one) each on March 31, 2025 pursuant to allotment of bonus shares in the ratio of 1:2, i.e., 1 equity share of Re. 1/- each as bonus share fully paid-up, for every 2 existing equity shares of Re. 1/- each made to the shareholders of the company during the year.

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 and forms part of this annual report the same is also available on the Company's website at the weblink : www.mswil.motherson.com/storage/policies/Dividend-Distribution-Policy.pdf

Dividend Declared

Your Directors are pleased to recommend for approval of members a payment of dividend of Re. 0.58 (Fifty Eight paise only) per share (Face Value of Re. 1/- each) on the Share Capital of the Company for the Financial Year ended March 31, 2026 to the equity shareholders. The dividend, if approved by the members would involve total cash outflow on account of dividend of INR 3,846 Million.

CREDIT RATING

CRISIL Ratings Limited ('CRISIL') has reaffirmed the credit rating(s) of the company as under:

S. No	Particulars	Rating/Outlook
1	Long Term Rating	CRISIL AA+/Stable
2	Short Term Rating	CRISIL A1+

India Ratings & Research (a Fitch Group Company) has assigned credit rating to the Banking facilities of the company as under:

Instruments	Category	Rating
Fund-based/non-fund based working capital limits	Short term	IND A1+ (Assigned)

The details of Credit Ratings obtained by Company are available on the website of Company at www.mswil.motherson.com

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 2025-26.

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 March 31, 2026.

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.

EMPLOYEES STOCK OPTION SCHEME

Your Board of Directors ("Board") are of the view that Equity-based compensation schemes are an effective means to reward, retain, and motivate talent within the organization. In light of the aforesaid, the Nomination and Remuneration Committee ("Committee") and the Board recommended and approved implementation of 'Motherson Sumi Wiring India Limited – Employee Stock Option Scheme 2025' ("ESOP 2025 or Scheme"), in their meeting held on December 18, 2025 and December 19, 2025, respectively. Further the shareholders have approved the abovesaid scheme via postal ballot on February 28, 2026.

In terms of ESOP 2025, upto 1,55,00,000 (One crore Fifty Five lakhs) employee stock options ("Options") will be granted to the eligible employees of the Company, exercisable upto 1,55,00,000 (One crore Fifty Five lakhs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up.

Further, the ESOP 2025 shall be administered through an irrevocable employee welfare trust namely 'MSWIL ESOP Trust' and supervised by the Committee.

Company has submitted the trust deed of MSWIL ESOP Trust to the Stock Exchanges on May 12, 2026.

ESOP 2025, instituted by the Company is in compliance with Securities and Exchange Board of India (Share Based Employee

Benefits and Sweat Equity) Regulations, 2021. Disclosures in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are uploaded on the website of the Company at www.msnil.motherson.com and required disclosures form part of the Annual Report. Furthermore, the Company has adhered to the applicable accounting standards in this regard.

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met eight (8) times during the financial year 2025-26 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 under the Companies Act, 2013 and the Listing Regulations.

DIRECTORS

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 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. Ryuji Sakai (DIN: 11657219) has been appointed as an Additional Director w.e.f April 28, 2026. The Board recommends his appointment as Director for approval at the ensuing 6th Annual General Meeting of the Company.

The details of re-appointment/appointment of the Director of the Company is mentioned in Explanatory Statement under section 102 of the Companies Act, 2013 and annexure to the Notice of 6th 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. The Board is of the opinion that they are the persons of integrity and possesses relevant expertise and experience (including the proficiency) for being appointed and continuing as Independent Directors on the Board of the Company.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, ("IICA")

During the Year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursements of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s). The details of remuneration and/or other benefits of Independent Directors are mentioned in the Corporate Governance Report for the Financial Year 2025-26.

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:

- (a) That in preparation of the annual accounts for the financial year ended March 31, 2026, the applicable Accounting Standards have been followed and there are no material departures;
- (b) 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, 2026 and of the profit of the Company for that period;
- (c) 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;
- (d) That the Directors have prepared the annual accounts on a going concern basis;
- (e) 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
- (f) 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 Regulation 19 read with Schedule II, Part D of the 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.

Board Evaluation was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of time spent on strategic issues, effectiveness of Governance practices, setting corporate culture and values, execution and performance of specific duties, obligations and governance. The performance evaluation was carried out based on the responses received from the Directors.

The results of the Evaluation for the year under review were shared with the Board, Chairman of respective Committees and individual Directors. The results of Evaluation showed high level of commitment and Engagement of Board, its various Committees and Senior leadership.

The Board Evaluation reaffirms the Board's strong commitment to governance and strategic oversight, as evidenced by the proactive leadership of its members, the effectiveness of Committees and the engagement of senior management. A key insight highlights the Board's independence and steadfast dedication to upholding rigorous governance standards, ensuring transparency and fostering sustainable value creation for stakeholders.

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 Financial Year 2025-26 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 decision of the Board etc.

Person(s)/Group(s) Evaluation Criteria	Person(s)/Group(s) Evaluation Criteria
Executive/ Non Executive/ Independent Director(s)	Criteria for all type of Directors 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.

The 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 17, 2026, 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 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 2(51) and 203 of the Companies Act, 2013, during the financial year, the Company has following whole-time Key Managerial Personnel:

1. Mr. Anurag Gahlot, Whole-time Director and Chief Operating Officer
2. Mr. Mahender Chhabra, Chief Financial Officer (till June 4, 2025)
3. Mr. Gulshan, Chief Financial Officer (w.e.f July 2, 2025)
4. 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 a 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 to be held in the year 2026.

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants are eligible for re-appointment. The Company has received confirmation from the Statutory Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014. The Board is of the opinion that continuation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company will be in the interests of the Company and therefore, the members are requested to consider their re-appointment as Statutory Auditors of the Company, for a term of four years, from the conclusion of the ensuing 6th AGM, till the conclusion of 10th AGM to be held in the year 2030, at such remuneration mutually agreed and approved by the Board.

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 is unmodified and does not contain any qualification, reservation or adverse remarks.

During the Financial Year 2025-26, 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 2025-26.

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 2025-26.

During the Financial Year 2025-26, 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.

The Board of Directors of your Company based on the recommendations of the Audit Committee at its Meeting held on July 1, 2026 appointed M/s. M.R. Vyas & Associates, Cost and Management Accountants (Registration No. 101394), as the Cost Auditors of the Company for the FY 26-27 under section 148 of the Companies Act, 2013. M/s. M.R. Vyas & Associates have confirmed that their appointment is within the limits of section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under section 141(3) and proviso to section 148(3) read with section 141(4) of the Companies Act, 2013.

The Audit Committee has also received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with the Company. As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution seeking Members' ratification for the remuneration payable to M/s. M.R. Vyas & Associates, Cost Auditors is included in the Notice convening the Annual General Meeting.

Secretarial Auditor

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and alignment with the regulatory framework including the amendments made by SEBI regarding Secretarial Audit and appointment of Secretarial Auditor, appointment of M/s. SGS Associates LLP, Company Secretaries (CP No. 1509) a peer reviewed firm of Company Secretaries in whole time practice, as the Secretarial Auditors of the Company was made for a term of 5 consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

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 2025-26, 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.

The company has received confirmation that M/s SGS Associates LLP is not disqualified for continuing as Secretarial Auditor of the company.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors for the financial year ended March 31, 2026 comprised of Mr. Anupam Mohindroo as Chairman, Mr. Rajesh Kumar Seth and Col. Virendra Chand Katoch (Retd) as members. All the members of the Audit Committee are independent Directors.

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

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. Your Company places highest emphasis and priority on corporate governance practices. 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 2025-26.

Corporate Social Responsibility

The Company's CSR initiative focus on environmental, sustainability, healthcare and community development.

Your Company has a Corporate Social Responsibility (CSR) Committee. The CSR Committee comprises of Mr. Vivek Chaand Sehgal, Chairman, Mr. Anurag Gahlot, Whole Time Director and Mr. Anupam Mohindroo as Non Executive Independent Director.

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-ResponsibilityPolicy.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 continue to carry out CSR activities as specified under schedule VII to the Companies Act, 2013.

The Company has engaged M/s KPMG Assurance and Consulting Services LLP an Independent agency to conduct the impact assessment of the CSR initiatives undertaken for FY 2025-26. The impact assessment reports are available on the website of the Company at www.mswil.motherson.com and executive summary forms part of Annual Report..

CSR spends of the Company for the Financial Year 2025-26 has been utilised for the purpose and in the manner approved by the Board of Directors of the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism which incorporates a whistle blower policy 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 is independent external ombudsman under this Whistle-blower mechanism and Company has taken software named Navex for collecting Whistle Blower concerns.

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>

A quarterly report on the Whistle Blower complaints, as received is placed before the Audit Committee for its review.

SUSTAINABILITY POLICY AND BUSINESS RESPONSIBILITY SUSTAINABILITY REPORT (BRSR) REPORTING

Company's mantra for sustainability revolves around the concept of 'Planet, People and Governance.' Company firmly believes in responsible resource management, social inclusion and ethical business practices.

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.

In terms of Listing Regulations, the Company has obtained, BRSR Reasonable assurance on BRSR Core and selected KPIs of BRSR other than BRSR Core from M/s S.R. Batliboi & Co. LLP., Chartered Accountants (FRN 301003E/E300005).

RISK MANAGEMENT

In terms of Listing Regulations, the Board of Directors had 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 to develop policy for actions associated to mitigate the risks. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

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

The Company has in place a robust process for approval of Related Party Transactions and on dealing 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 at <http://mswil.motherson.com/storage/policies/Policy-on-the-Related-Party-Transactions.pdf>.

Disclosure of related party transactions is enclosed as form AOC.2 forming part of this report. Your Directors draw attention of the members to Note No. 36 to financial statement which sets out related party disclosures.

Approval of Related Party Transactions pursuant to SEBI Listing Regulations

Pursuant to the Listing regulations and on the basis of recommendation of Audit Committee, the shareholders of the Company at its Annual General Meeting held on August 28, 2025 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 28, 2025 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/storage/annual-report/2024.25/MSWIL_AGM_Notice.pdf

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 this 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 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. Internal control have been assessed during the year under review taking into consideration the essential components of internal controls. Regular audit and review processes ensure adequate internal controls systems are reinforce on ongoing basis. 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. With the objective of capability building, developing future ready workforce and fostering togetherness at the workplace, your Company implements multiple training and engagement programs on an ongoing basis. Significant emphasis was also laid towards raising awareness on health and wellness of 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 policy of the Company is available on the website of the company at <http://www.mswil.motherson.com/storage/policies/Prevention-of-Harassment-Policy.pdf>

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 2025-26, 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	Pending more than 90 Days
12	11	1*	Nil

* Disposed off in May 2026.

Continuous awareness in this area has been created through the POSH campaign reiterating Company's commitment to providing a safe workplace to all its employees. During the year Company has held 146 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 2025-26 is available on the website of the Company at <https://www.mswil.motherson.com/performance/investors/annual-reports>.

The Annual Return will be submitted to the Registrar of Companies within the timelines prescribed under the Act.

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 2025-26 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, 2026 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 2025-26 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, 2026:

- There has been no change in the nature of business of the company during the year ended on March 31, 2026.
- No amount has been transferred to Reserves by the Company during the year ended on March 31, 2026.
- 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, 2026.
- 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.

- There was no revision of financial statement and Board's report of the Company during the year under review.

Statement on Compliance with the Maternity Benefit Act, 1961

Motherson Sumi Wiring India Limited (MSWIL) is committed to upholding the rights and welfare of all employees in accordance with applicable labour laws and statutory regulations. The Company fully complies with the provisions of the Maternity Benefit Act, 1961, as amended, across all its locations in India. All eligible women employees are entitled to maternity benefits, as prescribed under the Act. In addition, MSWIL has taken proactive steps to promote a supportive and inclusive work environment for expecting and new mothers by ensuring timely disbursement of maternity benefits and providing safe and hygienic workplaces. We remain committed to fostering employee well-being and ensuring that our policies and practices are aligned with both the letter and the spirit of the law.

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 1, 2026

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)	2	2
2.	Mr. Anurag Gahlot	Member (Whole Time Director)	2	2
3.	Mr. Anupam Mohindroo	Member (Non-Executive Independent Director)	2	2

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-ResponsibilityPolicy.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.

Your Company has engaged M/s KPMG Assurance and Consulting Services LLP to carry out Impact Assessment for the following CSR project completed in the Financial Year 2025-26:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Name of Implementing Agency	Duration
				State	District		
1.	Aided support to Schools, Inter Colleges & Communities	ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects. x) rural development	Yes	Uttar Pradesh	Gautam Buddha Nagar and Bulandshahr	Swarn Lata Motherson Trust	FY 2023-24

As per MCA General Circular No. 14/2021 dated August 25, 2021, on FAQs on CSR, it is clarified that web-link to access the complete impact assessment report and providing executive summary of the impact assessment report in the annual report on CSR, shall be considered as sufficient compliance of Rule 8(3)(b) of the Companies (CSR Policy) Rules, 2014.

Accordingly, the detailed impact assessment reports of the CSR Projects carried out for the Financial Year 2025-26, by an independent agency is available on the website of the Company at <https://www.mswil.motherson.com/performance/investors/annual-reports> and summary forms part of Annual Report.

- 5.**
- Average net profit of the company as per sub-section (5) of section 135: INR 7,712 Million
 - Two percent of average net profit of the Company as per section 135(5): INR 154 Million
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 - Amount required to be set off or the financial year, if any: NIL
 - Total CSR obligation for the financial year [(b)+(c)-(d)]: INR 154 Million

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				District	State						Name	CSR Registration
1.	Skill Development & Vocation Based Education- Noida	(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	Yes	Gautam	Uttar Pradesh	12 Months	1,30,00,000	1,30,00,000	0	No	Swarn Lata Motherson Trust	CSR00006337

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				District	State						Name	CSR Registration
2	Experiential Skill Development Training OJT Project (Phase 3)	(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	Yes	Gautam Buddha Nagar, Sri Sathya Sai, Ahmedabad, Mehsana, Chennai	Uttar Pradesh, Andhra Pradesh, Gujarat, Tamil Nadu	12 Months	1,35,00,000	1,35,00,000	0	No	Swarn Lata Motherson Trust	CSR00006337
3	Olympics Gold Quest (OGQ) for supporting Indian Athletes	(vii) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports	No	Mumbai	Maharashtra	41 Months	2,10,00,000	2,10,00,000	0	No	Swarn Lata Motherson Trust	CSR00006337

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				District	State						Name	CSR Registration
4	ISKCON: Bhaktivedanta University, Vrindavan	(i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water. (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	No	Mathura	Uttar Pradesh	24 Months	6,66,00,000	5,09,33,783	1,56,66,217	No	Swarn Lata Motherson Trust	CSR000006337

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				District	State						Name	CSR Registration
5	Segregation of Waste for Recycling and Treatment (S.O.R.T) Delhi NCR	iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.	Yes	New Delhi, Gautam Buddha Nagar, Gurugram, Faridabad, Ghaziabad	National Capital Territory of Delhi, Uttar Pradesh, Haryana	24 Months	50,00,000	5,00,000	45,00,000	No	Swarn Lata Motherson Trust	CSR000006337
6	Segregation of Waste for Recycling and Treatment (S.O.R.T) Mumbai	iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.	Yes	Mumbai	Maharashtra	24 Months	1,00,00,000	60,00,000	40,00,000	No	Swarn Lata Motherson Trust	CSR000006337

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				District	State						Name	CSR Registration
7	Segregation of Waste for Recycling and Treatment (S.O.R.T) Ahmedabad	iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.	Yes	Ahmedabad	Gujarat	12 Months	25,00,000	25,00,000	0	No	Swarn Lata Motherson Trust	CSR00006337
8	Segregation of Waste for Recycling and Treatment (S.O.R.T) Pune	iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.	Yes	Pune	Maharashtra	12 Months	45,50,537	20,00,000	25,50,537	No	Swarn Lata Motherson Trust	CSR00006337

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				District	State						Name	CSR Registration
9	Motherson Vann: Miyawaki Forestation Project	iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.	Yes	Khairthal-Tijara	Rajasthan	36 Months	45,03,903	0	45,03,903	No	Swarn Lata Motherson Trust	CSR00006337
10	Samarpan Foundation Aya Nagar	ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	Yes	South Delhi	National Capital Territory of Delhi	12 Months	10,00,000	0	10,00,000	No	Swarn Lata Motherson Trust	CSR00006337

Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in INR)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR registration number
1	Motherson Cares – Gifting Smiles	(i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	Yes	Odisha, Andhra Pradesh, Karnataka, and Madhya Pradesh	Gajapati, Kandhamal, Kalahandi, Rayagada, Koraput, Ganjam, Phubani, Khurda, Malkangiri, Balasore, Nabarangpur, Dhenkanal, Vizianagaram, Visakhapatnam, Y S R Kadapa, Srikakulam, Ranga Reddy, East Godavari, Vidisha, Damoh, Chhatarpur, Guna, Rajgarh, Barwani, Singrauli, Bhopal, Ratlam, Ashoknagar, Raichur, Yadgir, Bagalkot, Ramnagara, Kalaburagi	48,15,000	No	Swarn Lata Motherson Trust	CSR00006337
2	Peoples for Animals Project	(iv) Animal Welfare	Yes	Delhi	New Delhi	1,25,000	Yes		
3	Motherson Cares-Community Development Project	(x) Rural development projects.	Yes	Tamil Nadu	Kanchipuram	76,58,784	No	Swarn Lata Motherson Trust	CSR00006337
		Total				1,25,98,784			

- 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 122 Million
- e) CSR amount spent or unspent for the financial year:

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 122 Million	INR 32 Million	27-04-2026	NA	NA	NA

- f) Excess amount for set of, 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 154 Million
(ii)	Total amount spent for the Financial Year	INR 122 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:

Sl. No.	Preceding Financial Year(s)	Amount transferred to 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.	2024-25	56 Million	56 Million	-	-	-	-
2.	2023-24	23 Million	23 Million	-	-	-	-
3.	2022-23	-	-	-	-	-	-
	Total						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

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: Not Applicable

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)		
	NA	NA	NA	NA	CSR Registration Number, if applicable	Name	Registered Address

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:

The Company has spent the entire eligible amount i.e. INR 154 Million for FY 2025-26 in the following manner:

Amount spent on ongoing projects and other than ongoing projects:- INR 122 Million

Amount spent towards ongoing projects and transferred to special unspent CSR Amount:- INR 32 Million

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

Sd/-
Anurag Gahlot
 Whole Time Director
 DIN : 09455743

Executive Summary of Impact Assessment Report

Motherson Sumi Wiring India Limited (MSWIL), under its Corporate Social Responsibility (CSR) initiatives, implemented the Aided Support to Schools, Inter Colleges and Communities programme through Swarn Lata Motherson Trust (SLMTT), in collaboration with Kailash Charitable Trust (KCT). The programme aimed to address critical infrastructure gaps across government schools, inter colleges, vocational institutions, and select community spaces in select districts of Uttar Pradesh. Interventions focused on strengthening classroom infrastructure, WASH facilities, digital learning resources, and community infrastructure to improve learning environments, access to essential services, and overall community well-being.

This impact assessment evaluates the performance of the programme across selected locations in Uttar Pradesh. The assessment is based on a mixed-methods approach, incorporating data from institutions, schools, and community-level assessments, supplemented by field observations and stakeholder consultations. The evaluation has been conducted using the OECD-DAC framework, covering relevance, effectiveness, efficiency, impact, sustainability, and coherence.

Key Findings

Relevance

- The programme effectively addressed critical gaps in classroom infrastructure, WASH facilities, and digital access across institutions
- 83% of teachers reported digital interventions to be highly relevant to teaching needs
- Students consistently highlighted improvements in seating and access to drinking water, indicating alignment with priority requirements
- Community-level interventions responded to essential infrastructure needs, extending programme relevance beyond educational institutions

Effectiveness

- 71% of teachers reported classroom infrastructure (seating, lighting, ventilation) as fully adequate post-intervention
- 100% of teachers observed improved student comfort and classroom experience
- 67% of teachers reported WASH facilities as adequate after intervention
- 83% of digital assets were reported to be functional
- 64% of the students reported full improvement in drinking water access, with the remaining indicating improvements
- Students exposed to digital tools reported enhanced learning experience and increased engagement
- In a few instances, assets that were initially functional and in regular use required minor maintenance over time, with their continued use linked to institutional maintenance practices following handover

Efficiency

- The programme ensured effective conversion of inputs into usable infrastructure, with most assets reported to be functional and in active use
- Targeted investments enabled focused improvement in key infrastructure gaps across institutions
- Students confirmed regular use of classroom furniture, lighting, and digital tools
- Infrastructure provided is well integrated into daily school functioning, supporting effective utilization

Impact

- 100% of students reported improved attention and participation in classrooms
- 78% of teachers reported improved access to drinking water
- 80% of teachers observed improvements in students' digital learning exposure and skills

- Infrastructure interventions contributed to enhanced comfort, accessibility, and engagement in learning environments
- Community-level assets demonstrated high usage and relevance, benefiting both institutions and surrounding populations

Sustainability

- 90% of teachers indicated that infrastructure is likely to remain usable over the next 2–3 years
- Students reported consistent use of classroom infrastructure, indicating continued relevance and integration into daily activities
- Ownership by institutions and local stakeholders supports ongoing functionality of assets
- Existing foundations provide strong potential for long-term sustainability with continued upkeep practices

Coherence

- Programme components (infrastructure, WASH, digital) are well integrated and mutually reinforcing
- Interventions align with education sector priorities and developmental goals, including National Education Policy (NEP) 2020, and Sustainable Development Goals (SDGs)
- Combined improvements across infrastructure and learning resources contribute to a holistic enhancement of the school environment

Conclusion

The programme represents a well-designed and context-responsive CSR initiative, successfully addressing key infrastructure gaps in schools, inter colleges, and community spaces. It has contributed to improved access to essential services, enhanced classroom environments, and increased student engagement.

With its strong operational foundation and need-based design, the programme is well positioned to sustain and build upon current gains. Continued focus on maintenance, institutional ownership, and alignment of infrastructure with usage patterns will further strengthen long-term outcomes.

Overall, the programme demonstrates strong potential to deliver sustained improvements in educational environments and community well-being, contributing meaningfully to inclusive and quality education outcomes.

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:

Significant steps were taken in all units during the year to enhance energy conservation, efficiency while achieving sustainability goals of the company.

Following key measures have been taken in all units for conservation of energy:

- We have installed energy efficient High Velocity Low Speed fans/BLDC fans on the shop -floor which have helped in reducing energy usage and increasing energy efficiency.
- By usage of variable frequency drives and Invertor based Air Conditioning units, company continually strives to reduce power consumption.
- Usage of controllers for lighting and Air conditioning to ensure minimal required usages. Also, next generation of air handling units are used which are more efficient thereby increasing life and power usage while attaining sustainability goals.
- Switching UPS and transformer to online mode on Sundays, non-production days & holidays to reduce power consumption.
- As part of system lux level monitoring is done on regular basis/layout change time to control power usage. to control power usage and extra lights are. Further, installed Polycarbonate sheets on side walls and plant roof top to reduce power consumption and increase Lux level during daylight.
- Solar type street lights installed for energy saving as well as help to reduce the carbon emission.
- Using our in house energy control mechanism named Abani we are tracking and evaluating power usage on defined frequency
- Electrical operated Cut off valve are installed floor wise to cut the air supply during non- production time.
- By installing the rockwool insulation in roof as well as

wall sheeting, we were able to reduce the temperature inside the plant during daytime which is directly helped us in designing the efficient AHUs. This initiative has significantly contributed to overall power conservation efforts.

- Replacement of conventional CFL light with energy saving LED lights on the shop floor / work stations which helps save power consumption.
- Air audit, regular study and air leakage arresting measures to conserve energy.
- On/Off. PLC based timer for lights installed in olive, canteen, shop floor office, QA Office & Street Light.
- 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.
- In new plants optimal design of Rainwater harvesting is implemented which reduces the installation cost & better percolation efficiency and ease of maintenance and water conservation.
- Testing drain lines of fire hydrant system connected to underground fire tank to avoid wastage of water.
- IE3 energy-efficient motors are utilized across all utility systems, including the Sewage Treatment Plant (STP), Water Treatment Plant (WTP), and Reverse Osmosis (RO) systems, contributing significantly to overall energy conservation.
- Dedicated EV charging infrastructure has been installed in parking areas to promote the adoption of electric vehicles and reduce dependence on fossil fuels.
- Autoclaved Aerated Concrete (AAC) blocks are used in construction as a sustainable alternative to traditional clay bricks, helping to reduce environmental impact and improve building efficiency.
- A drip irrigation system has been implemented for landscape maintenance, ensuring optimal water use and promoting water conservation.
- Low-rate taps are installed in hand wash areas to minimize water consumption without compromising functionality resulting in water saving.
- Wood materials used in construction are certified by the Forest Stewardship Council (FSC), ensuring

responsible forest management and sustainability.

- Roofs are coated with heat-reflective paint to reduce heat gain, thereby enhancing energy efficiency and reducing the cooling load on buildings.

To reduce dependency on ground water, units have started to collect rainwater by creating dedicated pond. By use of smart automation, we have achieved to add in on our reservoir results reducing dependency on ground water and optimizing water usage.

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

- Roof top solar plants installed to save on power cost overall.
- Power Procurement through open market i.e. from competitive power companies as compared to local utility monopoly.
- Purchase of power from private sources (e.g. Wind power) from other third parties resulting into cost saving.
- In endeavour to reduce pollution and optimize operational costs, Wiring Harness Division has replaced diesel as a fuel source in generators with cleaner alternatives such as Piped Natural Gas (PNG). This transition not only help save on diesel costs but also significantly reduces carbon emissions, contributing to a healthier and clean environment.
- Innovation and sourcing of renewable energy solutions and cutting-edge technologies such as windmills. These installations harness the power of nature to supplement energy needs and resulting in reduced reliance on conventional energy sources and saving environment.

(iii) the capital investment on energy conservation equipments:

The Company is making continuous efforts to reduce usage of conventional energy and energy conservation and plans the same on the expansion or modernization or replacement of equipments (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) Adopted Infrared curing technology for effective manufacturing automotive and rolling stock wires with variety of insulation materials including Silicon. Serial

production of enhanced and advanced performance wire started. These are getting used in meeting complex product requirements for automotive and related applications.

(b) Effective absorption of electron beam technology to produce high performance, high temperature cross linked wires for automotive applications made us one of the largest automotive cross link wire producers in India.

(c) Various high voltage technologies are successfully applied to charging, power electronics and other SMART solutions. All these parts are in serial production and used in passenger vehicle, commercial vehicle, buses, off-road, Agri and two-wheeler products.

(d) Advanced technologies are put to capture over all environment footprint (like carbon, energy, and water etc.). Applying sustainable technologies to conceive, design and produce sustainable solutions solving complex customer requirement has become core organizational focus.

(e) Advanced Radio-frequency and high-speed data technologies are inducted in existing and upcoming products. These technologies will offer lowest latency, best in class reliability and harsh environment operations in the target products.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

(a) Above mentioned technologies enabled us to use indigenous products which meet advanced customer requirements. These products include high temperature, high voltage harness solutions for xEV. Some of the examples are Charging solutions (including CCS2, Type2, GB/T solutions etc.), Power electronics solutions (DC.DC converters etc.) and other SMART solutions.

(b) New technology adoption substituted imported harness solutions for high-speed data application, safety application, display, and media applications with indigenous harness solutions.

(iii) (a) Details of technology imported - Ongoing agreement with Sumitomo Wiring Systems Limited.

(b) Year of import - Ongoing.

(c) Whether 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 - Not Applicable

Research & Development (R&D):

1) Specific areas in which R&D is carried out by the Company:

- Company is putting concentrated efforts in developing new harness architectures which are aimed to serve growing Electrical & Electronics contents. Further, focus is on increasing automation in production of modern harnesses across all segments for ICE and xEV.

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/ realizing higher functional density by our customers.

3) Future plan of action

The Company is full focused on staying ahead of the curve of Automobile Industry and efforts are being made towards providing sustainable automotive solutions. All around efforts are being made to make best possible use of available resources.

(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.

1. Revenue expenditure : INR 477 million
2. Capital expenditure : NIL
3. Total expenditure : INR 477 million
4. Total R&D expenditure is 0.42% of the turnover

Foreign exchange earnings and Outgo-

INR (In Million)

a.	Total Foreign exchange earned in terms of actual inflows	62
b.	Total Foreign exchange outgo in terms of actual outflows	19,594

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.

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

- 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 2025-26		FY 2024-25	
		Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2026 as compared to 2025	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2025 as compared to 2024
Mr. Anurag Gahlot	Whole Time Director & COO	43.2	16%	40.2	15%

(b) Remuneration paid to the non-executive and independent directors

Name of the director(s)	Designation	FY 2025-26		FY 2024-25	
		Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration* in 2026 as compared to 2025	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2025 as compared to 2024
Mr. Anupam Mohindroo	Non- Executive and Independent Director	11.8	10%	11.5	5%
Mr. Rajesh Kumar Seth	Non- Executive and Independent Director	11.4	9%	11.2	2%
Col Virendra Chand Katoch (Retd.)	Non- Executive and Independent Director	11.7	10%	11.4	10%
Ms. Suparna Pandhi	Non- Executive and Independent Director	10.5	26%	9.0	NA
Ms. Anisha Motwani	Non- Executive and Independent Director	10.5	26%	9.0	NA

(c) Remuneration paid to the non-executive and non-independent directors

Name of the director(s)	Designation	FY 2025-26		FY 2024-25	
		Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2026 as compared to 2025	Ratio of remuneration to median remuneration of the employees	% increase / decrease of remuneration in 2025 as compared to 2024
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. Yuichi Shimizu	Non-Executive and Non-Independent Director	NIL	NA	NIL	NA
Mr. Soichiro Namba**	Non-Executive and Non-Independent Director	NIL	NA	NA	NA

* Resigned from July 24, 2025

** Appointed w.e.f July 24, 2025

(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 2025-26	% increase in remuneration in FY 2024-25
Mr. Gulshan, Chief Financial Officer*	NA	NA
Mr. Mahender Chhabra**	NIL	12%
Ms. Pooja Mehra, Company Secretary	10%	10%

* Appointed effective July 2, 2025

** Resigned effective June 4, 2025

- The percentage increase in the median remuneration of employees in the financial year: 11.2%
- The number of permanent employees on the rolls of company: 6,463
- 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: 11.0%

(e) Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid for the FY 2024-25 & FY 2025-26 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, 2026 ("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, 2026 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
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021
- (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.

We 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

- Compliances/processes/systems under other specific applicable Laws (as applicable to the industry) to the Company are being verified on the basis of confirmation certificate 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.

We further report that during the audit period the Company has undertaken the following major events:

The Company has issued and allotted 221,05,53,966 (Two Hundred Twenty-One Crores Five Lacs Fifty Three Thousand Nine Hundred

and Sixty Six) Bonus Shares of face value of INR 1/- (Rupee One) each aggregating to INR 221,05,53,966 (Two Hundred Twenty One Crores Five Lacs Fifty Three Thousand Nine Hundred and Sixty Six) as fully paid-up bonus shares in the ratio of 1:2 during the year under review on 21st July 2025.

The Company has carried out 2 Postal Ballots during the year under review regarding approval of shareholders of the Company for approval of issue of Bonus Shares and of Employee Stock Option Scheme 2025.

The Company has adopted the 'Motherson Sumi Wiring India Limited-Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme") during the year under review.

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. 7547/2025
UDIN: F002411H000697413

Date: July 01, 2026

Place: New Delhi

Note: This report is to be read with our letter of event date which is annexed as Annexure-A and forms an integral part of the Report.

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.**

1. 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of the laws, rules and regulations and happening of events etc.
5. 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.
6. 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.

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. 7547/2025
UDIN: F002411H000697413

Date: July 01, 2026

Place: New Delhi

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis – **Not Applicable**
2. Details of material contracts or arrangement or transactions at arm's length basis:

S. No.	Particulars	Related party 1- Sumitomo Wiring Systems Limited	Related party 2- Samvardhana Motherson International Limited
a.	Name(s) of the related party and nature of relationship	Sumitomo Wiring Systems Limited (Promoter)	Samvardhana Motherson International Limited (Promoter)
b.	Nature of contracts/ arrangements/ transactions	<p>(a) 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;</p> <p>(b) Sale of wiring harness and its components and services;</p> <p>(c) To avail Technical assistance and knowhow by the company in relation to the manufacture and sale of domestic wiring harness; and</p> <p>(d) To avail various support services by the company towards engineering services, design and development and software etc;</p>	<p>(a) purchase of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and capital spares / tools / jigs etc;</p> <p>(b) Sale of wiring harness and other parts and/or components and/or raw material and/or services and capital items thereof;</p> <p>(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;</p> <p>(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; and</p> <p>(e) To avail various management services, including management support and advice, local relationships and ground level assistance.</p>
c.	Duration of the contracts/ arrangements/ transactions	The contract / arrangement / transactions are on ongoing basis. The duration of contract / arrangement / transactions 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.	The contract / arrangement / transactions are on ongoing basis. The duration of contract / arrangement / transactions 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.
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	The transactions are in relation to purchase, sale, to avail technical assistance and know how and support services towards engineering services by the Company from Sumitomo Wiring Systems Limited. The transactions will be at an arm's length basis and in the ordinary course of business	The transactions are in relation to purchase, sale, to take on lease / sub-lease properties/ land , to avail functional support and to avail management services by the Company from SAMIL. The transactions will be at an arm's length basis and in the ordinary course of business.
e.	Date(s) of approval by the Board, if any	The related party transactions are placed before the Audit Committee for its prior approval in compliance with the requirement of the Companies Act & SEBI Listing Regulations every year.	The related party transactions are placed before the Audit Committee for its prior approval in compliance with the requirement of the Companies Act & SEBI Listing Regulations every year.
f.	Amount paid as advances, if any:	As per terms of agreement	As per terms of agreement

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

Motherson Group's philosophy on Corporate Governance is anchored in a rich legacy of nearly five decades, reflecting a consistent commitment to ethical conduct, transparency, and responsible business practices across global operations. The Group's evolution has been closely intertwined with its long-standing joint venture partnerships, which have instilled a culture of shared accountability, mutual trust and adherence to globally accepted governance standards. This spirit of collaboration has not only enabled Motherson to expand its international footprint but has also strengthened its governance framework by embedding best practices drawn from diverse regulatory and cultural environments. The Group firmly believes that sustainable growth is inseparable from strong governance and accordingly conducts its business with integrity, fairness and a clear focus on long-term stakeholder value creation.

This philosophy is equally reflected in the governance framework of our Company which upholds the Group's core principles. The Company has adopted a robust governance structure aligned with the requirements of the applicable laws and global best practices which not only provides framework for attaining Company's objective but enhance trust and maximise value of all its stakeholders by operating through responsible and sustainable business practices. It places significant emphasis on transparency in disclosures, strong internal controls and proactive risk management systems to ensure accountability at every level of the organization.

A central pillar of our Company is the effective functioning of its Board of Directors. The Board comprises a balanced mix of directors who bring together diverse expertise, industry knowledge and global perspectives. The Board of the Company plays a critical role in setting the strategic direction, overseeing management performance, and safeguarding the interests of all stakeholders. The presence of independent directors and specialized Board Committees such as Audit, Nomination & Remuneration, and Stakeholders' Relationship Committees ensures rigorous oversight, objective decision-making and adherence to the highest standards of corporate governance.

Furthermore, Company reinforces this philosophy through its commitment to ethical business conduct, supported by well-defined policies on code of conduct, vigil mechanism and related party transactions. The Company's governance practices are designed not only to ensure compliance but also to foster a culture of integrity, accountability, and continuous improvement. By aligning its operational and strategic priorities with the broader Group philosophy, the Company exemplifies how strong governance frameworks can drive resilience, enhance stakeholder confidence and support long-term value creation.

The Board is overall responsible for the management, general affairs, strategy decisions, and performance of Company and is duly supported by the Board Committees and the management team at operational level.

The Company has instituted a comprehensive Code of Conduct for its employees, reflecting its core values and unwavering commitment to ethical business practices across all operations. In addition, the Code of Conduct applicable to both executive and non-executive directors appropriately incorporates the duties and responsibilities of Independent Directors as prescribed under the Companies Act, 2013 (“Act”). The Company's corporate governance framework is further reinforced through the adoption of various group-wide policies, including the Insider Trading Policy, Anti-Bribery Policy, Gifts, Meals and Entertainment Policy, Competition and Antitrust Policy, Inclusion and Diversity Policy, Human Rights Policy, and Whistle Blower Policy, among others.

The Board of Directors plays a pivotal role in setting the Company's strategic objectives by providing clear direction and guidance to the management. The Company's governance philosophy is reflected in its well-defined board and management policies, robust processes, structured audit framework, and strong internal control systems, all of which underscore its commitment to maintaining the highest standards of corporate governance.

The Board Committees have been constituted to deal with various facets of business and Board responsibilities with focused attention Company has following Board Committees.

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;
4. Risk Management Committee;
5. Corporate Social Responsibility Committee;
6. Committee of Directors (Administrative Matters);
7. Sustainability Committee

BOARD OF DIRECTORS

As on March 31, 2026, the Company had ten (10) Directors, of which nine (9) are Non-executive Directors including five (5) Independent Directors. The Board has two (2) Women Director, being Independent Director of the Company. As on March 31, 2026, the composition of the Board is in conformity with Section 149 of the Companies Act, 2013 read with Regulation 17 of the Listing Regulations.

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, 2026 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	Nil
Mr. Laksh Vaaman Sehgal* (DIN 00048584)	Non-Executive Non-Independent Director	9	1	Nil
Mr. Yuichi Shimizu [§] (DIN No 10059731)**	Non-Executive Non-Independent Director	1	1	Nil
Ms. Suparna Pandhi (DIN 07087593)	Non-Executive Independent Director	1	1	Nil
Ms. Anisha Motwani (DIN 06943493)	Non-Executive Independent Director	8	6	2
Mr. Anupam Mohindroo (DIN 06544719)	Non-Executive Independent Director	Nil	1	1
Mr. Rajesh Kumar Seth (DIN 09477684)	Non-Executive Independent Director	Nil	2	1
Col. Virendra Chand Katoch (Retd) (DIN 08452183)	Non-Executive Independent Director	1	3	Nil
Mr. Anurag Gahlot (DIN 09455743)	Whole-time Director & Chief Operating Officer, Executive Director	Nil	Nil	Nil
Mr. Soichiro Namba [§] (DIN 11208712)***	Non-Executive Non-Independent Director	Nil	Nil	Nil

* Promoter and Director of Samvardhana Motherson International Limited.

** Resigned from the Board effective April 28, 2026 and Mr. Ryuji Sakai appointed effective April 28, 2026

***Appointed as Director on the Board w.e.f July 24, 2025

§ Representative Director of Sumitomo Wiring Systems Limited (SWS).

@ Pursuant to Regulations 26 of Listing Regulations, the companies mentioned herein are public limited companies, whether listed or not, and does not include other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013.

Notes:

- As required by Regulation 26 of Listing Regulations, the disclosure includes memberships/ chairpersonship 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.

- d) 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. Anupam Mohindroo, Mr. Rajesh Kumar Seth and Col. Virendra Chand Katoch (Retd.) is for a period of five years from the date of their appointment i.e. January 28, 2022 and tenure of appointment of Ms. Anisha Motwani and Ms. Suparna Pandhi is for a period of five years from the date of their appointment i.e May 16, 2024.
- 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, 2026)	Category of Directorship
Mr. Vivek Chaand Sehgal*	Samvardhana Motherson International Limited	Promoter and Non-Executive Non-Independent Director
Mr. Laksh Vaaman Sehgal*	Samvardhana Motherson International Limited	Promoter and Non-Executive Non-Independent Director
Ms. Anisha Motwani	Raymond Lifestyle Limited	Independent Director
	Ceigall India Limited	Independent Director
	Star Health and Allied Insurance Company Limited	Independent Director
	Abbott India Limited	Independent Director
	Nuvama Wealth Management Limited	Independent Director
Ms. Suparna Pandhi	Sanofi Consumer Healthcare India Limited	Independent Director
Mr. Yuichi Shimizu***	Nil	Not Applicable
Mr. Anupam Mohindroo	Nil	Not applicable
Mr. Rajesh Kumar Seth	Nil	Not Applicable
Col. Virendra Chand Katoch (Retd)	Nil	Not applicable
Mr. Anurag Gahlot	Nil	Not Applicable
Mr. Soichiro Namba**	Nil	Not Applicable

*Promoter and Director of Samvardhana Motherson International Limited

**Appointed as director effective July 24, 2025

*** Resigned from the Board effective April 28, 2026 and Mr. Ryuji Sakai appointed effective April 28, 2026

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 2025-26, eight (8) Board Meetings were held and gap between two meetings did not exceed 120 (one hundred and twenty) days. The said meetings were held on: (1) May 9, 2025 (2) May 29, 2025 (3) July 2, 2025 (4) July 24, 2025 (5) July 28, 2025 (6) November 5, 2025 (7) December 19, 2025 and (8) January 30, 2026. 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 Financial Year 2025-26 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	8	8	Yes
2.	Mr. Laksh Vaaman Sehgal	8	8	Yes
3.	Mr. Norikatsu Ishida*	4	2	Not applicable
4.	Mr. Yuichi Shimizu**	8	8	Yes
5.	Ms. Anisha Motwani	8	8	Yes
6.	Ms. Suparna Pandhi	8	8	Yes
7.	Mr. Anupam Mohindroo	8	8	Yes
8.	Mr. Rajesh Kumar Seth	8	8	Yes
9.	Col. Virendra Chand Katoch (Retd)	8	8	Yes
10.	Mr. Anurag Gahlot	8	8	Yes
11.	Mr. Soichiro Namba***	4	4	Yes

* Resigned as Director from the Board w.e.f July 24, 2025

** Resigned as Director from the Board w.e.f April 28, 2026

*** Appointed as Director from the Board w.e.f July 24, 2025

Presence of Directors demonstrates commitment and active involvement in strategic direction and governance of the Company.

The Company provided Video conferencing facility to enable all the Directors to attend and participate at the meetings from different locations.

The agenda for the Board and Committee meetings cover items set out as per Companies Act and Listing Regulations.

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 if any.
- Annual Operating plans, budgets and updates.
- Recruitment and Remuneration of Senior management / Key Managerial Personnel (KMPs) of the Company.
- Borrowings by the Company, if any and update on the fund utilisation.
- Other information mentioned in Schedule II of Part A of the Listing Regulations as applicable.

The information set out in the Agenda and notes thereon enables the Board to deliberate and take informed decisions on the matters.

The details of equity shares of the Company held by the Directors as on March 31, 2026 are given below:

a. Equity shares:

Name	Category	No. of equity shares (face value of ₹ 1 each)
Mr. Vivek Chaand Sehgal	Non-Executive Non Independent Director	15,36,47,343
Mr. Laksh Vaaman Sehgal	Non-Executive Non- Independent Director	1,57,848
Mr. Rajesh Kumar Seth	Non-Executive Independent Director	1,62,844
Ms. Anisha Motwani	Non-Executive Independent Director	0
Mr. Anupam Mohindroo	Non-Executive Independent Director	0
Ms. Suparna Pandhi	Non-Executive Independent Director	0
Col. Virendra Chand Katoch (Retd)	Non-Executive Independent Director	0

Name	Category	No. of equity shares (face value of ₹ 1 each)
Mr. Anurag Gahlot	Executive Director (Designated as Whole time director & COO)	50,820
Mr. Soichiro Namba	Non-Executive Non- Independent Director	0
Mr. Yuichi Shimizu*	Non-Executive Non- Independent Director	0

* Resigned from the Board effective April 28, 2026 and Mr. Ryuji Sakai appointed effective April 28, 2026

b. Equity Convertible instruments: The Company has no 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 17, 2026, inter-alia, to discuss the aforesaid matters. Mr. Anupam Mohindroo as the Lead Independent Director presided the said meeting of the Independent Directors. All of the Independent Directors were present at the Meeting.

Board Confirmation regarding Independence of the Independent Directors

The Company has received requisite declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations. Further, the Independent Directors have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Further, the Board after taking these declarations / disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

Familiarization Programme of Independent Directors

Independent Directors, upon their appointment to the Board, are provided with a comprehensive induction and familiarisation

programme designed to reinforce the Company's commitment to the highest standards of corporate governance. This structured programme offers deep insights into the Company's history, values-driven culture, organisational framework, key milestones and long-term strategic vision, including its sustainability agenda and ESG priorities. It also enables Directors to develop a clear understanding of the Company's businesses, risk landscape and governance processes, thereby facilitating informed and independent decision-making.

Further, as part of the Company's robust governance framework, the Board is regularly apprised through detailed presentations by senior management, as well as Statutory and Internal Auditors. These updates cover operational and financial performance, evolving regulatory requirements, compliance status, and key risk areas, ensuring transparency, accountability, and continuous oversight in alignment with best governance practices.

Familiarization programme was being conducted for the Independent Directors of Company on February 17, 2026. The Familiarisation Programme for Directors is designed to strengthen Board effectiveness and uphold high standards of corporate governance by equipping Independent Directors with a comprehensive understanding of the Company's business model, strategic priorities, and operating environment. The programme provides detailed insights into Board processes and protocols, key regulatory and compliance frameworks, and the Company's risk management architecture, including identification of major risks and corresponding mitigation strategies.

Through this structured approach, Independent Directors are empowered to exercise informed judgement, provide objective oversight, and actively contribute to robust decision-making, transparency, and accountability at the Board level, thereby reinforcing the overall governance framework 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/storage/policies/Familiarization-Programme-for-Independent-Directors.pdf>

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. During the year, the Company conducted an internal Board Evaluation exercise, which included assessments of the Board as a whole, its Committees, peer evaluations of Directors, and evaluation of the Chairperson through detailed questionnaire. 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, 2026. 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

Diverse Board with unique competencies and rich experience is essential for navigating complex issues and fostering a productive Board environment.

The Board of your 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 (B 2 B) Environment	Experience in developing strategies for customer support function, grow sales and market share, build brand awareness and enhance enterprise reputation in B 2 B 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*	✓	✓	✓	✓		✓	✓
Ms. Anisha Motwani	✓	✓	✓	✓	✓	✓	✓
Mr. Anupam Mohindroo	✓	✓	✓	✓	✓	✓	✓
Ms. Suparna Pandhi	✓	✓	✓	✓	✓	✓	✓
Col Virendra Chand Katoch (Retd)	✓	✓	✓	✓	✓	✓	
Mr. Laksh Vaaman Sehgal	✓	✓	✓	✓	✓	✓	✓
Mr. Yuichi Shimizu***	✓	✓	✓	✓	✓	✓	✓
Mr. Anurag Gahlot	✓	✓	✓	✓	✓	✓	✓
Mr. Soichiro Namba**	✓	✓	✓	✓	✓	✓	✓

*Resigned from July 24, 2025

** Appointed w.e.f July 24, 2025

*** Resigned from the Board effective April 28, 2026 and Mr. Ryuji Sakai appointed effective April 28, 2026

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 Section 177 of the Companies Act, 2013 read with Regulation 18 of Listing Regulations. The Audit Committee of the Company comprises three non executive Independent Directors. The members of the Audit Committee met eight (8) times during financial year 2025-26. 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 9, 2025 (2) July 2, 2025 (3) July 23, 2025 (4) July 28, 2025 (5) October 13, 2025 (6) November 5, 2025 (7) January 30, 2026 and (8) March 30, 2026.

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 2025-26 is as below:

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings Attended
Mr. Anupam Mohindroo	Chairman	Non-Executive Independent Director	8	8
Mr. Rajesh Kumar Seth	Member	Non-Executive Independent Director	8	8

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings Attended
Col Virendra Chand Katoch (Retd)	Member	Non-Executive Independent Director	8	8

The terms of reference of the Audit Committee comprises the following:

- (a) Reviewing, with the management, the quarterly/ half yearly/ yearly financial statements before submission to the Board for their approval;
- (b) 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;
- (c) Any changes in accounting policies and practices and reasons for such change;
- (d) Major accounting entries involving estimates based on exercise of judgment by management;
- (e) Analysis of the effects of alternative GAAP methods on the financial statements;
- (f) Qualification(s), if any, in the draft audit report(s);
- (g) Significant adjustments made in the financial statements arising out of audit findings;
- (h) Compliance with accounting standards and applicable legal requirements relating to financial statements;
- (i) Disclosure and/or approval of any related party transactions;
- (j) Disclosure of contingent liabilities;
- (k) The effect of regulatory and accounting initiatives as well as on balance-sheet structures, on the 'financial statements
- (l) Company's earnings press releases, as well as 'financial information and earnings guidance, if any, provided to analysts and rating agencies;
- (m) Recommendation for appointment, remuneration and terms of appointment of auditors;
- (n) Annual Budget review;
- (o) Review and recommendation of the valuation reports to the Board of Directors;
- (p) Review of Management Discussion and Analysis of financial condition and results of operations;
- (q) Review the functioning of the whistle blower mechanism;
- (r) Review of Insider Trading Portal;
- (s) 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);
- (t) Reviewing the 'findings of any internal audit reports by the internal auditors;
- (u) Any other document required to be reviewed by the Committee (or a similar body) as per the applicable laws of the Company;
- (v) 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.
- (w) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- (x) Oversight of the 'financial reporting process and the disclosure of its 'financial information to ensure that the 'financial statement is correct, sufficient and credible.

The meetings of the Audit Committee were attended by Mr. Anurag Gahlot, Whole time director & COO during the 'financial year 2025-26. The Audit Committee invites such executives, as it considers appropriate, representatives of the statutory auditors and internal auditors to be present at its meetings. These interactions strengthen governance structure of the Company by facilitating informed decision making enhancing oversight and stricter financial controls. The Company Secretary act as the Secretary to the Audit Committee.

The previous Annual General Meeting (AGM) of the Company was held on August 28, 2025 and the same was attended by Mr. Anupam Mohindroo, Chairman of the Audit Committee and Risk Management Committee and Col. Virendra Chand Katoch (Retd), Chairman of Nomination and Remuneration Committee.

Internal financial control

The Company has established a robust Internal Audit framework. Each year, the Audit Committee reviews and approves a comprehensive Internal Audit Plan that prioritises the evaluation of internal controls and risk exposures across all functions. On a quarterly basis, the Audit Committee is presented with summaries of key audit findings along with updates on remedial measures. Company has implemented a continuous monitoring mechanism to track the evolution of risks and the implementation of mitigation strategies.

The composition of the Committee and attendance of each member at the Nomination and Remuneration Committee meetings held during the Financial Year 2025-26 is as below:

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings attended
Col. Virendra Chand Katoch (Retd)	Chairman	Non-Executive Independent Director	4	4
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director	4	4
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director	4	4

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;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- Carrying out any other function as is mentioned in the term of reference of Nomination and Remuneration committee and / or as mentioned in Schedule II Part D of listing regulation.

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.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is in line with the provisions of Section 178(1) of the Companies Act, 2013 read with Regulation 19 of Listing Regulations.

During the financial year 2025-26, the Committee met (4) four times i.e., (1) July 2, 2025 and (2) July 24, 2025 (3) December 4, 2025 and (4) December 18, 2025.

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. The nomination, remuneration and evaluation policy is available on the website of the Company at <http://www.motherson.com/storage/policies/Nomination-Remuneration-and-Evaluation-Policy.pdf>

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.

Performance Evaluation criteria for Independent Directors

The performance evaluation of Directors, including Independent Directors, is conducted in accordance with the criteria prescribed under the Guidance Note on Board Evaluation issued by

the Securities and Exchange Board of India (SEBI), with the objective of enhancing the overall effectiveness of the Board and its Committees. The evaluation framework encompasses a comprehensive set of parameters, including qualifications, experience, domain knowledge, competencies, discharge of fiduciary duties, ability to function cohesively as a Board, level of engagement, initiative, commitment, and the quality of participation and contribution in Board and Committee meetings. It also assesses independence, the ability to exercise objective judgment, and the extent to which Directors provide constructive guidance and strategic oversight to the management, while demonstrating a sound understanding of the Company's business, strategy, and the evolving internal and external environment.

To further strengthen the robustness, transparency, and integrity of the evaluation process and reinforce high standards of corporate governance, the Company has implemented a secure, in-house digital platform for Board evaluation. This system facilitates a seamless, structured, and confidential evaluation process, enabling Directors to provide candid feedback on an anonymous basis, thereby fostering greater objectivity and continuous improvement in Board performance.

The process for Board Evaluation for financial year 2025-26 was open for responses by the Directors from May 29, 2026 to July 1, 2026. The consolidated responses were made available to the Chairperson of Nomination and Remuneration Committee for review and updating to the members and review by the Board of Directors.

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):

- (a) 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.
- (b) Personal characteristics which align with the Company's values, such as integrity, accountability, 'financial literacy, high performance standards etc.
- (c) Diversity of thought, experience, knowledge, perspective and gender in the Board.
- (d) Understanding of automotive business of the Company and growth.
- (e) 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 1, each year.

During the financial year 2025-26, 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, 2026 for the Directors are as follows:

(a) Independent Directors (Non-executive)

Name of Directors	Sitting Fees (INR)	Commission (INR)
Mr. Rajesh Kumar Seth	8,90,000	55,00,000
Ms. Anisha Motwani	4,00,000	55,00,000
Mr. Anupam Mohindroo	11,00,000	55,00,000
Ms. Suparna Pandhi	4,00,000	55,00,000
Col. Virendra Chand Katoch (Retd)	10,40,000	55,00,000

Commission payment has been approved by the shareholders at the Annual General Meeting of the Company held on August 21, 2022 within a ceiling of 1% of net profits of the company as computed under the provisions of Companies Act, 2013.

The said commission is decided each year by the Board of Directors and distributed only amongst the Independent Directors of the Board and / or its committees.

(b) Whole-time Director:

Name of Director	Salary	Amount (INR)
Mr. Anurag Gahlot	Basic salary	1,31,32,152
	Bonus	13,13,215
	Benefits perquisites and allowances	97,65,872
Total		2,42,11,239

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) months' notice. Further, there is no severance fee payable, or stock options issued to Mr. Anurag Gahlot.

All components of the salary are 'fixed and there is no performance linked incentives being given to Mr. Anurag Gahlot. He shall also be entitled to Employee Stock Option (ESOP), if any, as may be granted by the Nomination and Remuneration Committee of the Company.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company has been constituted in line with the provisions of Section 178(5) the Companies Act, 2013 read with Regulation 20 of Listing Regulations. The Committee looks into shareholders' and investors' grievances. During the financial year, 1 (One) meeting of the Committee was held, i.e., on March 24, 2026.

The composition of the Committee and attendance of each member at the Stakeholders Relationship Committee meeting held during the FY 2025-26 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. Virendra Chand Katoch (Retd)	Member	Non-Executive Independent Director	1	1
Mr. Norikatsu Ishida*	Member	Non Executive Non-Independent Director	NA	NA
Mr. Laksh Vaaman Sehgal	Member	Non Executive Non Independent Director	1	1
Mr. Soichiro Namba**	Member	Non-Executive Non- Independent Director	NA	NA
Mr. Yuichi Shimizu***	Member	Non-Executive Non- Independent Director	1	1

* Resigned w.e.f July 24, 2025

** Appointed w.e.f July 24, 2025 and resigned w.e.f December 19, 2025

*** Appointed w.e.f December 19, 2025

The previous Annual General Meeting (AGM) of the Company was held on August 28, 2025 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;

- v) 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
- vi) To update the Board of Directors to redress various investor complaints and functioning of the Committee.
- vii) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- viii) 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.
- ix) Further matters related to approval of transfer of securities and matters related to stakeholders.

Corporate Social Responsibility Committee

The 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 2025-26, the committee met two (2) times ie. (1) September 8, 2025 and (2) December 12, 2025 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 2025-26 is as below:

Name	Designation	Category	Committee Meetings entitled to Attend	Committee Meetings attended
Mr. Vivek Chaand Sehgal	Chairman	Non-Executive Non-Independent Director	2	2
Mr. Anurag Gahlot	Member	Executive Director (Designated as Whole time Director & COO)	2	2
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director	2	2

Terms of reference of the Committee are as under:

- i) 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;
- ii) To recommend amount of expenditure on activities referred to in (i);
- iii) To monitor CSR Policy of the Company from time to time and recommend for the amendments in the Policy, as and when required.
- iv) To report on Projects or programmes in accordance with Companies Act, 2013 and Rules therein;
- v) 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;
- vi) To recommend the Budget to the Board for approval, in pursuance of the Companies Act, 2013;
- vii) To be accountable for spending the allocated CSR Budget;
- viii) To recommend for undertaking CSR activities in partnership / collaboration with Implementing Partner (if any);

- ix) To create transparent monitoring mechanisms for implementation of CSR initiatives;
- x) To submit reports to the Board in respect of CSR Initiatives undertaken by the Company;
- xi) 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 2025-26, two (2) meetings of the Committee were held on (i) September 1, 2025 and (ii) March 9, 2026. The maximum time gap between two consecutive meetings did not exceed 210 (two hundred and ten) days as required in the Listing Regulations. Also, the necessary quorum was present for all the meeting.

The composition of the Committee and attendance of each member at the Risk Management Committee meeting held during the FY 2025-26 is as below:

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings attended
Mr. Anupam Mohindroo	Chairman	Non-Executive Independent Director	2	2
Mr. Laksh Vaaman Sehgal	Member	Non-Executive Non-Independent Director	2	2
Mr. Anurag Gahlot	Member	Executive Director (Designated as Whole time Director & COO)	2	2
Mr. Gulshan*	Member	Chief Financial Officer	2	2
Mr. Soichiro Namba**	Member	Non-Executive Non- Independent Director	1	1
Mr. Yuichi Shimizu***	Member	Non-Executive Non- Independent Director	1	1

* Appointed as Member w.e.f. July 2, 2025 in place of Mr. Mahender Chhabra.

** Appointed w.e.f July 24, 2025 and resigned w.e.f December 19, 2025

*** Appointed w.e.f December 19, 2025

Terms of reference of Risk Management Committee are as under:

- i) 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;
- ii) 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;
- iii) 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;
- iv) 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;
- 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 and been reconstituted from time to time.

The Committee met three(3) times on (1) June 2, 2025 (2) July 4, 2025 and (3) March 20, 2026 during the financial year 2025-26 and requisite quorum was present at such Committee meeting. In addition, the Committee had approved urgent matters through circulation pursuant to the provisions of the Companies Act, 2013. The following are members of the Committee:

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings attended
Col Virender Chand Katoch (Retd)	Chairman	Non-Executive Independent Director	3	3
Mr. Norikatsu Ishida*	Member	Non-Executive Non-Independent Director	2	2
Mr. Anurag Gahlot	Member	Executive Director (Designated as Whole time Director & COO)	3	3
Mr. Soichiro Namba**	Member	Non-Executive Non-Independent Director	NA	NA

Name	Designation	Category	Committee Meetings entitled to attend	Committee Meetings attended
Mr. Yuichi Shimizu***	Member	Non-Executive Non-Independent Director	1	1

* Resigned w.e.f July 24, 2025

** Appointed w.e.f July 24, 2025 and resigned w.e.f December 19, 2025

*** Appointed w.e.f December 19, 2025

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

Pursuant to the notification issued by the Securities and Exchange Board of India ("SEBI") dated May 10, 2021, listed entities are required to adopt the Business Responsibility and Sustainability Report (BRSR), which mandates comprehensive disclosures on performance against the nine principles of the National Guidelines on Responsible Business Conduct (NGRBC), with reporting structured into essential and leadership indicators.

In alignment with globally recognized sustainability frameworks such as the United Nations Global Compact, which sets out ten principles covering human rights, labour, environment and anti-corruption, the Company has also anchored its sustainability strategy around the

United Nations Sustainable Development Goals. The 17 SDGs serve as a universal blueprint for achieving inclusive growth, environmental stewardship and long-term value creation, and form the core of the Company's sustainability vision and priorities.

To institutionalize this commitment, the Company has constituted a Sustainability Committee, operating under the overall superintendence, control and direction of the Board. The Committee is entrusted with driving the Company's sustainability agenda with a focused approach towards contributing to relevant SDGs, integrating them into business strategy, operations and disclosures, while ensuring alignment with SEBI's BRSR requirements, UNGC principles and the NGRBC framework.

The Committee met two (2) time on July 23, 2025 and March 31, 2026 during the financial year 2025-26 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. Rajesh Kumar Seth	Chairman	Non-Executive Non-Independent Director	2	2
Mr. Norikatsu Ishida*	Member	Non-Executive Non- Independent Director	1	0
Mr. Anupam Mohindroo	Member	Non-Executive Independent Director	2	2
Mr. Anurag Gahlot	Member	Executive Non-Independent Director (Designated as Whole time Director & COO)	2	2
Mr. Soichiro Namba**	Member	Non-Executive Non- Independent Director	NA	NA
Mr. Yuichi Shimizu***	Member	Non-Executive Non- Independent Director	1	1

* Resigned w.e.f July 24, 2025

** Appointed w.e.f July 24, 2025 and resigned w.e.f December 19, 2025

*** Appointed w.e.f December 19, 2025

Investor Relations

Shareholders Grievances

For the financial year ended March 31, 2026, the Company had received 817 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 2025-26 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
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

Annual General Meeting	Date	Time	Venue	Special Resolution passed
4 th	August 29, 2024	02.30 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
5 th	August 28, 2025	02.30 PM	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

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 Listing Regulations (as amended from time to time), and the Ministry of Corporate Affairs ("MCA") Circulars, the Company had provided facility of remote e-voting and e-voting to its Members in respect of the businesses transacted at 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 5th AGM were passed by the requisite majority.

Postal Ballot

During financial year 2025-26, the Company had sought following approval of the shareholders through Notice of postal ballot for the following items:

(1) special resolution for approval for Issue of Bonus Shares to the Shareholders. Resolution was duly passed and result of which was announced on July 7, 2025.

Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS-2411; C.P. No.-1509) was appointed as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner Voting details are as below:

Resolution passed through Postal Ballot	Total No of shares/Votes	No of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Approval for Issue of Bonus Shares to the Shareholders	4421107932	3749991379	84.8202	3699044220	50947159	98.6414	1.3586

(2) special/ordinary resolution for approval of 'Motherson Sumi Wiring India Limited–Employee Stock Option Scheme 2025', 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', 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' and revision in remuneration of Mr. Anurag Gahlot (DIN: 09455743), Whole Time Director of the Company. Resolutions were duly passed and result of which was announced on February 28, 2026.

Mr. D.P. Gupta, Practicing Company Secretary of M/s. SGS Associates LLP (FCS-2411; C.P. No.-1509) was appointed as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner voting details are as below:

Resolution passed through Postal Ballot	Total No of shares/Votes	No of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Approve 'Motherson Sumi Wiring India Limited- Employee Stock Option Scheme 2025'	6631661898	5700747883	85.9626	5685751494	14996389	99.7369	0.2631
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'	6631661898	5700692976	85.9618	5685932471	14760505	99.7411	0.2589
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'	6631661898	5700691141	85.9617	5685901807	14789334	99.7406	0.2594
Approve the revision in remuneration of Mr. Anurag Gahlot (DIN: 09455743), Whole Time Director of the Company	6631661898	5700696718	85.9618	5687254879	13441839	99.7642	0.2358

Procedure for postal ballot: The postal ballot was carried out as per provisions of sections 108 and 110 and other applicable provisions of the Act, read with rule framed thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 09/2023 dated September 25, 2023, General Circular 09/2024 dated September 19, 2024 and General Circular 03/2025 dated September 22, 2025 respectively issued by Ministry of Corporate Affairs ("MCA Circulars").

The Postal Ballot Notice was sent by email to all the members of the Company who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members took place only through the remote e-voting system.

The Company has engaged services of KFin Technologies Limited (formerly KFin Technologies Private Limited) for providing e-voting facility to all its members.

None of the business proposed to be transacted in the ensuing AGM require passing of a special resolution by way of Postal Ballot.

Means of Communication

The quarterly, half-yearly and annual results of the Company were published in leading newspapers of India which include The Economic Times, Nav Shakti and Navbharat Times, 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): NEAPS is a 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 at <https://www.mswil.motherson.com/storage/policies/Dividend-Distribution-Policy.pdf>

Other Disclosures

- a) 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.
- b) 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 at <https://www.mswil.motherson.com/storage/policies/PolicyontheRelatedPartyTransactions.pdf> Transactions with the related parties are disclosed in Note No. 36 in the financial statements.
- c) In pursuance of SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021, details of penalties (if any) imposed by SEBI or the Stock Exchange under Listing Regulations or any statutory authority, on any matter related to capital markets, during the last three (3) years are as below:

Sl. No.	Financial Year	Details / Regulation	Amount
1	2025-26	Nil	Not Applicable
2	2024-25	Nil	Not Applicable
3	2023-24	Nil	Not Applicable
- d) 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.
- e) All mandatory requirements have been duly complied with including but not limited to succession planning for appointment of directors and senior management.

Whistle-blower Policy

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism as defined under the under Regulation 22 of the Listing Regulations for Directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. During the previous year the Board of Directors upon recommendation of Audit Committee of the Company amended its Whistle Blower Policy on March 30, 2024 to provide an avenue for all Stakeholders.

The 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 same on website of the Company. The employees can directly contact the Chairman of the Audit Committee on email address as mentioned in 'Whistle Blower Policy' uploaded at website of the Company. Company has taken software named Navex for collecting Whistle Blower concerns.

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 April 28, 2026.

General Shareholders Information

1. Annual General Meeting (AGM) to be held

Date :	July 28, 2026
Day :	Tuesday
Time :	1215 Hours (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.

2. 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, 2026: on or before August 14, 2026;
- Financial reporting for second quarter ending September 30, 2026: on or before November 14, 2026;
- Financial reporting for third quarter ending December 31, 2026: on or before February 14, 2027; and
- Financial results for financial year ending March 31, 2027: on or before May 30, 2027. The above dates are tentative and will be subject to the change.

3. Dividend payment date: The Dividend for the Financial Year ended March 31, 2026 if, declared, by the shareholders at forthcoming Annual General Meeting, will be paid/ remitted in accordance with law. Record date for dividend is July 14, 2026.

4. 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, 5th Floor, Plot No. C/1,	Phiroze Jeejeebhoy Towers
G-Block Bandra-Kurla Complex, Bandra (E)	Dalal Street
MUMBAI – 400051, India	Mumbai – 400001, Maharashtra, India
Scrip Code : MSUMI	Scrip Code : 543498

Payment of listing fees: Listing fees for financial year 2025-26 has been paid to BSE Limited and National Stock Exchange of India Limited.

5. Shareholding Pattern of the Company as on 31.03.2026 was as under:

Category	No. of shares held as on 31.03.2026	% of shareholding as on 31.03.2026
Promoters and Promoters Group	4,09,35,01,740	61.73
Mutual Funds	1,00,09,11,796	15.09
Financial Institutions and Banks	1,03,939	0.00
Foreign Institutional / Portfolio Investors	64,60,04,934	9.74
Insurance Companies	13,64,32,453	2.06
Bodies Corporate, NBFCs registered with RBI and Trusts	5,53,72,517	0.83
General Public (Individuals)	63,19,00,392	9.54
Alternate Investment Funds	175,44,777	0.26
NRIs and Foreign Nationals	3,33,29,640	0.50
IEPF	14,77,087	0.02
Clearing Members*	3,34,964	0.01
HUF	1,33,08,872	0.20
Others	14,38,787	0.02
Total	6,63,16,61,898	100.00

*These shares are lying in pool account of NSDL/CDSL since buyers' identity is not established.

6. Trading of Shares of the Company: During the year under review, trading in shares of the company was not suspended.

7. 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 Building Tower B, Plot Nos. 31 & 32,
 Financial District Building, Nanakramguda, Serilingampally Mandal,
 Hyderabad – 500032, India
 Toll free number – 1-800-309-4001;
 Email ID: einward.ris@kfintech.com

8. Distribution of shareholding as on March 31, 2026 was as under:

S. No.	Category	No. of Cases	% of Cases	Amount (In INR)	% of Amount
1	1-5000	840257	97.93	30,13,20,120	4.54
2	5001- 10000	10188	1.19	7,08,56,739	1.07
3	10001- 20000	4127	0.48	5,70,26,094	0.86
4	20001- 30000	1202	0.14	2,94,08,597	0.44
5	30001- 40000	489	0.06	1,70,90,227	0.26
6	40001- 50000	325	0.04	1,45,71,534	0.22
7	50001- 100000	799	0.09	5,70,88,217	0.86
8	100001 & Above	600	0.07	6,08,43,00,370	91.75
	Total	857987	100.00	6,63,16,61,898	100

9. 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, 2026. Details are given below:

Mode of holding	No. of Shares	Percentage (%)
NSDL	6362156156	95.94
CDSL	269496760	4.06
Physical	8982	0.00
Total	6631661898	100.00

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.

10. 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, 2026.

11. 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.

12. During the financial year ended March 31, 2026 the Board of Directors of the Company has accepted all the recommendations of various committees constituted by the Board as applicable.

13. 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 (INR in Mn)
1.	Services as Statutory Auditors (including quarterly Limited review)	9
2.	Certification and other matters	4
3.	Re-imbursment of out-of-pocket expenses	1

14. Credit ratings:

List of all credit ratings obtained by the Company along with revisions thereto during financial year 2025-26 is provided in Board's Report.

15. 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.

16. There are no funds raised through Private Placement or Qualified Institutional Placement by the Company during the year 2025-26.

17. 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: 737 shareholders with 10568493 shares.

- (b) Number of shareholders who approached the Company for transfer of shares from suspense account during the year: 19
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: 19
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 777 shareholders with 15590931 shares.
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: 15590931

18. 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 Securities Exchange Board of India/Ministry of Corporate Affairs or any such Statutory Authority, is annexed as Annexure- 2.

19. Plant Locations (in India):

- (a) Noida (Uttar Pradesh)
- (b) Haldwani (Uttarakhand)
- (c) Lucknow (Uttar Pradesh)
- (d) Faridabad (Haryana)
- (e) Gurugram (Haryana)
- (f) Sanand (Gujarat)
- (g) Pathredi (Rajasthan)
- (h) Bengaluru (Karnataka)
- (i) Chennai (Tamilnadu)
- (j) Pithampur (Madhya Pradesh)
- (k) Pune (Maharashtra)
- (l) Nashik (Maharashtra)
- (m) Navagam (Gujarat)
- (n) Kharkoda (Haryana)

20. Address for correspondence:

The Shareholders may address their communication/ grievances / queries /suggestions to:

KFin Technologies Limited

(Unit – Motherson Sumi Wiring India Limited
Selenium Building Tower B, Plot Nos. 31 & 32,
Financial District Building, 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
5th floor, Plot No. -1, Sector – 127
Noida – 201301 (U.P.)
Phone No. : 0120 -6679500
Email: investorrelations@mswil.motherson.com
Website: www.mswil.motherson.com

- 21. 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.
- 22. 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.
- 23. Weblink where policy on dealing with related party transactions: <https://www.mswil.motherson.com/storage/policies/Policy-onthe-Related-Party-Transactions.pdf>. The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents which are uploaded on the Company website: www.mswil.motherson.com

- 24.** The Auditor's Report on financial statements of the Company is unmodified as specified in Part E of schedule II.
- 25. Compliance Certificate**
The Compliance Certificate for the Corporate Governance from the Statutory Auditors of the Company is annexed herewith. The above Report has been placed before the Board at its meeting held on July 1, 2026 and the same was approved.
- 26.** 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
- 27.** 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, 2026- Not Applicable
- 28.** Particulars of Senior Management Personnel of the Company are as under:

SI. No	Name	Category
1.	Mr. Mahender Chhabra (till June 4, 2025)	Chief Financial officer
2.	Ms. Pooja Mehra	Company Secretary
3.	Mr. Sanjay Chauhan	Chief Marketing officer
4.	Mr. Dinesh Chandra	Chief Manufacturing Officer
5.	Mr. Gulshan (from July 2, 2025)	Chief Financial officer

29. Director and Officers Liability Insurance policy:

As per the provisions of the Act and in compliance with Regulation 25(10) of the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including Independent Directors and Officers of the Company for indemnifying any of them against any personal liability coming onto them whilst discharging fiduciary responsibilities in relation to the Company.

30. Share Transfer System

Transfers of demat shares are done through the depositories with no involvement of the Company/Company's Registrar and Share Transfer Agent (RTA).

To expedite the share transfer process in physical segment, the Company has been consistent in processing the shareholder requests with the Registrar and Share Transfer Agent of the Company.

31. Disclosure of certain type of agreements binding listed entities

There is no agreement impacting management or control of the Company or imposing any restriction or creating any liability upon the Company as stated under Schedule III, Para A, Clause 5A of Listing Regulations

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, 2026 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 1, 2026

Anurag Gahlot
Whole-time Director & Chief Operating Officer

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, 2026 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 judgement, 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 nonexecutive directors has been met.
 - iii. Obtained and read the Register of Directors as on March 31, 2026 and verified that atleast one independent woman director was on the Board of Directors in accordance with Regulation 17 (1) (a) of SEBI (Listing Obligations and Disclosure requirements) Amendment Regulations, 2025.
 - iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 01, 2025 to March 31, 2026 :
 - (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;
 - 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 prior 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, 2026, 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: 26502220OWWBNP5665

Place of Signature: Gurugram

Date: July 1, 2026

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:

- (a) Actual results for the year and the outlook for business operations
- (b) Providing for anticipated capital expenditures or acquisitions to further enhance shareholder value or meet strategic objectives
- (c) 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, 2026 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.

S.N.	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	Col. VIRENDRA CHAND KATOCH (Retd)	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	MS. ANISHA MOTWANI	06943493	16/05/2024
10	MS. SUPARNA PANDHI	07087593	16/05/2024
11	MR SOICHIRO NAMBA***	11208712	24/07/2025

* Resigned as Director from the Board w.e.f July 24, 2025

** Resigned as Director from the Board w.e.f April 28, 2026

*** Appointed as Director on the Board w.e.f July 24, 2025

Ensuring the eligibility 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

Date: July 01, 2026
Place: New Delhi

ICSI UDIN No.: F002411H000697424
ICSI PR No. 7547/ 2025

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, 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow 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, 2026, 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, 2026. 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>Transactions 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 but were not limited to the following:</p> <ol style="list-style-type: none"> tested that the Company's policies are in compliance with requirements of Ind AS 24, and other applicable regulations; assessed the design, implementation and operating effectiveness of management's key internal controls over process for identifying related parties, obtaining approvals, recording of transactions and disclosures thereof; 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 with underlying contracts, and other supporting documents including balance confirmations 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 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 the Management and Those Charged with Governance 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, 2026 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;
 - (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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 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, 2026 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) 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, as stated in Note 42(iv) 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, and as stated in Note 42(v) 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 and interim 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 used two accounting software(s) for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software(s) where audit trail has been enabled.

Additionally, the audit trail of relevant prior years has been preserved by the Company as per the statutory requirements for record retention, to the extent it was enabled and recorded in the respective years, as stated in Note 44 to the financial statements.

For S.R. Batliboi & Co LLP

Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Sonika Loganey**
Partner

Place of Signature: Noida
Date: April 28, 2026

Membership Number: 502220
UDIN: 26502220DYGBHH6726

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.
- (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.
- (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.
- (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.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended March 31, 2026. The Company does not have any intangible assets.
- (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, 2026 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.

- (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	108.62
Balance outstanding as at balance sheet date in respect of above cases	
- Others	128.32

- (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.
- (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.
- (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
- (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 had 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.

- (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 Companies 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 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 product or 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 goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, 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. The provisions of sales tax, service tax, duty of excise, value added tax are not applicable to the Company.
- (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 the dues	Amount* (INR Million)	Period to which the amount relates	Forum where the dispute is pending
Customs Act, 1944	Custom duty	0.06	2016-20	Assistant Commissioner
Customs Act, 1944	Custom duty	0.36	June 2021 to September 2021	Commissioner (Appeals)
GST Act, 2017	GST	7.40	July 2017-March 2020	Commissioner (Appeals)
GST Act, 2017	GST	3.52	2021-22	Commissioner (Appeals)
GST Act, 2017	GST	0.59	July 2017 to March 2018	Commissioner (Appeals)
GST Act, 2017	GST	225.67	2018-2019	Commissioner (Appeals)
GST Act, 2017	GST	115.29	2019-2020	Commissioner (Appeals)
GST Act, 2017	GST	20.93	2020-2021	Commissioner (Appeals)
GST Act, 2017	GST	0.74	2017-18	Commissioner (Appeals)

* The amounts are net of deposits made by the Company under protest.

* The amount is inclusive of penalty wherever available

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 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.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (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.

- (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.
- (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.
- (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.
- (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.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (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.
- (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.
- (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
- (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 directors 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 (xvi)(a) of the Order is not applicable to the Company.
- (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.
- (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.
- (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 preceding 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.
- (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 to the financial statements.

For **S.R. Batliboi & Co LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Sonika Loganey**
Partner

Place of Signature: Noida
Date: April 28, 2026

Membership Number: 502220
UDIN: 26502220DYGBHH6726

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, 2026 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, 2026, 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 **Sonika Loganey**

Partner

Membership Number: 502220

UDIN: 26502220DYGBHH6726

Place of Signature: Noida

Date: April 28, 2026

Balance Sheet

As at March 31, 2026

	Notes	As At March 31, 2026	As At March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	5,767	4,610
Capital work in progress	3(a)	17	367
Right-of-use assets	3(b)	2,027	2,296
Financial assets			
i. Loans	4	65	67
ii. Other financial assets	6	577	566
Deferred tax assets (net)	8(a)	636	574
Non-current tax assets (net)	8(b)	253	154
Other non-current assets	7	33	124
Total non-current assets		9,375	8,758
Current assets			
Inventories	9	17,301	12,824
Financial assets			
i. Trade receivables	5	18,842	12,437
ii. Cash and cash equivalents	10(a)	662	143
iii. Bank balances other than (ii) above	10(b)	30	2,232
iv. Loans	4	63	70
v. Other financial assets	6	201	131
Other current assets	7	983	693
Total current assets		38,082	28,530
Total assets		47,457	37,288
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	6,632	4,421
Other equity	12	14,985	12,562
Total equity		21,617	16,983
Liabilities			
Non-current liabilities			
Financial Liabilities			
i. Borrowings	13(a)	-	95
i(a). Lease liabilities	41	1,153	1,577
ii. Other financial liabilities	14	143	161
Employee benefit obligations	17	997	279
Government grants	18	-	125
Total non-current liabilities		2,293	2,237

Balance Sheet (Contd.)

As at March 31, 2026

	Notes	As At March 31, 2026	As At March 31, 2025
Current liabilities			
Financial Liabilities			
i. Borrowings	13(b)	104	-
i(a). Lease liabilities	41	1,075	1,020
ii. Trade payables			
Total outstanding dues of micro enterprises and small enterprises	15	1,105	450
Total outstanding dues of creditors other than micro enterprises and small enterprises	15	18,723	11,338
iii. Other financial liabilities	14	1,372	3,555
Employee benefit obligations	17	451	846
Government grants	18	4	18
Other current liabilities	20	708	827
Provisions	16	5	4
Current tax liabilities (net)	19	-	10
Total current liabilities		23,547	18,068
Total liabilities		25,840	20,305
Total equity and liabilities		47,457	37,288

The accompanying notes form an integral part of the Financial Statements

As per our report of even date
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

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

per **SONIKA LOGANEY**
Partner
Membership No.: 502220

V.C. SEHGAL
Chairman

DIN: 00291126
Place: Bruchköbel, Germany
Date: April 28, 2026

ANURAG GAHLOT
Whole-time Director/
Chief Operating Officer
DIN: 09455743
Place: Noida
Date: April 28, 2026

Place: Noida
Date: April 28, 2026

POOJA MEHRA
Company Secretary
ICSI Membership No: F5088
Place: Noida
Date: April 28, 2026

GULSHAN
Chief Financial Officer

Place: Noida
Date: April 28, 2026

Statement of Profit and Loss

For the year ended March 31, 2026

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue			
Revenue from contract with customers	21 (a)	114,287	92,716
Other operating revenue	21 (b)	489	478
Total revenue from operations		114,776	93,194
Other income	22	39	128
Total income		114,815	93,322
Expenses			
Cost of raw material consumed	23	79,261	60,763
Changes in inventories of finished goods and work-in-progress	24	(1,844)	-
Employee benefits expense	25	19,718	16,033
Finance costs	27	263	247
Depreciation expense	28	2,161	1,789
Other expenses	26	7,037	6,435
Total expenses		106,596	85,267
Profit before tax		8,219	8,055
Tax expenses	29		
-Current tax		2,005	2,039
-Deferred tax expenses/(credit)		(38)	(43)
Total tax expense		1,967	1,996
Profit for the year		6,252	6,059
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss :			
Remeasurement loss of defined benefit plan		(95)	(129)
Income tax effect on remeasurement loss of defined benefit plan		24	32
Total other comprehensive income / (loss), net of tax		(71)	(97)
Total comprehensive income for the year, net of tax		6,181	5,962

Statement of Profit and Loss (Contd.)

For the year ended March 31, 2026

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
Earnings per share	30		
Nominal value per share: INR 1/- (Previous year : INR 1/-)			
Earnings per share			
Basic and Diluted (INR)		0.94	0.91

The accompanying notes form an integral part of the Financial Statements

As per our report of even date
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **SONIKA LOGANEY**
Partner
Membership No.: 502220

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Date: April 28, 2026

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Date: April 28, 2026

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Chief Financial Officer
Place: Noida
Date: April 28, 2026

Statement of Changes in Equity

For the year ended March 31, 2026

A. Equity share capital

	No. of shares	Amount
Equity shares of INR 1 each issued, subscribed and fully paid		
As at April 01, 2024	4,421,107,932	4,421
Changes during the year	-	-
As at March 31, 2025	4,421,107,932	4,421
Bonus shares issued (refer note 11)	2,210,553,966	2,211
As at March 31, 2026	6,631,661,898	6,632

B. Other equity

	Notes	Reserves and surplus		Total
		Capital Reserve	Retained Earnings	
Balance at April 01, 2024		3,943	8,404	12,347
Profit for the year		-	6,059	6,059
Other comprehensive income / (loss), net of tax	12(ii)	-	(97)	(97)
Total comprehensive income for the year		-	5,962	5,962
Dividend (refer note 35)	35	-	(5,747)	(5,747)
Balance at March 31, 2025	12	3,943	8,619	12,562
Profit for the year		-	6,252	6,252
Other comprehensive income / (loss), net of tax	12(ii)	-	(71)	(71)
Total comprehensive income for the year		-	6,181	6,181
Dividend (refer note 35)	35	-	(1,547)	(1,547)
Bonus shares issued		-	(2,211)	(2,211)
Balance at March 31, 2026	12	3,943	11,042	14,985

The accompanying notes form an integral part of the Financial Statements

As per our report of even date
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **SONIKA LOGANEY**
Partner
Membership No.: 502220

Place: Noida
Date: April 28, 2026

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

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Place: Noida
Date: April 28, 2026

Statement of Cash Flows

For the year ended March 31, 2026

	Note	For the year Ended March 31, 2026	For the year ended March 31, 2025
A. Cash flow from operating activities:			
Profit before tax		8,219	8,055
Adjustments for :			
Depreciation expense	28	2,161	1,789
Amortisation of government grant		(34)	(8)
Gain on disposal of property, plant and equipment (net)	22	(5)	(2)
Liabilities written back to the extent no longer required	21(b)	(28)	-
Bad debts/ advances written off	26	2	0
Interest income	22	(34)	(118)
Finance cost	27	263	247
Unrealised foreign exchange loss / (gain) (net)		71	(32)
Operating profit before working capital changes		10,615	9,931
Change in working Capital:			
Increase in trade payables		7,973	2,575
Increase in other payables(Including Employee benefit obligations,Govt grant, other current liabilities and provisions)		81	419
Increase in other financial liabilities		91	82
(Increase) in trade receivables		(6,407)	(3,478)
(Increase) in inventories		(4,477)	(1,425)
(Increase) / decrease in other financial assets		2,088	(2,325)
(Increase) in other receivables(Other current and non current assets)		(238)	(192)
Cash generated from operations		9,726	5,587
Income taxes paid (net)		(2,113)	(1,939)
Net cash flows from operating activities		7,613	3,648
B. Cash flow from Investing activities:			
Purchase of property, plant and equipment (including capital work in progress, capital advance and capital creditors)		(2,014)	(1,718)
Proceeds from sale of property, plant and equipment		9	6
Proceeds / (Investments) in deposits with original maturity of more than three months but less than 12 months		-	1,000
Interest received		6	111
Net cash flows used in investing activities		(1,999)	(601)
C. Cash flow from financing activities:			
Dividend paid to equity share holders		(3,749)	(3,528)
Interest paid on lease liabilities		(205)	(212)
Interest paid on borrowing and others		(48)	(27)

Statement of Cash Flows (Contd.)

For the year ended March 31, 2026

	Note	For the year Ended March 31, 2026	For the year ended March 31, 2025
Payment of principal portion of lease liabilities		(1,093)	(807)
Net cash flows used in financing activities		(5,095)	(4,574)
Net (decrease) / increase in Cash and Cash Equivalents		519	(1,527)
Net Cash and Cash equivalents at the beginning of the year		143	1,670
Cash and cash equivalents at the end of the year		662	143
Cash and cash equivalents comprise of the following			
Cash on hand	10(a)	2	2
Balances with banks	10(a)	660	141
Cash and cash equivalents at year end		662	143

The accompanying notes form an integral part of the Financial Statements

Notes:

- i) The above statement of cash flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- ii) Figures in brackets indicate Cash Outflow.
- iii) Refer Note 10A for Change in liabilities arising from financing activities and for non-cash financing and investing activities

As per our report of even date
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

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

per **SONIKA LOGANEY**
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ICSI Membership No: F5088
Place: Noida
Date: April 28, 2026

GULSHAN
Chief Financial Officer

Place: Noida
Date: April 28, 2026

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

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 ("SAMIL") transferred to the Company. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India and is engaged primarily in the manufacture and sale of wiring harness and its 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 approved for issue in accordance with a resolution of the Board of Directors on April 28,2026.

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:

- Defined 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, 2025.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, *The Effects of Changes in Foreign Exchange Rates* to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

This new standard has no impact on the financial statements of the Company.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8.

These new amendments had no impact on classification of Company's liabilities.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

The MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

This new standard had no impact on the financial statements of the Company

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 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 the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

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 sale of services - 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

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

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.

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.

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 balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the 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

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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.

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 2.2.8 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 in substance 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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

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 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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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 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.

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:

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

- 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:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b. Financial assets that are debt instruments and are measured as at FVTOCI
- c. Lease receivables under Ind AS 116
- d. 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
- e. Loan commitments 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:

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

- 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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026**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

* Useful life of certain assets are different than the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on technical evaluation by the management. 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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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.

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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

(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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026**3(a) Property, plant and equipment**

Particulars	Buildings *	Leasehold Improvements	Plant & Machinery	Furniture & fixtures	Office equipments	Computers	Vehicles	Total	Capital work in progress
Gross carrying amount(At cost)									
As at April 01, 2024	654	254	6,114	48	109	432	26	7,637	237
Additions	-	57	1,354	6	24	79	11	1,531	370
Disposals	-	-	(12)	-	(2)	(48)	(4)	(66)	-
Capitalised/transfer	-	43	198	-	1	(2)	-	240	(240)
Closing gross carrying amount	654	354	7,654	54	132	461	33	9,342	367
Accumulated depreciation									
As at April 01, 2024	35	41	3,351	30	80	318	13	3,868	-
Depreciation charge for the year	22	93	709	5	11	80	6	926	-
Disposals	-	-	(9)	-	(2)	(48)	(3)	(62)	-
Closing accumulated depreciation	57	134	4,051	35	89	350	16	4,732	-
Net carrying amount	597	220	3,603	19	43	111	17	4,610	367
Gross carrying amount(At cost)									
As at April 01, 2025	654	354	7,654	54	132	461	33	9,342	367
Additions	-	121	865	8	30	60	13	1,097	813
Disposals	-	-	(14)	0	(4)	(12)	(5)	(35)	-
Capitalised/transfer	-	39	1,006	1	11	106	0	1,163	(1,163)
Closing gross carrying amount	654	514	9,511	63	169	615	41	11,567	17
Accumulated depreciation									
As at April 01, 2025	57	134	4,051	35	89	350	16	4,732	-
Depreciation charge for the year	22	107	844	5	17	95	9	1,099	-
Disposals	-	-	(10)	0	(4)	(12)	(5)	(31)	-
Closing accumulated depreciation	79	241	4,885	40	102	433	20	5,800	-
Net carrying amount	575	273	4,626	23	67	182	21	5,767	17

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

Capital work in progress (CWIP) Ageing Schedule as at March 31, 2026

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	17	-	-	-	17
- Projects temporarily suspended	-	-	-	-	-

Capital work in progress (CWIP) Ageing Schedule as at March 31, 2025

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	367	-	-	-	367
- 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.

On transition to Ind AS (i.e. 1 April 2015), it was elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

As at March 31, 2026 and March 31, 2025 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 leasehold improvements, plant & machinery, furniture & fixtures, office equipments and computers.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

3(b) Right-of-use assets

Particulars	Land	Buildings	Vehicles	Total
Gross carrying amount				
As at April 01, 2024	124	3,846	330	4,300
Additions	-	771	168	939
Disposals	-	-	(27)	(27)
Closing gross carrying amount	124	4,617	471	5,212
Accumulated depreciation				
As at April 01, 2024	41	1,917	114	2,072
Depreciation charge during the year	25	755	83	863
Disposals	-	-	(19)	(19)
Closing accumulated depreciation	66	2,672	178	2,916
Net carrying amount	58	1,945	293	2,296
Gross carrying amount				
As at April 01, 2025	124	4,617	471	5,212
Additions	-	681	115	796
Disposals	-	-	(46)	(46)
Closing gross carrying amount	124	5,298	540	5,962
Accumulated depreciation				
As at April 01, 2025	66	2,672	178	2,916
Depreciation charge during the year	25	934	103	1,062
Disposals	-	-	(43)	(43)
Closing accumulated depreciation	91	3,606	238	3,935
Net carrying amount	33	1,692	302	2,027

Refer note 41 for leases.

4 Loans (at amortised cost)

	March 31, 2026		March 31, 2025	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Loans to employees	63	65	70	67
Total	63	65	70	67

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 STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**5 Trade receivables**

	March 31, 2026	March 31, 2025
	Current	Current
Unsecured, considered good		
- from related parties ¹ (refer note 36)	542	265
- others	18,300	12,172
Unsecured, credit impaired	8	8
	18,850	12,445
Less: Impairment allowance		
Unsecured, credit impaired	8	8
Total	18,842	12,437
¹ Includes receivables from private companies in which Director of the Company is also a Director	145	112

Trade receivables ageing schedule:

Undisputed	Trade Receivables - Considered good		Trade Receivables - Credit impaired	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Current but not due	17,459	11,785	-	-
Outstanding for followings periods from due date of payment				
Less than 6 months	1,324	620	-	-
6 months - 1 year	34	17	-	-
1-2 years	15	12	-	-
2-3 years	9	3	-	-
More than 3 years	1	-	8	8
Total	18,842	12,437	8	8

As at March 31, 2026 and March 31, 2025, 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

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	March 31, 2026	March 31, 2025
As at 1st April	8	8
Provision for expected credit losses	-	-
As at 31 March	8	8

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

6 Other financial assets(at amortised cost)

	March 31, 2026		March 31, 2025	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Security deposits ¹ (refer note 36)	69	577	29	566
Tax recoverable on finished goods in transit	132	-	102	-
Total	201	577	131	566
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, 2026		March 31, 2025	
	Current	Non-current	Current	Non-current
Unsecured, considered good, unless otherwise stated				
Capital advances (refer note 36)	-	30	-	17
Advances recoverable (refer note 36)	70	-	49	-
Prepaid expenses	18	3	35	1
Balances with government authorities	895	-	608	-
Subsidy receivable	0	-	1	106
Total	983	33	693	124

8(a) Deferred tax assets (net)

	March 31, 2026	March 31, 2025
Deferred tax assets		
Employee benefit obligations	390	308
Impairment allowance	2	2
Government grants	1	9
Property, plant and equipment	172	146
Lease liabilities	561	651
Expenses related to demerger	-	21
Deferred tax liabilities		
Right-of-use assets	(490)	(563)
Net deferred tax assets/(liabilities)	636	574

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**Movement in deferred tax assets**

	Movement in deferred tax assets			
	As at April 01, 2025	to profit or (loss)	to other comprehensive income	As at March 31, 2026
Employee benefit obligations	308	58	24	390
Impairment allowance	2	-	-	2
Government grants	9	(8)	-	1
Property, plant and equipment	146	26	-	172
Lease liabilities	651	(90)	-	561
Expenses related to demerger	21	(21)	-	-
Right-of-use assets	(563)	73	-	(490)
	574	38	24	636

	Movement in deferred tax assets			
	As at April 01, 2024	to profit or (loss)	to other comprehensive income	As at March 31, 2025
Employee benefit obligations	235	41	32	308
Impairment allowance	2	-	-	2
Government grants	11	(2)	-	9
Property, plant and equipment	127	19	-	146
Lease liabilities	630	21	-	651
Expenses related to demerger	41	(20)	-	21
Right-of-use assets	(547)	(16)	-	(563)
	499	43	32	574

8(b) Non-current tax assets (net)

	March 31, 2026	March 31, 2025
Non-current tax assets (net)	253	154
	253	154

9 Inventories

At lower of cost or net realisable value

	March 31, 2026	March 31, 2025
Raw materials	11,755	9,122
Work-in-progress	3,041	2,059
Finished goods	2,505	1,643
Total	17,301	12,824

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

	March 31, 2026	March 31, 2025
Inventory include inventory in transit of:		
Raw materials	2,809	1,906
Finished goods	691	426

Amount recognised in statement of profit or loss:

During the year ended March 31, 2026, write down of inventories on account of provision in respect of obsolete/ slow moving items amounted to INR 45 million (March 31, 2025: reversal of write-down amounting INR 331 million). These were recognised as an expense during the year and included in changes in value of raw materials, work-in-progress and finished goods in statement of profit or loss.

10 (a) Cash and cash equivalents

	March 31, 2026	March 31, 2025
Balances with banks:		
- on current accounts	660	141
Cash on hand	2	2
Total	662	143

There are no repatriation restrictions with regards to cash and cash equivalents as at March 31, 2026 and March 31, 2025.

Changes in liabilities arising from financing activities

	April 01, 2025	Cash flow	Non cash		March 31, 2026
			Fair value changes	Other non cash items	
Non current borrowings	95	-	-	(95)	-
Current borrowings**	-	-	-	104	104
Lease liabilities*	2,597	(1,298)	-	929	2,228
Total liabilities from financing activities	2,692	(1,298)	-	938	2,332

	April 01, 2024	Cash flow	Non cash		March 31, 2025
			Fair value changes	Other non cash items	
Non current borrowings	86	-	-	9	95
Lease liabilities*	2,505	(1,019)	-	1,111	2,597
Total liabilities from financing activities	2,591	(1,019)	-	1,120	2,692

*other non cash items includes new leases addition, interest cost and other adjustment in case of lease liabilities.

**other non cash items in non current borrowing includes amount reclassify to current borrowing and interest expense in case of current borrowings.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**Non-cash financing and investing activities**

	March 31, 2026	March 31, 2025
Issuance of Bonus Shares (Refer note 11)	2,211	-
Acquisition of Right-of-use assets (Refer note 3(b))	796	939
Total	3,007	939

10 (b) Other bank balances

	March 31, 2026	March 31, 2025
Unpaid dividend account	30	2,232
Total	30	2,232

Unpaid dividend account are restricted in use as it relates to unclaimed or unpaid dividend.

11 Share Capital

	March 31, 2026	March 31, 2025
Authorised Share Capital		
9,000,000,000 (March 31, 2025 : 9,000,000,000) Equity shares of INR 1 each	9,000	9,000
Issued, subscribed and Fully paid up:		
6,631,661,898 (March 31, 2025 : 4,421,107,932) Equity shares of INR 1 each	6,632	4,421

a. Movement in equity share capital

	Numbers	Amount
As at April 01, 2024	4,421,107,932	4,421
Changes during the year	-	-
As at March 31, 2025	4,421,107,932	4,421
Add: Bonus shares issued*	2,210,553,966	2,211
As at March 31, 2026	6,631,661,898	6,632

* The shareholders of the Company approved the issue of bonus shares through postal ballot on July 7, 2025 in proportion of 1 equity shares for every 2 equity shares held. The bonus equity shares were issued by capitalizing the retained earnings of the Company and had been allotted on July 21, 2025.

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:

	Aggregate number of shares issued in five years	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Equity shares allotted as fully paid bonus shares by capitalization of retained earnings	3,473,727,661	2,210,553,966	-	-	1,263,173,695	-

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

b. Rights, preferences and restrictions attached to equity 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.

Equity shares:	March 31, 2026		March 31, 2025	
	Nos.	%	Nos.	%
Samvardhana Motherson International Limited ("SAMIL")	2,217,076,370	33.43%	1,478,050,914	33.43%
Sumitomo Wiring Systems Limited	1,664,538,310	25.10%	1,109,692,207	25.10%
ICICI Prudential Mutual Fund	355,195,432	5.36%	245,660,231	5.56%

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, 2026

Promoter Name	No. of shares at the beginning of the year	Bonus shares issued	No. of shares at the end of the year	% of Total Shares	% change during the year
Promoters:					
Vivek Chaand Sehgal	102,431,562	51,215,781	153,647,343	2.32%	50%
Laksh Vaaman Sehgal	105,232	52,616	157,848	0.00%	50%
Samvardhana Motherson International Limited ("SAMIL")	1,478,050,914	739,025,456	2,217,076,370	33.43%	50%
Sumitomo Wiring Systems Limited	1,109,692,207	554,846,103	1,664,538,310	25.10%	50%
Promoters Group:					
Geeta Soni	12,054,459	6,027,229	18,081,688	0.27%	50%
Nilu Mehra	11,017,566	5,508,783	16,526,349	0.25%	50%
Vidhi Sehgal	105,059	52,529	157,588	0.00%	50%
H.K. Wiring Systems, Limited	10,724,491	5,362,245	16,086,736	0.24%	50%
Radha Rani Holdings Pte Ltd	4,819,672	2,409,836	7,229,508	0.11%	50%

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**Equity shares of INR 1 each fully paid as at March 31, 2025**

Promoter Name	No. of shares at the beginning of the year	Change during the year	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	105,060	105,232	0.00%	61081%*
Samvardhana Motherson International Limited ("SAMIL")	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%	(100)%*
Nilu Mehra	11,017,566	-	11,017,566	0.25%	0%
Vidhi Sehgal	-	105,059	105,059	0.00%	100%*
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%

*Note : 105,060 shares transmitted to Mr. Laksh Vaaman Sehgal (son of Late Smt. Renu Alka Sehgal) and 105,059 shares transmitted to Ms. Vidhi Sehgal Chopra (daughter of Late Smt. Renu Alka Sehgal) on March 26, 2025 due to sad demise of Late Smt. Renu Alka Sehgal.

12 Other Equity**Reserve and surplus**

	March 31, 2026	March 31, 2025
Capital reserve	3,943	3,943
Retained earnings	11,042	8,619
Total reserve and surplus	14,985	12,562

(i) Capital reserve

	March 31, 2026	March 31, 2025
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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**(ii) Retained earnings**

	March 31, 2026	March 31, 2025
Opening balance	8,619	8,404
Additions during the year	6,252	6,059
Re-measurement gains/ (losses) on defined benefit plans, net of tax	(71)	(97)
Dividend (refer note 35)	(1,547)	(5,747)
Issue of bonus shares without consideration	(2,211)	-
Closing balance	11,042	8,619

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 gains / (losses) 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	
	March 31, 2026	March 31, 2025
Unsecured		
Term Loans		
Indian rupee loan from other than banks ¹	-	95
Total	-	95

13 (b) Current borrowings

	March 31, 2026	March 31, 2025
Unsecured		
Term Loans		
Indian rupee loan from other than banks ¹	104	
Total	104	-

¹ Interest free loan from Pradeshiya Industrial & Investment Corporation of U.P. Ltd. (PICUP) of INR 111 million (undiscounted) 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, 2026	March 31, 2025
Non-current		
Retention money (refer note 36)	1	7
Security deposit received	3	3
Security deposit received against leased vehicle provided to employees	139	151
Total	143	161

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

	March 31, 2026	March 31, 2025
Current		
Unpaid dividend	30	2,232
Payables relating to purchase of property, plant & equipments (refer note 36)	192	283
Employee benefits payable	1,084	1,008
Security deposit received against leased vehicle provided to employees	66	32
Total	1,372	3,555

As of now, there are no amount that are due for transfer to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at March 31, 2026 and March 31, 2025.

15 Trade payables

	March 31, 2026	March 31, 2025
Total outstanding dues of micro enterprises and small enterprises (refer note 43)	1,105	450
Total outstanding dues of creditors other than micro enterprises and small enterprises	18,723	11,338
Total	19,828	11,788
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, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Current but not due	1,089	448	13,398	8,721
Outstanding for followings periods from due date of payment				
Less than 1 year	16	2	5,307	2,590
1-2 years	-	-	2	8
2-3 years	-	-	1	19
More than 3 years	-	-	15	-
Total	1,105	450	18,723	11,338

As at March 31, 2026 and March 31, 2025, 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, 2026	March 31, 2025
Warranties	5	4
Total	5	4

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**Warranties**

Provision for warranties 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:

	Warranties	
	March 31, 2026	March 31, 2025
Opening Balance	4	14
Addition/(Charge) during the year	1	(10)
Closing Balance	5	4

17 Employee benefit obligations

	March 31, 2026		March 31, 2025	
	Current	Non-current	Current	Non-current
Gratuity	251	658	670	-
Compensated absences	200	339	176	279
Total	451	997	846	279

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 gratuity 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, 2026	March 31, 2025
Obligations at beginning of the year	1,473	1,143
Service Cost - Current	147	148
Interest expense	91	79
Amount recognised in profit or loss	238	227
Remeasurements		
Actuarial (gain)/ loss from change in financial assumption	(14)	57
Experience (gain)/loss	109	77
Amount recognised in other comprehensive income	95	134
Payment Directly made by company:		
Benefit payments	(41)	(31)
Addition/ (deletion) due to transfer of employee	-	-
Obligations at year end	1,765	1,473

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**(ii) Fair Value of Plan Assets**

	March 31, 2026	March 31, 2025
Plan assets at year beginning of the year, at fair value	803	746
Interest income	53	52
Amount recognised in profit or loss	53	52
Remeasurements		
Actuarial (gain)/ loss from change in financial assumption	-	-
Return on plan assets, excluding amount included in interest income	-	5
Amount recognised in other comprehensive income	-	5
Payment from plan:		
Benefit payments	0	-
Contributions:		
Employers	-	-
Actualisation adjustment	-	-
Plan assets at year end, at fair value	856	803

(iii) Assets and Liabilities recognized in the Balance Sheet

	March 31, 2026	March 31, 2025
Present Value of the defined benefit obligations	1,765	1,473
Fair value of the plan assets	856	803
Amount recognized as Liability	909	670

(iv) Defined benefit obligations cost for the year:

	March 31, 2026	March 31, 2025
Service Cost - Current	147	148
Interest Cost (Net)	38	27
Reimbursements paid (refer note 31)	36	40
Actuarial (gain)/ loss	95	129
Net defined benefit obligations cost	316	344

(v) Investment details of Plan Assets

The details of investments of plan assets are as follows:

	March 31, 2026	March 31, 2025
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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(vi) Actuarial assumptions:

	March 31, 2026	March 31, 2025
Discount rate per annum	6.6%	6.5%
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 year:

	March 31, 2026	March 31, 2025
Defined benefit obligations	1,765	1,473
Plan assets	(856)	(803)
Deficit/(Surplus)	909	670

(viii) Expected Contribution to the Fund in the next year

	For the year ended	
	March 31, 2026	March 31, 2025
Gratuity	251	790

(ix) Sensitivity Analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is :

	Change in Assumption	Impact	Increase in Assumption	Impact	Decrease in Assumption
March 31, 2026					
Discount rate per annum	1.00%	Decrease by	127	Increase by	147
Future salary increases	1.00%	Increase by	147	Decrease by	130
March 31, 2025					
Discount rate per annum	1.00%	Decrease by	109	Increase by	126
Future salary increases	1.00%	Increase by	126	Decrease by	112

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 separation from employment. 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:

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

- (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 8 years (March 31, 2025: 8 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, 2026	251	152	489	1,036	1,928
Defined benefit obligation (gratuity)					
March 31, 2025	120	119	440	864	1,543
Defined benefit obligation (gratuity)					

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 25):

	For the year ended March 31, 2026	For the year ended March 31, 2025
Provident fund paid to the authorities	638	575
Employee state insurance paid to the authorities	135	118
Contribution to other funds (Employee welfare etc.)	1	1
	774	694

- C** On 21 November 2025, the Government of India notified four Labour Codes, namely the Code on Wages, 2019, the Code on Social Security, 2020, the Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the "Labour Codes"), consolidating 29 erstwhile labour laws. Subsequently, the Ministry of Labour & Employment issued draft Central Rules and FAQs to facilitate assessment of the financial implications arising from changes in the regulatory framework.

Based on management's assessment of the impact of the notified provisions of the Labour Codes, supported by draft Rules, FAQs and external legal opinion, the Company has determined that these changes do not result into a material impact on obligation towards gratuity and compensated absences liabilities.

The Company continues to monitor the issuance and finalisation of Central and State Rules and further clarifications from the Government in respect of other aspects of the Labour Codes. Any additional impact arising from such developments will be assessed and appropriately accounted for in the Financial Statements as and when such rules are notified or clarifications are issued.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**18 Government grants**

	March 31, 2026	March 31, 2025
Opening balance	143	151
Addition / (deletion) during the year	(53)	-
Released to profit and loss	(86)	(8)
Closing balance	4	143
	March 31, 2026	March 31, 2025
Current	4	18
Non-current	-	125
Total	4	143

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 Current tax liabilities(net)

	March 31, 2026	March 31, 2025
Current tax liabilities (net)	-	10
	-	10

20 Other current liabilities

	March 31, 2026	March 31, 2025
Statutory dues including provident fund and tax deducted at source	339	455
Advances received from customers - contract liabilities (refer note 37)	337	372
Liability towards corporate social responsibility	32	-
Total	708	827

21 (a) Revenue from contract with customers

	For the year ended March 31, 2026	For the year ended March 31, 2025
Sales of products		
Finished goods	113,564	92,434
Sale of services	723	282
Total revenue from contract with customers	114,287	92,716

Note: There is no material difference between the contract price and the revenue from contract with customers.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**21 (b) Other operating revenue**

	For the year ended March 31, 2026	For the year ended March 31, 2025
Scrap sales	330	297
Liabilities written back to the extent no longer required	28	-
Exchange fluctuation (net)	45	180
Government grants (refer note 18)	86	-
Others	0	1
Total	489	478

Segment information is disclosed in note 37

22 Other income

	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest income from financial assets at amortised cost	34	118
Gain on disposal of property, plant and equipment (net)	5	2
Government grants (refer note 18)	-	8
Total	39	128

23 Cost of materials consumed

	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening stock of raw materials	7,217	6,180
Add : Purchases of raw materials	80,990	61,800
Less: Closing stock of raw materials	8,946	7,217
Total	79,261	60,763

24 Changes in inventory of finished goods and work in progress

	For the year ended March 31, 2026	For the year ended March 31, 2025
Stock at the beginning of the year:		
Finished goods	1,643	1,598
Work-in-progress	2,059	2,104
Total A	3,702	3,702
Stock at the end of the year:		
Finished goods	2,505	1,643
Work-in-progress	3,041	2,059
Total B	5,546	3,702
(Increase)/ decrease in stocks		
Finished goods	(862)	(45)
Work-in-progress	(982)	45
(Increase)/ decrease in inventories of finish goods and work in progress (A-B)	(1,844)	-

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

25 Employee benefits expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages & bonus	17,037	13,797
Contribution to provident & other fund (refer note 17)	774	694
Gratuity (refer note 17)	221	214
Staff welfare expenses	1,686	1,328
Total	19,718	16,033

Note: Includes expenses reimbursed (refer note 31)

26 Other expenses

	For the year ended March 31, 2026	For the year ended March 31, 2025
Electricity, water and fuel	411	363
Repairs and maintenance:		
Machinery	595	576
Building	572	500
Others	158	157
Consumption of stores and spare parts	1,269	1,269
Conversion charges	16	15
Lease rent (refer note 41)	178	167
Rates and taxes	18	16
Security service expenses	219	185
Insurance	103	124
Travelling	149	186
Freight & forwarding	518	400
Royalty	609	545
Commission	29	24
Bad debt/ advances written off	2	0
Legal & professional expenses (Refer note (a) below)	914	726
Management fee	609	545
Corporate Social Responsibility (Refer note (b) below)	154	138
Miscellaneous expenses	514	499
Total	7,037	6,435

Note: Includes expenses reimbursed (refer note 31)

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026**(a) Payment to auditors:**

	For the year ended March 31, 2026	For the year ended March 31, 2025
As Auditor:		
Audit fees (including limited review)	9	8
Other services (certification)	3	3
Reimbursement of expenses	1	1
Total	13	12

(b) Corporate Social Responsibility Expenditure:

	For the year ended March 31, 2026	For the year ended March 31, 2025
Amount required to be spent as per Section 135 of the Companies Act, 2013	154	138
Amount spent during the year on:		
i) Construction/acquisition of asset	-	-
ii) Purpose other than (i) above	122	82
	122	82
Amount yet to be spent for which provision is considered in the financial statements	32	56
Corporate Social Responsibility Expenditure		
From related party		
Contribution to Swarn Lata Motherson Trust	122	81
Other than related party		
Contribution for promotion of education & other initiatives	0	1
	122	82

Note for Ongoing Projects and others	For the year ended March 31, 2026	
	In case of Section 135(6) (Ongoing Project)	In case of Section 135(5) (Other than Ongoing Project)
Opening Balance		
With Company	56	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	-
Amount required to be spent during the year	154	0
Amount spent during the year		
From Company's bank A/c	(178)	0
Closing Balance	32	0
With Company	32	-

In respect of ongoing projects, the Company has transferred unspent amount to a special account on April 27,2026 in compliance with provisions of sub section (6) of section 135 of the Companies Act.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

Note for Ongoing Projects and others	For the year ended March 31, 2025	
	In case of Section 135(6) (Ongoing Project)	In case of Section 135(5) (Other than Ongoing Project)
Opening Balance		
With Company	23	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	-
Amount required to be spent during the year	126	12
Amount spent during the year		
From Company's bank A/c	(93)	(12)
Closing Balance	56	-
With Company	56	-

27 Finance costs

	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on borrowings	50	31
Interest on lease liabilities (refer note 41)	205	212
Other finance costs	8	4
Total	263	247

28 Depreciation expense

	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment (refer note 3(a))	1,099	926
Depreciation on right of use assets (refer note 3(b))	1,062	863
Total	2,161	1,789

29 Income tax expense**(a) Income tax expense**

	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax		
Current income tax	2,053	2,039
Adjustments for current tax of prior years	(48)	-
Total current tax expense	2,005	2,039
Deferred tax (refer note 8(a))		
Decrease/ (increase) in deferred tax assets (net)	(38)	(43)
Total deferred tax expense / (benefit)	(38)	(43)
Income tax expense	1,967	1,996
Income tax expense is attributable to:		
Profit from operations	1,967	1,996
	1,967	1,996

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026**(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate**

	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before tax	8,219	8,055
Tax at India's tax rate of 25.168% (March 2025: 25.168%)	2,069	2,027
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expenses related to corporate social responsibility and donations	41	37
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income:		
Deduction in respect of employment of new employees	(107)	(92)
Adjustments for tax of prior periods	(48)	-
Other adjustments	12	24
Income tax expense of operations	1,967	1,996

30 Earnings per share

	March 31, 2026	March 31, 2025
a) Basic		
Net profit after tax available for equity Shareholders	6,252	6,059
Weighted average number of equity shares used to compute basic earnings per share (refer note ii below)	6,631,661,898	6,631,661,898
Basic earnings (in INR) per Share of INR 1 each. (March 31, 2025: INR 1 each)	0.94	0.91
b) Diluted (Refer note (i) below)		
Net profit after tax available for equity Shareholders	6,252	6,059
Weighted average number of equity shares used to compute diluted earnings per share	6,631,661,898	6,631,661,898
Diluted earnings (in INR) per share of INR 1 each. (March 31, 2025: INR 1 each)	0.94	0.91

- (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.
- (ii) The shareholders of the Company approved the issue of bonus shares through postal ballot on July 7, 2025 in proportion of 1 equity shares for every 2 equity shares held . The bonus equity shares were issued by capitalizing the retained earnings of the Company and had been allotted on July 21, 2025. In accordance with Ind AS 33 Earnings per share,the basic and diluted earning per share have been adjusted for previous year presented to reflect the bonus issue.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

- 31** Pursuant to the functional support agreement with Samvardhana Motherson International Limited ("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, 2026	For the year ended March 31, 2025
	Employee benefits expense (refer note 25)		
	Salary, wages & bonus	612	529
	Contribution to provident & other fund	45	39
	Gratuity	36	40
	Staff welfare expenses	13	16
A	Total Employee benefits expense	706	624
	Other expenses (refer note 26)		
	Electricity, water and fuel	16	13
	Repairs and maintenance:		
	Machinery	3	3
	Building	4	4
	Others	21	19
	Consumption of stores and spare parts	5	5
	Rent	74	70
	Rates and taxes	0	-
	Insurance	7	4
	Travelling	19	20
	Freight & forwarding	0	0
	Legal & professional expenses	256	233
	Miscellaneous expenses	47	47
B	Total Other expenses	452	418
	Total Shared cost (A+B)	1,158	1,042

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

32 Fair value measurements

Financial instruments by category

	March 31, 2026			March 31, 2025		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial assets						
Trade receivables	-	-	18,842	-	-	12,437
Loans	-	-	128	-	-	137
Cash and cash equivalents and other bank balances	-	-	692	-	-	2,375
Other financial assets	-	-	778	-	-	697
Total financial assets	-	-	20,440	-	-	15,646
Financial liabilities						
Borrowings	-	-	104	-	-	95
Lease liabilities	-	-	2,228	-	-	2,597
Trade payables	-	-	19,828	-	-	11,788
Other financial liabilities	-	-	1,515	-	-	3,716
Total financial liabilities	-	-	23,675	-	-	18,196

- i. The carrying amounts of current financial assets and current financial liabilities i.e. trade receivables, loans, other financial assets, lease liabilities, 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, 2026		March 31, 2025	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets¹				
Loan to employees	65	65	67	67
Other financial assets	577	577	566	566
	642	642	633	633
Financial liabilities¹				
Borrowings	-	-	95	95
Lease liabilities	1,153	1,153	1,577	1,577
Other financial liabilities	143	143	161	161
	1,296	1,296	1,833	1,833

¹ The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

- ii. The carrying amounts of trade receivables, loans, cash and cash equivalents, other financial assets and trade payables are considered to be the same as their face values.

Fair value hierarchy

Financial assets and liabilities as at March 31, 2026

	Level 1	Level 2	Level 3	Total
Financial assets	-	-	-	-
Total financial assets	-	-	-	-
Financial liabilities				
Borrowings	-	-	104	104
Lease liabilities	-	-	2,228	2,228
Other financial liabilities	-	-	1,515	1,515
Total financial liabilities	-	-	3,847	3,847

Financial assets and liabilities as at March 31, 2025

	Level 1	Level 2	Level 3	Total
Financial assets	-	-	-	-
Financial liabilities				
Borrowings	-	-	95	95
Lease liabilities	-	-	2,597	2,597
Other financial liabilities	-	-	3,716	3,716
Total financial liabilities	-	-	6,408	6,408

Level 1: 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.

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.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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: commodity price risk, foreign currency risk and interest rate risk. 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 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, 2026		March 31, 2025	
	Payable / (Receivable)		Payable / (Receivable)	
	Amount in Foreign currency in million	Amount in INR million	Amount in Foreign currency in million	Amount in INR million
CHF	0	3	0	29
CNY	4	60	2	26
EUR	8	924	6	533
GBP	0	5	0	19
JPY	3,442	2,065	2,268	1,299
SEK	0	0	0	0
SGD	0	1	0	11
THB	35	103	40	101
USD	19	1,798	12	1,048

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**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, 2026	March 31, 2025
Increase by 1% in forex rate	(50)	(31)
Decrease by 1% in forex rate	50	31

c. Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. There is no borrowing taken by the company, hence there is no interest rate risk.

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 5 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, 2026	March 31, 2025
Floating rate		
- Expiring within one year (cash credit and other facilities)	5,339	4,858

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**(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, 2026 and March 31, 2025:

Year Ended March 31, 2026	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	111	-	-	111
Trade payables	19,828	-	-	19,828
Other financial liabilities	1,372	143	-	1,515
Lease liabilities	1,207	1,288	8	2,503
Total non-derivative liabilities	22,518	1,431	8	23,957

Year Ended March 31, 2025	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	-	111	-	111
Trade payables	11,788	-	-	11,788
Other financial liabilities	3,555	161	-	3,716
Lease liabilities	1,187	1,666	41	2,894
Total non-derivative liabilities	16,530	1,938	41	18,509

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, 2026	March 31, 2025
Net Debt	1,670	2,549
EBITDA	10,609	9,973
Net Debt to EBITDA	0.16	0.26

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2026 and 31 March 2025.

(b) Loan covenants

Under the terms of the borrowing facilities, the Company is required to comply with certain covenants and the Company has complied with those covenants throughout the period.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**35 Distribution made and proposed**

	March 31, 2026	March 31, 2025
Cash dividends on equity shares declared and paid		
Final cash dividend paid during the year ended March 31, 2026: INR 0.35 (March 31, 2025: INR 0.80) per share	1,547	3,537
Interim cash dividend during the year ended March 31, 2026: INR NIL (March 31, 2025: INR 0.50) per share*	-	2,210
	1,547	5,747

*subsequently paid on April 15, 2025

Proposed final dividends on Equity shares		
Proposed final cash dividend for the year ended on March 31, 2026: INR 0.58 (March 31, 2025: INR 0.35) per share	3,846	1,547
	3,846	1,547

The Board of Directors have recommended a final dividend of INR 0.58 per share (58% on an equity share of INR 1 each) for the year ended March 31, 2026. 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.

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, 2026	March 31, 2025
Samvardhana Motherson International Limited ("SAMIL")	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

- 1 Adventure Auto Car India Limited
- 2 AEES Inc.
- 3 Anest Iwata Motherson Private Limited
- 4 Edcol Global Pte. Limited
- 5 Fritzmeier Motherson Cabin Engineering Private Limited
- 6 H.K. Wiring Systems LTD,
- 7 Highly Marelli Motherson Thermal Solutions Pvt Ltd (Formerly known as Calsonic Kansei Motherson Auto Products Pvt. Ltd.)
- 8 Kyungshin Cable Co. Ltd.
- 9 Kyungshin Corporation, Korea
- 10 Kyungshin Industrial Motherson Pvt. Ltd.
- 11 Marelli Motherson Automotive Lighting India Private Ltd.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

- 12 Matsui Technologies India Limited
- 13 Motherson (Partnership Firm)
- 14 Motherson Air Travel Agencies Ltd.
- 15 Motherson Auto Limited
- 16 Motherson Bergstrom HVAC Solutions Private Limited
- 17 Motherson Lease Solution Limited
- 18 Motherson Technology Services Limited
- 19 MSSL (GB) Limited
- 20 MSSL Japan Limited
- 21 MSSL Korea WH Ltd
- 22 MSSL México, S.A. De C.V.
- 23 MSSL Mideast (FZE)
- 24 MSSL Tooling (FZE)
- 25 MSSL WH System (Thailand) Co.Ltd.
- 26 MSSL Wiring System Inc., USA
- 27 Nirvana Niche Products Private Limited
- 28 PK Cables do Brasil Ltda
- 29 PKC Eesti AS
- 30 PKC Group Poland Sp. z o.o.
- 31 PKC Vehicle Technology (Suzhou) Co., Ltd.
- 32 Radha Rani Holdings Pte Ltd
- 33 Samvardhana Motherson Adsys Tech Limited
- 34 Samvardhana Motherson Auto System Private Limited
- 35 Samvardhana Motherson Global Carriers Limited
- 36 SE Bordnetze-Polska Sp.zo.o.
- 37 SEWS Components & Electronics Europe Ltd.
- 38 SEWS Romania Srl
- 39 SMR Automotive Systems India Limited
- 40 SMRC Automotive Products India Limited
- 41 Spheros Motherson Thermal Systems Ltd.
- 42 Spirited Auto Cars (I) Limited
- 43 Sumi Vietnam Wiring Systems Co.,Ltd.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

- 44 Sumitomo Electric Asia Pacific Pte. Ltd.
 45 Sumitomo Electric Automotive Products (Singapore) Pte.Ltd.
 46 Sumitomo Electric Wiring Systems, Inc
 47 Sumitomo Wiring Systems(U.S.A.)Inc
 48 Swarn Lata Motherson Trust
 49 Systematic Conscom Limited
 50 Youngshin Motherson Auto Tech Limited
 51 Wisetime OY
 52 Motherson Innovations Tech Limited
 53 Samvardhana Motherson Auto Component Private Limited
 54 Sumiden International Trading(H.K.)Co.,Ltd.
 55 PKC SEGU Systemelektrik GmbH

II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in 36 (I) above:**(a) Key management personnel compensation**

	March 31, 2026	March 31, 2025
Short-term employee benefits	47	45
Directors commission/sitting fees	31	27
Post-employment benefits payable	27	23
Long-term employee benefits payable	8	7

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.

(b) Transactions with related parties

S. No.	Particulars	Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
1	Sale of products	-	-	958	1,116	1,048	968
2	Sale of services	-	-	18	22	0	0
3	Purchase of goods	-	-	52,434	38,873	2,163	2,202
4	Purchase of property, plant and equipments	-	-	229	122	479	420
5	Purchase of services	-	-	990	853	822	742
6	Rent expense	-	-	4	3	58	51
7	Payment of lease liability	-	-	951	827	203	174

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

S. No.	Particulars	Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
8	Reimbursement made of common costs (refer note 31)	-	-	1,158	1,042	-	-
9	Other reimbursement made	-	-	47	71	3	2
10	Reimbursement received	-	-	35	50	1	3
11	Contribution made for CSR Activity	-	-	-	-	178	81
12	Royalty	-	-	609	545	-	-
13	Dividend paid	87	82	2,200	2,070	33	31
14	Security deposits given	-	-	45	60	49	61
15	Security deposits received back	-	-	-	-	24	40
16	Advance given	-	-	-	-	5	-

(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, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
1	Trade payables	25	0	11,080	6,407	609	574
2	Trade receivables	-	-	278	48	264	217
3	Advances recoverable	-	-	7	6	3	1
4	Payables relating to purchase of property, plant & equipments	-	-	120	-	21	-
5	Retention Money	-	-	-	-	1	-
6	Capital advance given	-	-	-	-	5	-

(d) Movement of security deposit given to related parties

S. No.	Particulars	Key Management personnel		Joint control over the entity		Other related parties	
		March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
1	Security deposits given:						
	Beginning of the year	-	-	342	278	212	190
	Security deposit given	-	-	45	60	49	61
	Right of use created on addition	-	-	(15)	(18)	(41)	-
	Security deposits received back	-	-	-	-	(24)	(40)
	Interest income	-	-	26	22	1	1
	End of the year	-	-	398	342	197	212

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

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, 2026	For the year ended March 31, 2025
Sales of goods	113,564	92,434
Sale of services	723	282
Other operating revenue	489	478
Total revenue from operations	114,776	93,194

	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from Operations		
India	114,745	93,174
Outside India	31	20
	114,776	93,194

	For the year ended March 31, 2026	For the year ended March 31, 2025
Timing of revenue recognition		
At a point in time	114,776	93,194
Over a period of time	-	-
Total revenue from operations	114,776	93,194

ii) Segment Assets

Total of non-current assets other than financial assets, non current tax assets and deferred tax assets broken down by location of the assets is shown below:

	As at March 31, 2026	As at March 31, 2025
India	7,844	7,397
Outside India	-	-
	7,844	7,397

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

iii)		For the year ended March 31, 2026	For the year ended March 31, 2025
	Capital expenditure	2,014	1,718

- 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, 2026	For the year ended March 31, 2025
Customer 1	47,143	36,471
Customer 2	18,372	11,505

B. Contract balances

Table below provides information on revenue recognised from :

	March 31, 2026	March 31, 2025
Amounts included in contract liabilities at the beginning of the year	358	259

The table below represents summary of contract assets and liabilities relating to contracts with customers :

	March 31, 2026	March 31, 2025
Trade Receivables (refer note 5)	18,842	12,437
Contract liabilities (refer note 20)	337	372

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, 2026	March 31, 2025
Property, plant and equipment		
Estimated value of contracts in capital account remaining to be executed, (net of advances of INR 30 million (March 31, 2025: INR 17 million))	430	1,025
Total	430	1,025

39 Contingent liabilities:**Claims against the Company not acknowledged as debts**

		March 31, 2026	March 31, 2025
a)	Customs, Service tax and Goods & Services Tax matters*	375	405
b)	Claims made by workmen	33	30

*Against which Company has not given any bank guarantees

- a) The Company does not expect any reimbursements in respect of the above contingent liabilities.
b) The Company has assessed that it is only possible but not probable that outflow of economic resources will be required.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

40 Disclosure of ratios as required under Schedule III of the Companies Act, 2013

	March 31, 2026	March 31, 2025	% Change	Remarks
(a) Current ratio (in times) [Current assets / Current liabilities]	1.62	1.58	2.4%	#
(b) Debt equity ratio (in times) [Total Debt / Total Equity] Total Debt = Long term borrowing including current maturities + short term borrowing + Lease liabilities	0.11	0.16	-31.9%	The Debt-Equity ratio declined year-on-year primarily due to scheduled repayment of lease liabilities, along with an increase in net worth arising from profits retained in the business
(c) Debt service coverage ratio (in times) [(Net Profit after taxes + Non cash operating expenses) / (Interest & Lease Payments + Principal Repayments)]	5.92	7.53	-21.3%	#
(d) Return on Equity ratio (in times) [Net Profits after taxes / Average Total Equity]	0.32	0.36	-9.8%	#
(e) Inventory turnover (in times) [Cost of goods sold / Average inventory]	5.14	5.02	2.4%	#
(f) Trade Receivable Turnover (in times) [Revenue from contract with customers / Average trade receivables]	7.31	8.67	-15.7%	#
(g) Trade Payable Turnover (in times) [Purchase of goods / Average trade payable]	5.12	5.88	-12.8%	#
(h) Net Capital Turnover (in times) [Revenue from contract with customers / (Current assets - Current liabilities)]	7.86	8.86	-11.3%	#
(i) Net profit margin (%) [Net Profit / Revenue from operations]	5.4%	6.5%	-16.2%	#
(j) Return on Capital Employed (%) [Earnings before finance cost, interest income and taxes / Average Capital Employed] Capital Employed = Total equity + Total Debt	38.7%	41.9%	-7.6%	#
(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 if any.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**41 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 land/premises leases.

	March 31, 2026	March 31, 2025
Current lease liabilities	1,075	1,020
Non-current lease liabilities	1,153	1,577
	2,228	2,597

Amount recognised in statement of profit and loss during the year on account of Ind AS 116

	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on lease liabilities (included in finance cost)	205	212
Depreciation of right of use assets	1,062	863
Total outflow for leases	1,298	1,019
Other items included in statement of profit and loss during the year:		
Short term and low value lease payments	178	167

The maturity analysis of lease liabilities is disclosed in note 33.

42 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 in current year as well as previous year.
- (ii) The Company does not have any charges or satisfaction that is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- (iv) 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
- (v) 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
- (vi) 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)
- (vii) The Company is not declared wilful defaulter by any bank or financial institution or other lender.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026**43 Dues to micro enterprises 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, 2026	March 31, 2025
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro enterprises and small enterprises	1,105	450
Interest due on above	0	0
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	8	5
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

- 44** The Company has used two accounting software(s) 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 software(s). Further there was no instance of audit trail feature being tampered with respect to the accounting software(s). The audit trail of relevant prior years has been preserved by the Company as per the statutory requirements for record retention, to the extent it was enabled and recorded in the respective years.

45 Events after the reporting period

The board of directors in their meeting dated April 28, 2026; have proposed dividend which is subject to the approval by the shareholders at the annual general meeting. Refer note 35 for details.

- 46** The Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on December 18, 2025 and December 19, 2025, approved the Motherson Sumi Wiring India Limited – Employee Stock Option Scheme 2025, in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for the benefit of eligible employees of the Company. The said Scheme was thereafter approved by the members of the Company by way of Postal Ballot on February 28, 2026.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2026

47 Standards notified but not yet effective

The amendments to the standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these amendments to the standards, when they become effective.

Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period

Ind AS 10 has been amended to remove the previous treatment under which a lender's post reporting date waiver—granted before the financial statements were approved for issue—of a breach of a material covenant in a long term loan arrangement that occurred on or before the end of the reporting period, resulting in the liability becoming payable on demand at the reporting date, was regarded as an adjusting event.

For annual reporting periods beginning on or after 1 April 2026, any breach of a covenant, whether material or immaterial occurring on or before the reporting date will, in accordance with Ind AS 1, require the related liability to be classified as current, unless the lender has granted a waiver of the breach on or before the reporting date and has agreed not to demand repayment for at least 12 months after the reporting date as a consequence of the breach. Such a waiver shall be treated as an adjusting event.

The amendments are effective for annual reporting periods beginning on or after 1 April 2026 retrospectively in accordance with Ind AS 8.

48 Amounts appearing as zero "0" in the financial statements are below the rounding off norm adopted by the Company.

49 Figures of previous year / periods have been reclassified / regrouped /restated, wherever necessary.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

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

per **SONIKA LOGANEY**
Partner
Membership No.: 502220

V.C. SEHGAL
Chairman
DIN: 00291126
Place: Bruchköbel, Germany
Date: April 28, 2026

ANURAG GAHLOT
Whole-time Director/
Chief Operating Officer
DIN: 09455743
Place: Noida
Date: April 28, 2026

Place: Noida
Date: April 28, 2026

POOJA MEHRA
Company Secretary
ICSI Membership No: F5088
Place: Noida
Date: April 28, 2026

GULSHAN
Chief Financial Officer
Place: Noida
Date: April 28, 2026



Annexure forming part of Annual Report for FY 2025-26

Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“SBEB Regulations”) and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for financial year 2025-26

- A) Relevant disclosures in terms of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share- based payments' issued in that regards from time to time:**

Please refer applicable disclosure Note No. 46 of the notes to accounts forming part of the Financial Statement for the Financial Year 2025-26.

- B) Diluted Earnings Per Share (“EPS”) on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 – EPS' issued by Central Government or any other relevant accounting standards as issued from time to time:**

Please refer applicable disclosure Note No. 46 of the notes to accounts forming part of the Financial Statement for the Financial Year 2025-26.

- C) Details related to Employee Stock Option Plan (“ESOP”):**

- (i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including:

S.No	Description	'Motherson Sumi Wiring India Limited– Employee Stock Option Scheme 2025'
1.	Date of Shareholders' approval	The Shareholders of the company have approved ESOP 2025 by way of Special Resolution through Postal Ballot effective from February 28, 2026
2.	Total Number of Options approved under ESOP	Upto 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”)
3.	Vesting Requirements	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.
4.	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.
5.	Maximum Term of Options Granted	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.
6.	Source of shares	The Scheme contemplates acquisition of Shares not exceeding 1,55,00,000 (One Crores Fifty-Five Lacs) from the secondary acquisition through the Trust.
7.	Variation in terms of options	NIL

- (ii) Method used to account for ESOP - Intrinsic or fair value:

Please refer applicable disclosure Note No. 46 of the notes to accounts forming part of the Financial Statement for the Financial Year 2025-26.

- (iii) Where the Company opts for expensing of the options using the intrinsic value of the options, 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 shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed:

No options were granted during the Financial Year 2025-26.

(iv) Option movement during the year 2025-26 (for each ESOP):

Particulars	ESOP 2025
Number of options outstanding at the beginning of the year	Not Applicable*
Number of options granted during the year	Not Applicable*
Number of options forfeited, cancelled / lapsed during the year	Not Applicable*
Number of options vested during the year	Not Applicable*
Number of options exercised during the year	Not Applicable*
Number of shares arising as a result of exercise of options during the year	Not Applicable*
Money realized by exercise of options during the year (INR), if scheme is implemented directly by the Company	Not Applicable*
Loan repaid by the Trust during the year from exercise price received	Not Applicable*
Number of options outstanding at the end of the year	Not Applicable*
No options were granted during the financial year 2025-26.	Not Applicable*

* No options were granted during the Financial Year 2025-26.

(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock:

Not Applicable, as no options were granted during the Financial Year 2025-26.

Employee wise details (name of employee, designation, number of options granted during the year financial year 2025-26, exercise price) of options granted to: NOT APPLICABLE as No options were granted during the Financial Year 2025-26.

a) senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: Nil

b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year financial year 2025-2026: Nil

c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: Nil

(vi) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: No options were granted during the financial year 2025-26.

a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model: Not Applicable

b) the method used and the assumptions made to incorporate the effects of expected early exercise: Not Applicable

c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility: Not Applicable

d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition: Not Applicable

Disclosures in respect of grants made in three years prior to IPO under each ESOP:

Not Applicable.

DETAILS OF TRUST

(i) Details related to Trust:

S.No	Particulars	Details
1.	Name of the Trust	MSWIL ESOP Trust
2.	Details of the Trustees	(i) Mr. Arjun Puri (ii) Mr. Gautam Mukherjee
3.	Amount of loan disbursed by the Company / any Company in the group, during the year 2025-26	NIL
4.	Amount of loan outstanding (repayable to the Company / any Company in the group) as at the end of the year	NIL
5.	Amount of loan, if any, taken from any other source for which the Company / any Company in the group has provided any security or guarantee	NIL
6.	Any other contribution made to the Trust during the year	NIL

(ii) Brief details of transactions in shares by the Trust:

S.No	Particulars	Details
1.	Number of shares held at the beginning of the year	NIL
2.	Number of shares acquired during the year through (i) Primary issuance (ii) Secondary Acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	NIL
3.	Number of shares transferred to the employees / sold along with purpose thereof	NIL
4.	Number of shares held at the end of the year	NIL

(iii) In case of Secondary Acquisition of shares by the Trust:

S.No	Particulars	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholder's approval was obtained
1.	Held at the beginning of the year	NIL
2.	Acquired during the year	NIL
3.	Sold during the year	NIL
4.	Transferred to the employees during the year	NIL
5.	Held at the end of the year	NIL

Note: The Nomination and Remuneration Committee ("Committee") and the Board of directors have recommended and approved implementation of 'Motherson Sumi Wiring India Limited – Employee Stock Option Scheme 2025' ("ESOP 2025 or Scheme"), in their meeting held on December 18, 2025 and December 19, 2025, respectively. Further the shareholders have approved the abovesaid scheme via postal ballot on February 28, 2026.

In terms of ESOP 2025, upto 1,55,00,000 (One crore Fifty Five lakhs) employee stock options ("Options") will be granted to the eligible employees of the Company, exercisable upto 1,55,00,000 (One crore Fifty Five lakhs)

equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up. Further, the ESOP 2025 shall be administered through an irrevocable employee welfare trust namely 'MSWIL ESOP Trust' and supervised by the Committee. Company has submitted the trust deed of MSWIL ESOP Trust to the Stock Exchanges on May 12, 2026. The disclosures contained in this Annexure are in compliance with Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable.

Weblink of disclosure for reference:

<https://www.mswil.motherson.com/performance/investors/disclosure-under-regulation-46-of-sebi-lodr-regulations>

<https://www.mswil.motherson.com/performance/investors/annual-reports>



Motherson Sumi Wiring India Limited

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Phone: +91 120 6679500; Fax: +91 120 2521866;

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NOTICE

NOTICE is hereby given that the 6th (Sixth) Annual General Meeting (**'AGM'**) of the members of Motherson Sumi Wiring India Limited (**"Company"**/ **"MSWIL"**) is scheduled to be held on Tuesday, **July 28, 2026 at 12.15 P.M/1215 Hours (IST)** through Video Conferencing (**"VC"**) / Other Audio Visual Means (**"OAVM"**) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 0.58 (Fifty Eight Paise only) per equity share of face value of INR 1 (Rupee One Only) for the Financial Year 2025-26.
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.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Statutory Auditors of the Company, as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), having confirmed their eligibility for appointment as the Statutory Auditors of the Company and offered themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office for a term of four consecutive years from the conclusion of this 6th (Sixth) Annual General Meeting till the conclusion of the 10th (Tenth) Annual

General Meeting to be held in the year 2030 at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors and as specified in the statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. 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 2026-27 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 & 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 to conduct the audit of the cost records of the Company for the Financial Year 2026-27, amounting INR 11,10,000 (Indian Rupees Eleven Lakh Ten Thousand only) plus applicable taxes thereon and 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.”

6. To consider and if thought fit, to pass with or without modification(s) the following resolution for payment of commission to non-executive directors of the company, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to other approvals as may be required, consent of the members be and is hereby accorded to the payment and distribution of such sum by way of commission, not exceeding in aggregate, 1% per annum of the net profits of the Company to Non-Executive Directors (including Independent Directors) who are neither in the whole-time employment nor Whole Time Director or some or any of them, the quantum, proportion and manner of such payment and distribution to be made as the

Board of Directors of the Company (herein after referred as “Board” which term shall include any duly authorised committee thereof) may from time to time decide for a period of five years, commencing from April 1, 2026 to March 31, 2031.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

7. 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 applicable 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 (“**SWS**”) a related party under the SEBI Listing Regulations for the transactions as stated below:

- (a) 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 spares/tools/jigs/fixtures etc;
- (b) Sale of wiring harness and its components and services;
- (c) To avail technical assistance and know-how by the company in relation to the manufacture and sale of wiring harness;
- (d) 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 inter-alia, 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.”

8. 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 as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the 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 (“SAMIL”) a related party under the SEBI Listing Regulations for the transactions as below:

- (a) purchase of wiring harness components including wire, tape, child parts of wiring harness components, moulds, equipment & machines and spares / tools / jigs, etc.
- (b) Sale / supply of wiring harness, raw material and other parts and/or components and/or capital items thereof and services thereof;
- (c) To take on lease, sub-lease, license or sub-license properties / land in addition to premises taken on leases/sublease earlier for manufacturing units and other office premises and security deposits for properties on rent;
- (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; and
- (e) 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, inter-alia, 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.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Ryuji Sakai (DIN - 11657219) as a Director of the Company, as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Ryuji Sakai (DIN: 11657219) be and is hereby appointed as a Director of the Company, who will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

Date: July 1, 2026

Place: Noida, Uttar Pradesh

By order of the Board of
Motherson Sumi Wiring India Limited

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, India.

Phone: +91 022 61354800; Fax: +91 022 61354801

E-mail: investorrelations@mswil.motherson.com; Website: www.mswil.motherson.com

Corporate Office:

5th Floor, Plot No. 1, Sector -127,

Noida- Greater Noida Expressway, Noida-201301

Uttar Pradesh, India

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. 4-9 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, 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 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, is annexed hereto.
4. Generally, members entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence attendance slip and Proxy Form is not annexed hereto.
5. Mr. DP 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 corporate@sgsassociatesllp.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. The Company had fixed Tuesday, July 14, 2026 as the “**Record Date**” for the purpose of payment of dividend, for the Financial Year ended March 31, 2026, if declared at the AGM.
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 June 15, 2026, 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 2025-26 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 2025-26 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. A letter providing the weblink for accessing the Integrated Annual Report for the Financial Year 2025-26 will be sent to those shareholders who have not registered their email address with the Company/Depository.
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 Friday, July 24, 2026 at 0900 Hours (IST) and ends on Monday, July 27, 2026 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., Tuesday, July 21, 2026, 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. July 21, 2026.

c. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting 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. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company on July 6, 2026.

The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, July 24, 2026 at 0900 Hours (IST) and ends on Monday, July 27, 2026 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., Tuesday, July 21, 2026, 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. July 21, 2026.

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	<ol style="list-style-type: none"><li data-bbox="443 1227 1394 1624">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.<li data-bbox="443 1646 1394 1995">2. 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 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

	<p>of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 hold 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user their existing my easi username & password. 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 is 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.

	<p>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.</p> <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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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

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 corporate@sgsassociatesllp.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 www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com to Ms. Pallavi Mhatre.

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 (Company email id). If you are an Individual shareholder 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 meetings for Individual shareholder 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 AGM 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/have questions during the AGM 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.

6. 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, July 22, 2026 with the Company.
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, Deputy Vice President, National Securities Depository Limited, Naman Chambers, Plot no. C-32, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, 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 9 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

ITEM NO. 4

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No: 301003E / E300005) were appointed as Statutory Auditors of the Company at 1st Annual General Meeting ('AGM') of the Company held on September 14, 2021, for a period of five years commencing from the conclusion of 1st AGM till the conclusion of the 6th AGM. Consequently, M/s. S.R. Batliboi & Co. LLP, Chartered Accounts, will complete their first term of five (5) consecutive years as the statutory auditors of the Company at the conclusion of ensuing 6th AGM.

After evaluating and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports etc. the Audit Committee had recommended re appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of 4 (four) consecutive years to the Board of Directors of the Company.

Pursuant to Section 139(2) of the Companies Act, 2013 (the 'Act'), the Company can appoint a statutory auditor for a second term of 4 (four) consecutive years.

Accordingly, the Board of Directors on the recommendations of the Audit Committee vide its resolution dated July 1, 2026 approved re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of 4 (four) consecutive years, commencing from conclusion of 6th AGM till conclusion of 10th AGM of the Company, subject to the approval of the members at this AGM.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants ('the Audit Firm') is registered with the Institute of Chartered Accountants of India ('ICAI'). The Audit Firm is a peer reviewed audit firm and ensures auditor independence through involvement of multiple partners and/or partner rotation during the audit period. The Audit Firm is primarily engaged in providing audit and assurance services and certain tax assurance services to its clients. The Audit Firm is one of the largest audit firms in India.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors in terms of the provisions of the Sections 139(1), 141(2) and (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The remuneration of the Statutory Auditors was INR 9 million (approx.) (excluding taxes and out-of-pocket expenses) for the scope of work of financial statements of the Company for the FY 2025-26 and remuneration for FY 2026-27 shall be based on similar lines on the recommendation of the Audit Committee and mutually agreed between the Board of

Directors and the Statutory Auditors. The remuneration to be paid to Statutory Auditors for the remaining term shall be based on the recommendation of the Audit Committee and mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

The details of fees for all services paid by the Company to the Statutory Auditors and all entities in the network firm / network entity during the financial year 2025-26 is disclosed in the corporate governance report attached with the annual report of the Company. The members may note that the non-audit fee paid to the Statutory Auditors and all entities in the network firm / network entity during the financial year 2025-26 constitutes 56% of the total audit fees paid to the Statutory Auditor and all entities in the network firm / network entity during said financial year.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board / Audit Committee.

The Board recommends an Ordinary Resolution set forth in Item No. 4 of the Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 4.

ITEM NO. 5

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 2026-27.

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.

The fees proposed by the Board of Directors on the recommendation of the Audit Committee, is commensurate to the work involved, size of the Audit team, frequency of

Audit and time involved.

Accordingly, ratification by the members is sought for the remuneration of INR 11,10,000 (Indian Rupees Eleven Lacs Ten Thousand Only) payable to the Cost Auditors for the financial year 2026-27 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

The Board recommends an Ordinary Resolution set forth in Item No. 5 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. 6

The Company's Non-executive Directors are professionals with high levels of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive Directors are actively involved in guiding the operating management team in strategy setting, business development, corporate governance, risk management and other areas of finance, information technology, security and taxation.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Whole-time Director. However, the sitting fees paid to the Non-Executive Directors are outside the purview of the above limits. Further pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of fees or compensation (other than sitting fees) to Non-Executive Directors shall require the approval of the shareholders by way of an ordinary resolution.

Keeping in view guidance provided by Directors it is proposed to pay a sum (including Commission to be paid if approved) not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, amongst the Directors of the Company (including Independent Directors) who are neither in the whole time employment nor a Managing Director of the Company nor Whole Time Director or some or any of them in such amounts or proportions and in such manner and in all respects from the financial year 2026-27 for a period of five years i.e. from April 1, 2026 to March 31, 2031, as may be directed by the Board of Directors and subject to other applicable requirements under law. The said remuneration shall be in addition to Sitting Fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committee thereof, in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors.

Further for Financial Year 2025-26, it is proposed to pay the total commission of INR 27.50 Million (approx.) to the Independent Directors which is in line with approval received by shareholders of the company in the Annual General Meeting held on August 29, 2022. Company's Independent Directors are leading professionals with high level of expertise

and rich experience in functional areas. Commission payable to Independent Directors will be recommended in view of the performance of the company and commensurate with industry standards and contribution given by Independent Directors on the Board of the company.

Accordingly, it is proposed to seek approval from the shareholders of the company for the proposal of payment of commission from April 1, 2026 to March 31, 2031.

Non-executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise, in the Resolution of the Notice to the extent of the share of commission that may be received by them. The Whole-time Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

ITEM No.7

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") where the annual consolidated turnover of the Company is up to Rs. 20,000 crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

Further, such "material related party transactions" and subsequent material modifications requires prior approval of shareholders.

In the case of Company, based on the last audited financial statements, the annual turnover of the Company does not exceed Rs. 20,000 crore and accordingly, the 10% threshold is applicable for determining materiality under Regulation 23 of the SEBI Listing Regulations.

Further, the aggregate value of the proposed transactions with Sumitomo Wiring Systems Limited (SWS), during the FY 2026-27, does not exceed the aforesaid materiality threshold so determined and, therefore, does not qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations.

However, notwithstanding the above, and as a matter of abundant caution and in line with good corporate governance practices, the Company is seeking the approval of shareholders for the proposed transactions with SWS, considering that the value of such transactions is proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Rationale for the Related Party Transaction

Prior to the effectiveness of the Scheme of Demerger of Domestic Wiring Harness Division of Samvardhana Motherson International Limited (SAMIL) into the company (exercised by the company in 2022), SAMIL and SWS had entered into a technical assistance agreement, in relation to the Business demerged into the company. 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. The Company needed to enter into mentioned Related Party Transactions with SWS for continuance of its transactions with SWS as done prior to Demerger from Domestic Wiring Harness

Division into the Company.

The Company, had sought approval from its shareholders at 5th Annual General Meeting (“AGM”) held on Thursday, August 28, 2025, for various material related party transactions to be entered with SWS during Financial Year 2025-26.

Approval of the members of the Company is being sought at the ensuing **6th AGM for** entering into related party transactions during Financial Year 2026-27 on similar basis.

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) are 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, the Company is seeking approval of the related party transactions with SWS. The objective of the proposed related party transactions is to ensure 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 Securities and Exchange Board of India (‘SEBI’) vide its recent Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, (‘Circular’) has mandated listed companies to follow ‘Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction’ (‘RPT Industry Standards’). The RPT Industry Standards’ prescribes information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions. Accordingly, information as required for approval of these Related Party Transactions were placed before the Audit Committee. The Audit Committee has also reviewed the certificate provided by Chief Operating officer & Whole Time Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The brief particulars of related party contracts and / or transactions and / or arrangements entered / to be entered into by the Company with SWS and corresponding approval sought 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 holds 25.34% of the equity share capital of the Company
Nature, material terms and particulars of the Contract or arrangement	Transactions will involve: 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 spares/tools/jigs/fixtures etc;

	<p>Sale / supply of wiring harness and other parts and/or components thereof and services;</p> <p>Availing Technical assistance and know-how by the company in relation to the manufacture and sale of domestic wiring harness;</p> <p>Availing various support services by the company towards design and development, engineering services</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>
<p>Rationale of the Transaction</p>	<p>Prior to the effectiveness of the Scheme of Demerger in 2022, SAMIL and SWS had entered into a technical assistance agreement, in relation to the Domestic Wiring Harness 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 Equipment's & 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, inter- alia, 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, 2023, 2024 and 2025. The objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing synergy and efficiencies for the Company and are in the best interest of the Company.</p> <p>The rationale/justifications for the proposed transactions are as follows:</p> <p>a. <u>Purchase of Raw Material/ components/ spares, Purchase of fixed assets and availing of Design Development and other support services from SWS</u></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 operation. Some components are necessarily required to be purchased from SWS due to being</p>

	<p>technology differentiated or intensive requiring significant interplay of SWS's technology. These components are either manufactured by SWS or by third party manufacturers with close collaboration with SWS. Overall, these transactions support design consistency, quality assurance, product development and operational continuity, thereby making them beneficial for MSWIL. In certain cases, it is being nominated by the OEM customers to source goods from SWS. Further in certain cases, certain components are sourced through SWS as they have preferential pricing terms with the local vendors enabling MSWIL to procure required components at competitive pricing.</p> <p>b. <u>Sales of Products/components to SWS including services</u> The objective of the proposed related party transactions was to ensure post scheme continuity of economies of scale thereby bringing efficiencies for the Company. Pursuant to the said arrangement and understanding, MSWIL during its ordinary course of business supplies certain components/ capital goods to SWS/ Sumitomo group entities, which are primarily manufacturer of auto components, and in certain specific cases renders certain services. Such sales/services are made either on customer specific requests or on need basis ensuring benefit of inhouse value chain for Group entities simultaneously increasing revenue and profits for MSWIL, on arm's length basis.</p> <p>c. <u>Payment of Royalty to SWS</u> The aforesaid arrangement benefits MSWIL in getting access to specialized technology, which is recognized and preferred by its customers, OEM as well, thereby helping MSWIL in increasing its market reputation and presence.</p>
Duration of the proposed transactions	The duration of this arrangement will be up to 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(s) for these transaction(s) contains termination provisions in line with long term commercial contracts of this nature.
Pricing and Financial Arrangements	Pricing for the proposed products, services including technical support services arrangements will be determined on an arm's-length basis established by the

	<p>parties in accordance with applicable transfer pricing principles.</p> <p>These components are necessarily required to be purchased from Sumitomo due to being technology differentiated or intensive requiring significant interplay of Sumitomo technology. Overall, these transactions support design consistency, quality assurance, product development and operational continuity, thereby making them beneficial for MSWIL. In certain cases, it is being nominated by the OEM customers to source goods from Sumitomo Japan or its affiliates. Further in certain cases, certain components are sourced through Sumitomo Japan or its affiliates as they have preferential pricing terms with the local vendors enabling MSWIL to procure required components at competitive pricing.</p> <p>The services and goods given/received to SWS are highly specialized and manufactured as per end-customer specifications, and since they are not traded in the open market, pricing is determined without a bidding process.</p> <p>a. <u>Purchase of Raw Material/ components/ spares, Purchase of fixed assets and including availing of Design Development and other support services from SWS</u> The prices are decided based on mutual negotiation between MSWIL and SWS, based on arm's length principles.</p> <p>b. <u>Sales of Products/components to SWS including services</u> The prices are decided based on mutual negotiation between MSWIL and SWS.</p> <p>c. <u>Payment of Royalty to SWS</u> SWS is remunerated by the way of arm's length royalty, linked to the net sales generated by MSWIL.</p>
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The members may note the information pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, in relation to Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are as follows:

S. No.	Particulars of the information	Information provided by the management
A. Minimum information of the proposed RPT, applicable to all RPTs		
A(1). Basic details of the related party		
1	Name of the related party	Sumitomo Wiring Systems Ltd. (SWS)
2	Country of incorporation of the related party	Japan
3	Nature of business of the related party	Manufacturing of Wiring harness & its components
A(2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Joint Venturer holding 25.34% shareholding in the company along with affiliate.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	SWS alongwith its affiliates holds 25.34% equity stake in MSWIL.
A(3). Details of previous transactions with the related party		

1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Aggregate amount of INR 8,918 Mn. (as outlined below) in FY 2025-26			
		S. No	Transactions	Amounts in (INR Mn)	
		1.	Purchase of Raw Material/ components/ spares and Capital Goods	8,263	
		2.	Sales of Products/components and Services	17	
		3.	Design Development and other support services	29	
		4	Payment of Royalty	609	
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not available as on the date of the notice, since the financial results for the June quarter will be finalized in due course.			
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No*			
<p><i>* The Company has assessed that a default would arise only if the primary terms of the agreement with the related party are materially breached. Routine delays in payments, supplies, or services, within the scope of the contract, are not considered as defaults.</i></p> <p><i>The company has not come across any instances in the above transactions that would be considered as defaults.</i></p>					
A(4). Amount of the proposed transactions					
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Aggregate amount of INR 10,145 Mn (as outlined below) in FY 2026-27			
		S.	Transactions	Amounts	

		<table border="1"> <thead> <tr> <th>No</th> <th></th> <th>in (INR Mn)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>9,220^a</td> </tr> <tr> <td>2.</td> <td>Sales of Products/components and Services</td> <td>100^b</td> </tr> <tr> <td>3.</td> <td>Design Development and other support services</td> <td>75^c</td> </tr> <tr> <td>4</td> <td>Payment of Royalty</td> <td>750^d</td> </tr> </tbody> </table> <p>^a The change is attributable to increased volumes from existing & new production programs.</p> <p>^b The increase is due to increased projections from new production programs</p> <p>^c The increase is due to increased projections of from new production programs</p> <p>^d The increase is mainly due to growth in business volumes.</p>	No		in (INR Mn)	1.	Purchase of Raw Material/ components/ spares and Capital Goods	9,220 ^a	2.	Sales of Products/components and Services	100 ^b	3.	Design Development and other support services	75 ^c	4	Payment of Royalty	750 ^d
No		in (INR Mn)															
1.	Purchase of Raw Material/ components/ spares and Capital Goods	9,220 ^a															
2.	Sales of Products/components and Services	100 ^b															
3.	Design Development and other support services	75 ^c															
4	Payment of Royalty	750 ^d															
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No (Shareholders approval is being taken as a matter of abundant caution and in line with good corporate governance practices, considering that the value of such transactions is proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.)															

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	<p>Value of the proposed transactions as a percentage of the listed entity's annual Standalone Turnover is 8.84% as under</p> <table border="1" data-bbox="671 253 1327 909"> <thead> <tr> <th data-bbox="671 253 770 456">S. No</th> <th data-bbox="770 253 1114 456">Transactions</th> <th data-bbox="1114 253 1327 456">% of annual Standalone Turnover of the Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="671 456 770 622">1.</td> <td data-bbox="770 456 1114 622">Purchase of Raw Material/ components/ spares and Capital Goods</td> <td data-bbox="1114 456 1327 622">8.03</td> </tr> <tr> <td data-bbox="671 622 770 745">2.</td> <td data-bbox="770 622 1114 745">Sales of Products/components and Services</td> <td data-bbox="1114 622 1327 745">0.09</td> </tr> <tr> <td data-bbox="671 745 770 869">3.</td> <td data-bbox="770 745 1114 869">Design Development and other support services</td> <td data-bbox="1114 745 1327 869">0.07</td> </tr> <tr> <td data-bbox="671 869 770 909">4</td> <td data-bbox="770 869 1114 909">Payment of Royalty</td> <td data-bbox="1114 869 1327 909">0.65</td> </tr> </tbody> </table>	S. No	Transactions	% of annual Standalone Turnover of the Company	1.	Purchase of Raw Material/ components/ spares and Capital Goods	8.03	2.	Sales of Products/components and Services	0.09	3.	Design Development and other support services	0.07	4	Payment of Royalty	0.65
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2.	Sales of Products/components and Services	0.09															
3.	Design Development and other support services	0.07															
4	Payment of Royalty	0.65															
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable															
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<p>Value of the proposed transactions as a percentage of the related party's annual standalone turnover is 1.68% (as outlined below)</p> <p>Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of FY 2025-26</p>															

		<table border="1"> <tr> <th>S. No</th> <th>Transactions</th> <th>Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of for FY 2025-26</th> </tr> <tr> <td>1.</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>1.53%</td> </tr> <tr> <td>2.</td> <td>Sales of Products/components and Services</td> <td>0.02%</td> </tr> <tr> <td>3.</td> <td>Design Development and other support services</td> <td>0.01%</td> </tr> <tr> <td>4</td> <td>Payment of Royalty</td> <td>0.12%</td> </tr> </table>	S. No	Transactions	Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of for FY 2025-26	1.	Purchase of Raw Material/ components/ spares and Capital Goods	1.53%	2.	Sales of Products/components and Services	0.02%	3.	Design Development and other support services	0.01%	4	Payment of Royalty	0.12%
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6	Financial performance of the related party for the immediately preceding financial year:	<p>Refer Table Below</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-2026 (INR Mn)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>6,04,094</td> </tr> <tr> <td>Profit After Tax</td> <td>19,434</td> </tr> <tr> <td>Net Worth</td> <td>2,64,769</td> </tr> </tbody> </table>	Particulars	FY 2025-2026 (INR Mn)	Turnover	6,04,094	Profit After Tax	19,434	Net Worth	2,64,769							
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A(5). Basic details of the proposed transactions																	
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>For details, please refer Item No. Note No 7:</p> <table border="1"> <tr> <th>S No.</th> <th>Transactions</th> <th>Refer to Note</th> </tr> <tr> <td>1</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>7(a)</td> </tr> <tr> <td>2</td> <td>Sales of Products/components and Services</td> <td>7(b)</td> </tr> <tr> <td>3</td> <td>Design Development and other support services</td> <td>7(a)</td> </tr> </table>	S No.	Transactions	Refer to Note	1	Purchase of Raw Material/ components/ spares and Capital Goods	7(a)	2	Sales of Products/components and Services	7(b)	3	Design Development and other support services	7(a)			
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3	Design Development and other support services	7(a)															
2	Details of each type of the proposed transaction																

		4	Payment of Royalty	7(c)															
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27																	
4	Whether omnibus approval is being sought?	Yes																	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of INR 10,145 Mn																	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Justification for the proposed transactions are explained in Item No. Note 7 (Rationale of the Transaction):</p> <table border="1"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>Refer to Note</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>7(a)</td> </tr> <tr> <td>2</td> <td>Sales of Products/components and Services</td> <td>7(b)</td> </tr> <tr> <td>3</td> <td>Design Development and other support services</td> <td>7(a)</td> </tr> <tr> <td>4</td> <td>Payment of Royalty</td> <td>7(c)</td> </tr> </tbody> </table>			S No.	Transactions	Refer to Note	1	Purchase of Raw Material/ components/ spares and Capital Goods	7(a)	2	Sales of Products/components and Services	7(b)	3	Design Development and other support services	7(a)	4	Payment of Royalty	7(c)
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7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	a) Mr. Soichiro Namba b) Mr. Ryuji Sakai
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a) Mr. Soichiro Namba - Nil b) Mr. Ryuji Sakai - Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

S. No.	Particulars of the information	Information provided by the management									
<u>B. Information to be provided <i>only</i> if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</u>											
B(1). Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances											
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	For details, please refer Item Note No 7 coming in "Nature, material terms and particulars of the Contract or arrangement":									
	2	Basis of determination of price.	<table border="1"> <thead> <tr> <th>S No.</th> <th>Transactions</th> <th>Refer to Note in Rationale of Transaction</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>a</td> </tr> <tr> <td>2</td> <td>Sales of Products/components and Services</td> <td>b</td> </tr> </tbody> </table>	S No.	Transactions	Refer to Note in Rationale of Transaction	1	Purchase of Raw Material/ components/ spares and Capital Goods	a	2	Sales of Products/components and Services
S No.			Transactions	Refer to Note in Rationale of Transaction							
1			Purchase of Raw Material/ components/ spares and Capital Goods	a							
2	Sales of Products/components and Services	b									

		3	Design Development and other support services	a
		4	Payment of Royalty	c
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable		
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			

S. No.	Particulars of the information	Information provided by the management
B(7). Disclosure <i>only</i> in case of transactions relating to payment of royalty		
1	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	Not Applicable
	b. For transfer of technology know-how	100%
	c. For professional fee, corporate management fee or any other fee	Not Applicable
	d. Any other use (specify)	Not Applicable

<p>2</p>	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount 	<p>Not Applicable, as the Company is paying royalty for the technical assistance and know-how in the proposed transaction to SWS, which is not the Parent Company of MSWIL.</p>
<p>3</p>	<p>Sunset Clause for Royalty payment, if any.</p>	<p>Not Applicable</p>

S. No.	Particulars of the information	Information provided by the management
C(6). Disclosure <i>only</i> in case of transactions relating to payment of royalty		
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	
	FY 2023-2024	INR 475 Mn
	FY 2024-2025	INR 545 Mn
	FY 2025-2026	INR 609 Mn
2	Purpose for which royalty was paid to the related party during the last three financial years.	
	a. For use of brand name / trademark	Not Applicable
	b. For transfer of technology know-how	100%
	c. For professional fee, corporate management fee or any other fee	Not Applicable
	d. Any other use (specify)	Not Applicable
3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2023-2024	7.44%
	FY 2024-2025	8.99%
	FY 2025-2026	9.74%
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	FY 2023-24 : Change in Royalty: 20.25% Change in Turnover: 17.73% Change in Profits after Tax : 31.07%
		FY 2024-25 : Change in Royalty: 14.74% Change in Turnover: 11.96% Change in Profit After Tax: (5.08)%
		FY 2025-26 : Change in Royalty: 11.78% Change in Turnover: 23.03% Change in Profit After Tax: 3.19%

5	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	Not Applicable. Based on the assessment made by the Company there are no relevant industry peers which can be considered for an apple-to-apple comparison with the company, for payment of royalty.
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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 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. Independent Directors of the company have also reviewed these Related Party Transactions and given their recommendation for approval of the same. The members may also note that the above mentioned RPTs are continuing transactions and have already been approved by MSWIL's Audit Committee and shareholders in the past. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 7 to this notice.

As enumerated above, the aggregate value of the proposed transactions with Sumitomo Wiring Systems Limited (SWS), during the FY 2026-27, does not exceed the aforesaid materiality threshold so determined and, therefore, does not qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations. However, notwithstanding the above, and as a matter of abundant caution and in line with good corporate governance practices, the Company is seeking the approval of shareholders for the proposed transactions with SWS, considering that the value of such transactions is proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the SEBI 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 afore-mentioned resolution(s) under Item No. 7.

The related party contracts, transactions and/or arrangements detailed above are effective from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out above exclude any taxes that may be payable under applicable laws.

Mr. Soichiro Namba and Mr. Ryuji Sakai 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.

Item No. 8

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) where the annual consolidated turnover of the Company is up to Rs. 20,000 crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

Further, such “material related party transactions” and subsequent material modifications requires prior approval of shareholders.

The Company had sought approval from its shareholders at 5th Annual General Meeting (“**AGM**”) for material related party transactions to be entered with Samvardhana Motherson International Limited (“**SAMIL**”) during Financial Year 2025-26. Similarly, approval of the members of the Company is being sought at the ensuing 6th AGM for entering related party transactions during Financial Year 2026-27.

Further, the aggregate value of the proposed transactions with SAMIL, during the FY 2026-27, exceeds the materiality threshold so determined and, therefore, qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations.

Rationale for the Related Party Transactions

As the members are aware that pursuant to the order of the Hon’ble National Company Law Tribunal, Mumbai Bench – IV dated December 22, 2021, the domestic wiring harness undertaking of the SAMIL was demerged into MSWIL with effect from January 5, 2022. Further, after demerger the Company and/or SAMIL continue to have various inter-dependencies. The Company is proposing to continue Related Party Transactions with SAMIL. SAMIL either directly or through its subsidiaries and/or joint ventures 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 leveraging Company’s cost-efficiency by procuring wiring harness and other parts and/or components thereof which is used as child parts in the manufacturing of other components. Also, SAMIL has a central team for some of the key functions in areas of design and development, engineering services, finance, procurement, logistics, human resource, tax and legal services, information technology support, services of which are availed by the Company. Accordingly, to ensure that the benefit of the in-house value chain of SAMIL is available to Company and to bring efficiency in the functioning of the Company, certain related party transactions need to be undertaken, more specifically mentioned in enabling resolution.

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, 2023, 2024 and 2025.

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.

The Securities and Exchange Board of India ('SEBI') vide its recent Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ('Circular') has mandated listed companies to follow 'Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction' ('RPT Industry Standards'). The RPT Industry Standards prescribes information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions.

The Audit Committee has also reviewed the certificate provided by Chief Operating officer & Whole Time Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Accordingly, information as required for approval of Related Party Transactions were placed before the Audit Committee. The same has also been incorporated below as a part of the Explanatory Statement along with the brief particulars of the contracts and / or transactions and / or arrangements entered / to be entered into Company are as under.

8(a): Purchase of raw material/ components, wires and capital goods by Company from SAMIL

Particulars	Information
Name of the Related Party and nature of Related Party	Samvardhana Motherson International Limited (SAMIL), Promoter Shareholder of the company holds 33.43% of the equity share capital of the Company.
Nature, material terms and particulars of the contract or arrangement	<p>The transactions are in relation to purchase of various goods such as wire, tape and other components, child parts of wiring harness components and moulds, rubber parts, connector, raw materials, equipment & machines and capital spares / tools / jigs / fixtures etc. which are used to manufacture / assemble wiring harnesses, as required by company from time to time.</p> <p>The products will include current and future products, including, improvements, new designs, new development etc., inter-alia, 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	SAMIL over years has developed in-house capability of manufacturing various products including child parts required in manufacturing / assembly of wiring harness by way of various backward integration initiatives thereby providing competitive advantage.

	<p>The company sources all such goods or materials, including wires, various tools, jigs, fixtures, connectors, rubber parts and certain other components which are required to manufacture/assemble wiring harness product as required by the original equipment manufacturers (“OEMs”) from SAMIL. The company also procures certain capital items as required on time-to-time basis for its business from SAMIL.</p> <p>The aforementioned proposed transactions will ensure that the benefit of inhouse value chain is available to the company at arm's length prices. Further, the objective of the proposed related party transactions is to ensure continuity of economies of scale thereby bringing efficiencies for the company.</p> <p>These transactions will ensure continuity to existing operations and they are in the best interest of the company as well as SAMIL.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement sought will be up to 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 contains 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 basis established by the parties. The purchase price is based on a mixture of fixed, variable and pass-through costs and benchmarked margins for different activities based on transfer pricing principles.</p> <p>The goods purchased from SAMIL are highly specialized and manufactured as per end-customer specifications, and since they are not traded in the open market, pricing is determined without a bidding process.</p>

8(b) Sale of Products/ components - wiring harness and other parts (including capital items) and/or components thereof and services and/or raw material 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 holds 33.43% of the equity share capital 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 raw materials and 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., inter-alia, 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 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 superior quality and customer centricity. and it is also leveraging upon technology of its technology partner, Sumitomo Wiring Systems Ltd., Japan. .</p> <p>SAMIL require wiring harness as child parts, components (customer dedicated material) for the manufacturing/ assembly of the final product. Given company's world-class technology, vast experience and its competitive position, it currently supplies wiring harness in its ordinary course of business (some of which may be sourced by the company from outside suppliers) to SAMIL at arm's length basis. Further, in connection with the manufacturing of wiring harness, the company also supplies certain raw material/components as per the requirements.</p> <p>The transaction will be at an arms' length and in the ordinary course of business.</p>

Duration of the proposed transactions	<p>The duration of this arrangement will be up to 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 contains 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, raw materials and components by the 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 determined basis negotiations on comparable terms from third party supplier and / or customer target price decided at the time of award of contract by OEMs.</p> <p>The goods procured by SAMIL from the company are specialized and manufactured as per customer-specific designs and requirements and therefore are not subject to a bidding process.</p>

8(c): Lease rentals and Security Deposits paid and Security Deposits received back - To take on lease, sub-lease, license or sub-license properties from SAMIL and to provide Security Deposits for additional 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 holds 33.43% of the equity share capital 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 and/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>In addition to the above Company is also paying the lease rent for common area used by the Company and SAMIL jointly for common business operations.</p> <p>Further, company proposes to expand its operations through new plants/existing plants during financial year 2026-27 which will be undertaken after discussions with the customers based on their requirements.</p> <p>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 company and/or SAMIL, operates through various manufacturing units and offices, located in various states of India, including, Uttar Pradesh, Maharashtra, Haryana, Gujarat, Madhya Pradesh, Karnataka, Uttarakhand, Rajasthan and Tamil Nadu.</p> <p>The land and / or building of manufacturing and offices are owned and / or leased in the name of SAMIL. Further, certain lease lands are on long term leases taken from government authorities / industrial parks.</p> <p>Manufacturing units and offices have been given on lease / sub- lease by SAMIL to the company, including additional properties as may be commercially agreed between the company and SAMIL. This arrangement enables the company to work in close collaboration with SAMIL which is important given the interdependencies/overlap in their respective supply chains.</p>

	<p>Further, since the demerger of the domestic wiring harness division, SAMIL continues to provide various properties / land on lease to the company on an arm's length basis. The company is occupying the strategic locations in proximity to the customer locations, moving to the other location may cause business disruption.</p>
<p>Duration of the proposed transactions</p>	<p>Considering the nature of assets which are given on lease, the agreement for these lease / sub-lease will be on long term lease for a period as per mutual agreement between the Company and SAMIL.</p> <p>The agreements contain termination provisions, applicable post expiry of lock-in period, in line with long term commercial contracts of this nature.</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 interalia 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, 2023, 2024 and 2025.</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>Pricing and Financial Arrangements</p>	<p>To ensure that fairness of annual lease rentals and security deposits are evaluated in a transparent manner and as per prevalent market practices, an independent valuer carries out detailed evaluation for the respective lease agreements to support the fairness of the terms of the lease agreement including annual lease rentals, escalation and security deposit.</p> <p>The fair valuation of lease rentals was carried out by Knight Frank, an independent valuer. The weblink for assessing the external report is available at Company's website at https://www.mswil.motherson.com and QR code is generated below:</p> <div style="text-align: center;">  </div>

	<p>Further, arm's length terms for future leases will also be based on a valuation report to be obtained from independent valuer of repute.</p> <p>The majority of leased properties have continued since the demerger of the domestic wiring harness business, and fair rent is determined through an independent valuation; hence, no bidding process is followed.</p>
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8(d): Shared Cost between SAMIL & MSWIL and Management Consultancy - 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 holds 33.43% of the equity share capital 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 availed by the company</p> <p>SAMIL has a central team for the wiring harness business operating out of India (domestic and export business) for key functions across all the plants, such as:</p> <ul style="list-style-type: none"> - Finance, procurement, logistics, human resources services, infrastructure support services and other common services. - Design and development teams and information technology teams. - Supplier qualification, quality assurance and validation of new parts etc. - Process, product and production engineering teams.

	<p>The continuation of this arrangement is driven by business synergies, operational efficiency, confidentiality requirements and optimal utilisation of specialised resources. The shared services model enables cost optimisation through economies of scale, ensures consistent quality standards and facilitates seamless coordination across businesses. While the arrangement originated post the demerger of the domestic wiring harness business into the Company in 2022, its continuance is primarily based on ongoing commercial benefits and operational efficiencies for both entities. Both parties, being independent entities, continue this arrangement based on ongoing business requirements and mutual commercial benefit.</p> <p>B. Others SAMIL hosts certain capabilities within the Group centrally relating to matters such as legal, audit, taxation, secretarial, central procurement etc.</p> <p>The company avails these services from SAMIL on the basis of arm's length consideration. The key rationale for undertaking these arrangements is to achieve efficiency and avoid duplication of resources thus making businesses of the company and SAMIL cost efficient.</p>
<p>Duration of the proposed transactions</p>	<p>The duration of this arrangement will be up to 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 availed by the Company Costs of common resources shall be allocated between the company and SAMIL's export wiring harness businesses operating out of India, based on either</p> <ul style="list-style-type: none"> - Sale; or - 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 be shared between the company and SAMIL and is initially incurred for the Company, will be recovered from SAMIL on the same basis as above.</p> <p>B. Others Pricing to be governed by following principles:</p> <ul style="list-style-type: none"> - In case of any trading activities, there will be a mark-up on arm's length basis; or - In-house developed solutions / services to be priced at comparable levels to market prices. <p>These transactions relate to specific cost-sharing arrangements between the two companies, driven by operational synergies and cost optimization, and therefore do not involve a bidding process.</p>
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8(e): Availing Management Services - 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 holds 33.43% of the equity share capital 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	SAMIL and Sumitomo Wiring Systems, Ltd., Japan ("SWS") had 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, inter-alia, 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

	<p>transferred and vested into company consequent to the demerger.</p> <p>Further, the company benefits from the management guidance and support of the management of SAMIL.</p> <p>The contribution of SAMIL in terms of management support, advice and other such incidental aspects are crucial to the growth and development of the company's business, which is required on an ongoing basis.</p> <p>Accordingly, the company continues to avail strategic guidance, operational and management support from SAMIL pursuant to the demerger on an arm's length basis.</p>
Duration of the proposed transactions	<p>The duration of this arrangement will be up to 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 (Management guidance and the continued support in the wiring harness business) to be availed by the company from SAMIL, the arrangement will have identical commercial terms / parameters as of the technical services agreement between the company and Sumitomo Wiring Systems Ltd., Japan.</p> <p>All agreement(s)/ arrangement(s) will be at an arm's length basis.</p> <p>This ongoing support is availed by the company for growth and development of the business. Leveraging SAMIL's proprietary expertise, this highly specialized support is unique and unavailable in the general commercial market. Because no comparable alternative service providers exist, competitive bidding was not engaged.</p>

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the information	Information provided by the management
A. Minimum information of the proposed RPT, applicable to all RPTs		
A(1). Basic details of the related party		

1	Name of the related party	Samvardhana Motherson International limited (SAMIL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing of Wiring harness & its components/Functional Support Services
A(2). Relationship and ownership of the related party		
	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Joint Venturer
1	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made	Not Applicable

	by the listed entity/ subsidiary (in case of transaction involving the subsidiary).																			
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	SAMIL holds 33.43% equity stake in MSWIL.																		
A(3). Details of previous transactions with the related party																				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Aggregate amount of INR 48,480 Mn* (as outlined below)																		
		<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR Mn)</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>44,401</td> </tr> <tr> <td>ii)</td> <td>Sales of Products/components and Services</td> <td>960</td> </tr> <tr> <td>iii)</td> <td>Lease rentals and Security Deposits paid</td> <td>1,000</td> </tr> <tr> <td>iv)</td> <td>Functional Support Services</td> <td>1,510</td> </tr> <tr> <td>v)</td> <td>Provision for Management Fee</td> <td>609</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	FY 2025-2026 (INR Mn)	i)	Purchase of Raw Material/ components/ spares and Capital Goods	44,401	ii)	Sales of Products/components and Services	960	iii)	Lease rentals and Security Deposits paid	1,000	iv)	Functional Support Services	1,510	v)	Provision for Management Fee	609
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2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not available as on the date of notice since the financial results for the June quarter will be finalized in due course.																		

3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None
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A(4). Amount of the proposed transactions

1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	<p>Aggregate amount of INR 85,918 Mn (as outlined below)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">FY 2026-2027 (INR Mn)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td style="text-align: center;">72,734 ^a</td> </tr> <tr> <td style="text-align: center;">ii)</td> <td>Sales of Products/components and Services</td> <td style="text-align: center;">9,307 ^b</td> </tr> <tr> <td style="text-align: center;">iii)</td> <td>Lease rentals and Security Deposits paid</td> <td style="text-align: center;">1,150 ^c</td> </tr> <tr> <td style="text-align: center;">iv)</td> <td>Functional Support Services</td> <td style="text-align: center;">1,977 ^d</td> </tr> <tr> <td style="text-align: center;">v)</td> <td>Provision for Management Fee</td> <td style="text-align: center;">750 ^e</td> </tr> </tbody> </table> <p>^a The increase is due to higher commodity prices and increased volumes from existing and new production programs.</p> <p>^b The increase is primarily on account of raw material (e.g Copper Wire) sale to SAMIL of INR 7,000 mn at arm's length prices and balance is on account of higher business volumes.</p> <p>^c The increase is on account of rent escalations and revisions on rental charges on renewals and additional properties leased for new manufacturing locations.</p> <p>^d The Company obtains management services (i.e strategic advisory, operational and management support) the increase is attributable to the additional support required for business growth.</p> <p>^e The increase is mainly due to growth in business volumes.</p>	Sr. No.	Nature of Transactions	FY 2026-2027 (INR Mn)	i)	Purchase of Raw Material/ components/ spares and Capital Goods	72,734 ^a	ii)	Sales of Products/components and Services	9,307 ^b	iii)	Lease rentals and Security Deposits paid	1,150 ^c	iv)	Functional Support Services	1,977 ^d	v)	Provision for Management Fee	750 ^e
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2	Whether the proposed transactions taken	Yes																		

	together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?																			
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	<p>74.85% (as outlined below)</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Value of Transaction as a percentage of company's Annual Standalone Turnover of for FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>63.37%</td> </tr> <tr> <td>ii)</td> <td>Sales of Products/components and Services</td> <td>8.11%</td> </tr> <tr> <td>iii)</td> <td>Lease rentals and Security Deposits paid</td> <td>1.00%</td> </tr> <tr> <td>iv)</td> <td>Functional Support Services</td> <td>1.72%</td> </tr> <tr> <td>v)</td> <td>Provision for Management Fee</td> <td>0.65%</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Value of Transaction as a percentage of company's Annual Standalone Turnover of for FY 2025-26	i)	Purchase of Raw Material/ components/ spares and Capital Goods	63.37%	ii)	Sales of Products/components and Services	8.11%	iii)	Lease rentals and Security Deposits paid	1.00%	iv)	Functional Support Services	1.72%	v)	Provision for Management Fee	0.65%
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable																		

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	6.82% (as outlined below)																			
		<table border="1"> <thead> <tr> <th data-bbox="470 394 549 633">Sr. No.</th> <th data-bbox="553 394 1126 633">Nature of Transactions</th> <th data-bbox="1131 394 1353 633">Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of for FY 2025-26</th> </tr> </thead> <tbody> <tr> <td data-bbox="470 640 549 701">i)</td> <td data-bbox="553 640 1126 701">Purchase of Raw Material/ components/ spares and Capital Goods</td> <td data-bbox="1131 640 1353 701">5.77%</td> </tr> <tr> <td data-bbox="470 707 549 741">ii)</td> <td data-bbox="553 707 1126 741">Sales of Products/components and Services</td> <td data-bbox="1131 707 1353 741">0.74%</td> </tr> <tr> <td data-bbox="470 748 549 781">iii)</td> <td data-bbox="553 748 1126 781">Lease rentals and Security Deposits paid</td> <td data-bbox="1131 748 1353 781">0.09%</td> </tr> <tr> <td data-bbox="470 788 549 822">iv)</td> <td data-bbox="553 788 1126 822">Functional Support Services</td> <td data-bbox="1131 788 1353 822">0.16%</td> </tr> <tr> <td data-bbox="470 828 549 862">v)</td> <td data-bbox="553 828 1126 862">Provision for Management Fee</td> <td data-bbox="1131 828 1353 862">0.06%</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Value of Transaction as a percentage of Related party's Annual Consolidated Turnover of for FY 2025-26	i)	Purchase of Raw Material/ components/ spares and Capital Goods	5.77%	ii)	Sales of Products/components and Services	0.74%	iii)	Lease rentals and Security Deposits paid	0.09%	iv)	Functional Support Services	0.16%	v)	Provision for Management Fee	0.06%	
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6	Financial performance of the related party for the immediately preceding financial year:	Financial performance based on standalone financials of the Related Party. Refer Table Below <table border="1" data-bbox="470 1155 932 1406"> <thead> <tr> <th data-bbox="470 1155 651 1216">Particulars</th> <th data-bbox="655 1155 932 1216">FY 2025-2026 (INR Mn)</th> </tr> </thead> <tbody> <tr> <td data-bbox="470 1223 651 1283">Turnover</td> <td data-bbox="655 1223 932 1283">1,23,741</td> </tr> <tr> <td data-bbox="470 1290 651 1350">Profit After Tax</td> <td data-bbox="655 1290 932 1350">17,962</td> </tr> <tr> <td data-bbox="470 1357 651 1406">Net Worth</td> <td data-bbox="655 1357 932 1406">3,78,155</td> </tr> </tbody> </table>		Particulars	FY 2025-2026 (INR Mn)	Turnover	1,23,741	Profit After Tax	17,962	Net Worth	3,78,155										
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A(5). Basic details of the proposed transactions																					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The specific type and details of transactions are as follows:																			
2	Details of each type of the	<table border="1"> <thead> <tr> <th data-bbox="470 1951 549 2036">Sr. No.</th> <th data-bbox="553 1951 1126 2036">Nature of Transactions</th> <th data-bbox="1131 1951 1353 2036">Details of Transaction</th> </tr> </thead> </table>		Sr. No.	Nature of Transactions	Details of Transaction															
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3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27															
4	Whether omnibus approval is being sought?	Yes															
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of proposed transactions would be INR 85,918 mn in FY 2026-2027. These would be executed within the financial year.															

6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Justification for the proposed transactions are explained as below:</p> <table border="1" data-bbox="475 203 1353 499"> <thead> <tr> <th data-bbox="475 203 555 264">Sr. No.</th> <th data-bbox="555 203 1129 264">Nature of Transactions</th> <th data-bbox="1129 203 1353 264">Refer to Note</th> </tr> </thead> <tbody> <tr> <td data-bbox="475 264 555 324">i)</td> <td data-bbox="555 264 1129 324">Purchase of Raw Material/ components/ spares and Capital Goods</td> <td data-bbox="1129 264 1353 324">Item No. 8(a)</td> </tr> <tr> <td data-bbox="475 324 555 365">ii)</td> <td data-bbox="555 324 1129 365">Sales of Products/components and Services</td> <td data-bbox="1129 324 1353 365">Item No. 8(b)</td> </tr> <tr> <td data-bbox="475 365 555 405">iii)</td> <td data-bbox="555 365 1129 405">Lease rentals and Security Deposits paid</td> <td data-bbox="1129 365 1353 405">Item No. 8(c)</td> </tr> <tr> <td data-bbox="475 405 555 445">iv)</td> <td data-bbox="555 405 1129 445">Functional Support Services</td> <td data-bbox="1129 405 1353 445">Item No. 8(d)</td> </tr> <tr> <td data-bbox="475 445 555 499">v)</td> <td data-bbox="555 445 1129 499">Provision for Management Fee</td> <td data-bbox="1129 445 1353 499">Item No. 8(e)</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Refer to Note	i)	Purchase of Raw Material/ components/ spares and Capital Goods	Item No. 8(a)	ii)	Sales of Products/components and Services	Item No. 8(b)	iii)	Lease rentals and Security Deposits paid	Item No. 8(c)	iv)	Functional Support Services	Item No. 8(d)	v)	Provision for Management Fee	Item No. 8(e)
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7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether																			

	directly or indirectly.	
	a. Name of the director / KMP	a) Mr. Vivek Chaand Sehgal, Promoter Director b) Mr. Laksh Vaaman Sehgal, Promoter Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a) Mr. Vivek Chaand Sehgal holds 12.49% shareholding in SAMIL directly and; <ul style="list-style-type: none"> - 0.39% through Motherson Engineering Research and Integrated Technologies Limited - 0.46% through Advance Technologies & Automotive Resources Pte. Ltd. - 3.63% Radha Rani Holdings Pte. Ltd. b) Mr. Laksh Vaaman Sehgal hold 0.01% shareholding in SAMIL directly and; <ul style="list-style-type: none"> - 9.46% through Renu Sehgal Trust; - 0.39% through Motherson Engineering Research and Integrated Technologies Limited - 0.46% through Advance Technologies & Automotive Resources Pte. Ltd. - 3.63% through Radha Rani Holdings Pte. Ltd.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes. Kindly refer to para 8(c) pertaining to rent income and security deposits.
9	Other information relevant for decision making.	NA

S. No.	Particulars of the information	Information provided by the management
B. Information to be provided <i>only</i> if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A		
B(1). Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for	Information on bidding process and basis of determination of price is described below:

	choosing a party for sale, purchase or supply of goods or services.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Refer to Note</th> </tr> </thead> <tbody> <tr> <td>i)</td> <td>Purchase of Raw Material/ components/ spares and Capital Goods</td> <td>Item No. 8(a)</td> </tr> <tr> <td>ii)</td> <td>Sales of Products/components and Services</td> <td>Item No. 8(b)</td> </tr> <tr> <td>iii)</td> <td>Lease rentals and Security Deposits paid</td> <td>Item No. 8(c)</td> </tr> <tr> <td>iv)</td> <td>Functional Support Services</td> <td>Item No. 8(d)</td> </tr> <tr> <td>v)</td> <td>Provision for Management Fee</td> <td>Item No. 8(e)</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Refer to Note	i)	Purchase of Raw Material/ components/ spares and Capital Goods	Item No. 8(a)	ii)	Sales of Products/components and Services	Item No. 8(b)	iii)	Lease rentals and Security Deposits paid	Item No. 8(c)	iv)	Functional Support Services	Item No. 8(d)	v)	Provision for Management Fee	Item No. 8(e)
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2	Basis of determination of price.																			
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:																			
	a. Amount of Trade advance	No																		
	b. Tenure	NA																		
	c. Whether same is self-liquidating	NA																		

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. The members may also note that the above mentioned RPTs are continuing transactions and have already been approved by MSWIL's Audit Committee and shareholders in the past. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 8 to this notice.

Mr. Vivek Chaand Sehgal, Chairman and Promoter of the Company is also the Chairman and Promoter (holding shareholding of 12.49%) 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. 8.

The related party contracts, transactions and/or arrangements detailed above are effective from such date as mutually agreed between the parties to the same. For the removal of doubt, all monetary values set out above exclude any taxes that may be payable under applicable laws. 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 above limits have been calculated on Annualised basis and shall get adjusted *pro-rata* depending upon gap between two Annual General Meetings. The materiality threshold for the above said related party transactions will not be breached before the time of undertaking this shareholders' approval.

The policy on the Related Party Transactions as adopted by the Company and as amended from time to time, is disclosed on the web-site of the Company and same is followed while entering into the transactions with related parties.

ITEM NO.9

The members may note that M/s. Sumitomo Wiring Systems Limited, Japan (“SWS”) has proposed nomination of Mr. Ryuji Sakai (DIN:11657219) as a Director on the Board of your Company in place of Mr. Yuichi Shimizu effective April 28, 2026. The Nomination and Remuneration Committee of the Company has evaluated profile of Mr. Ryuji Sakai and considering skills, knowledge and experience possessed by Mr. Sakai and synergy of such skills and expertise with business of the Company and need of such knowledge from Company’s customers and other stakeholder’s perspective, had recommended to the Board of Directors of the Company, appointment of Mr. Ryuji Sakai as a Director of the Company. The Nomination and Remuneration Committee while making such recommendation to the Board, in its meeting held on April 28, 2026, also considered various criteria as per the Nomination and Remuneration Policy of the Company, i.e., qualifications, positive attributes, etc.

Thereupon, considering recommendation of the Nomination and Remuneration Committee and diversified experience and knowledge of international business of Mr. Ryuji Sakai, the Board of Directors of the Company in its meeting held on April 28, 2026, appointed Mr. Ryuji Sakai as an Additional Director of the Company, with immediate effect. Mr. Sakai as a non-executive Director, will be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as “the Act”) and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of Mr. Ryuji Sakai and other requisite details, pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

The members may note that pursuant to the Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act read with Regulation 17 (1C) of SEBI Listing Regulations, approval of shareholders by way of an Ordinary Resolution be and is hereby sought for the appointment of Mr. Ryuji Sakai as a non-executive Director on the Board of Directors and to be liable to retire by rotation as mentioned in the enabling resolution. The Board of Directors considers that Mr. Ryuji Sakai appointment as a director would be of immense benefit to the Company and recommends appointment of Mr. Ryuji Sakai as Director on the Board of the company.

Mr. Ryuji Sakai had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act and disclosure of his interest in accordance with the provisions of section 184(1) of the Act. The copies of declaration and

disclosure received from Mr. Ryuji Sakai shall be made available for inspection during normal business hours and at the meeting.

Except Mr. Ryuji Sakai, being an appointee (nominee of Sumitomo Wiring Systems Limited), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice of this General Meeting.

By order of the Board of
Motherson Sumi Wiring India Limited

Pooja Mehra
Company Secretary
Membership No-FCS 5088

Date: July 1, 2026

Place: Noida, Uttar Pradesh

Registered Office Address

Unit 705, C Wing, ONE BKC,

G Block, Bandra Kurla Complex, Bandra East,

Mumbai, Maharashtra-400051

Phone: +91 022 61354800; Fax: +91 022 61354801

E-mail: investorrelations@mswil.motherson.com; Website: www.mswil.motherson.com

Corporate Office:

5th Floor, Plot No. 1, Sector -127,

Noida- Greater Noida Expressway, Noida-201301

Uttar Pradesh, India

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. Ryuji Sakai
Director Identification Number	09455743	11657219
Age	25/07/1974 (52 years)	22/06/1970 (56 years)
Date of first Appointment on the Board	28/01/2022	28/04/2026
Qualification	Diploma in Electrical Engineering from the Board of Technical Education, Uttar Pradesh.	Graduated from Hitotsubashi University (Tokyo, Japan).
Nature of expertise in specific Functional area	He has experience of more than 31 years in the automobile sector.	He has over 30 years of extensive experience in sales and international business operations through diverse roles since his joining in Sumitomo Electric Industries, Ltd. (SEI) and Sumitomo Wiring Systems, Ltd. (SWS). He has managed a wide range of client relationships and business activities for major automotive customers, including order strategy, price negotiation, and profit and loss management.
Remuneration last drawn from Company (in ₹)	INR 2,42,11,239 (approx.)	Mr. Ryuji Sakai being a non-executive director, is not entitled for any remuneration from the Company.

Name of Director	Mr. Anurag Gahlot	Mr. Ryuji Sakai
Remuneration sought to be paid	N.A.	N.A.
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation	Liable to retire by rotation
Number of Board Meetings attended during the year	8	Not Applicable*
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	None	Nil
Membership/ Chairmanship of the Committee of the Company	<ul style="list-style-type: none"> ▪ Corporate Social Responsibility Committee ▪ Risk Management Committee ▪ Committee of Directors (Administrative Matters) ▪ Sustainability Committee 	
Directorship held in other Indian companies	Nil	1. Motherson Technology Services Limited 2. SWS India Management Support and Service Private Limited
Membership/ Chairmanship of the Committee of other Indian Companies	Nil	Nil
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the	Nil	Nil

Name of Director	Mr. Anurag Gahlot	Mr. Ryuji Sakai
board along with listed entities from which the person has resigned in the past three years.		
Number of shares held in the Company including shareholding as a beneficial owner	50820	Nil
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	Not Applicable

**Appointed as Director w.e.f April 28, 2026*