

November 13, 2025

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

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

Symbol: MOTHERSON**Scrip Code: 517334****Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

The Board of Directors of Samvardhana Motherson International Limited (“**SAMIL**” or “**Company**”) at its meeting held today, i.e. November 13, 2025 has, *inter alia*, considered and approved the acquisition of Onega Solar Power Limited (“**OSPL-SPV**”), through its wholly owned subsidiary namely Motherson New Energy Limited (“**MNEL**”) which shall enter into a definitive agreement to acquire the equity shares and compulsorily convertible debentures, which collectively constitute 100% ownership of OSPL-SPV, a special purpose vehicle setup for the development of a **15 MWp** Group Captive Solar Project in the state of Uttar Pradesh (“**Project**”).

The initiative supports the Company’s broader sustainability goals while enabling long term cost efficiencies and a lower carbon footprint across domestic operations. Post acquisition, OSPL-SPV will develop, own and operate the Project to meet the long-term renewable energy needs of Motherson group.

Further, the captive consumers (refer to details in **Annexure I**) shall invest and collectively hold the 30% of the equity share capital of OSPL-SPV on fully diluted basis and will enter into long term Power Transfer Agreement(s) with OSPL-SPV for transfer of solar power under the group captive model in accordance with Electricity Laws.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the details are enclosed herewith as **Annexure I**.

The Board Meeting of the Company commenced at 1200 Hours (IST) and concluded at 1450 Hours (IST).

The above is for your information and records.

Thanking you,

Yours truly,
For Samvardhana Motherson International Limited

Alok Goel
Company Secretary

Regd. Office:
Unit – 705, C Wing, ONE BKC, G Block
Bandra Kurla Complex, Bandra East
Mumbai – 400051, Maharashtra (India)
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CIN No.: L35106MH1986PLC284510
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Annexure I

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Onega Solar Private Limited ("OSPL-SPV"), a special purpose vehicle owned by IB Energy PTE Ltd. Singapore. Samvardhana Motherson International Limited ("SAMIL" or "Company") via its wholly owned subsidiary Motherson New Energy Limited ("MNEL") will acquire 100% ownership of OSPL-SPV. The turnover is not applicable as OSPL-SPV is still in development phase and has not started the commercial production. OSPL-SPV was incorporated on August 05, 2021.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	The acquisition of OSPL-SPV by MNEL would not fall within the related party transaction. Post acquisition of OSPL-SPV by MNEL and subject to execution of definitive agreement(s), the Company, its subsidiaries, joint ventures, associates and promoter entity(ies) ("Captive Consumers") shall invest in and will collectively hold 30% of the equity share capital of OSPL-SPV on fully diluted basis. Also, the Captive Consumers will enter into long-term Power Transfer Agreement(s) with OSPL-SPV for transfer of solar power under the group captive model in accordance with Electricity Laws. The tariff under the Power Transfer Agreement(s) has been derived at arm's length basis and has been independently benchmarked and validated by a reputed third party – Deloitte India. Upon compliance of relevant provisions of related party transactions under the applicable laws, the promoter entity(ies) will acquire upto 4.30% of equity share capital of OSPL-SPV and will enter into power transfer agreement on similar terms and will become a captive consumer.
3.	Industry to which the entity being acquired belongs.	Renewable Energy
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	Development of a 15 MWp Group Captive Solar Power Project in the state of Uttar Pradesh, for transfer of solar power to Captive Consumers under long term Power Transfer Agreement(s) as per Electricity Laws. Details of the Transaction: 1. SAMIL via its wholly owned subsidiary MNEL will acquire 100% (Share Capital and existing Compulsory Convertible Debentures) of OSPL-

		SPV from IB Energy PTE Ltd, Singapore for a cash consideration of INR 13.19 million. 2. OSPL-SPV, a special purpose vehicle created to develop, own and operate the Project for transfer of power to Captive Consumers under the long term Power Transfer Agreement(s) as per Electricity Laws. 3. The Project shall be developed and maintained by MNEL under an Engineering Procurement & Commissioning and Operations & Management Contract. 4. Basis achievement of Project development milestones, MNEL will further invest in OSPL-SPV via equity shares and compulsorily convertible debentures. 5. Further to comply with regulatory requirements governing captive power plants, MNEL via secondary sale will enable Captive Consumers to cumulatively hold 30% equity share capital on a fully diluted basis and accordingly enter into Power Transfer Agreement(s) with the Captive Consumers for transfer of solar power in accordance with Electricity Laws. 6. The proposed equity shareholding of Captive Consumers in OSPL-SPV is detailed as below: <table><tr><th>Details of Captive Consumers</th><th>Proposed percentage (%) of equity shareholding in OSPL-SPV</th></tr><tr><td>SAMIL & its subsidiaries</td><td>15.94</td></tr><tr><td>JV & Associates</td><td>9.76</td></tr><tr><td>Promoter entity(ies)</td><td>4.30</td></tr><tr><td>Total</td><td>30.00</td></tr></table>	Details of Captive Consumers	Proposed percentage (%) of equity shareholding in OSPL-SPV	SAMIL & its subsidiaries	15.94	JV & Associates	9.76	Promoter entity(ies)	4.30	Total	30.00
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Promoter entity(ies)	4.30											
Total	30.00											
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable										
6.	Indicative time period for completion of the acquisition.	The acquisition of OSPL-SPV is expected to be completed in Q3 FY26.										
7.	Consideration - whether cash consideration or share swap or any other form and details of the same.	Cash Consideration.										
8.	Cost of acquisition and/or the price at which the shares are acquired.	SAMIL via its wholly owned subsidiary MNEL will acquire 100% stake in OSPL-SPV for cash consideration of INR 13.19 million.										
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	Upon completion of the transaction, SAMIL through its wholly owned subsidiary MNEL shall own 100% of OSPL-SPV.										
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation,	Not applicable, as OSPL-SPV was incorporated on August 05, 2021 and has yet to commence its business operations.										

	history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	The financials of OSPL-SPV as on March 31, 2025 were as follows:															
		<table><tr><th>In Mn</th><th>INR</th><th>FY2023</th><th>FY2024</th><th>FY2025</th></tr><tr><td>Revenue</td><td></td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>EBITDA</td><td></td><td>-0.03</td><td>-0.04</td><td>-0.16</td></tr></table>	In Mn	INR	FY2023	FY2024	FY2025	Revenue		Nil	Nil	Nil	EBITDA		-0.03	-0.04	-0.16
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