



Samvardhana Motherson International Limited

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June 19, 2025

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

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

Scrip Code : 517334

Scrip Code : MOTHERSON

Subject: Outcome of Board Meeting

This is furtherance to prior intimation dated June 16, 2025, submitted by Samvardhana Motherson International Limited ("the Company") on the consideration and approval of Employee Stock Option Scheme of the Company.

In compliance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that, based on recommendations of the Nomination and Remuneration Committee, the Board of Directors ("**the Board**") of Samvardhana Motherson International Limited ("**the Company**") at its Meeting held on Thursday, June 19, 2025 has considered and approved formulation, adoption and implementation of an Employee Stock Option Scheme i.e. "**Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025**" ("**ESOP Scheme, 2025**"), subject to the approval of the shareholders of the Company.

Details required pursuant to SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith as Annexure I.

The above is for your information and records.

Thanking you

Yours truly
For Samvardhana Motherson International Limited

Alok Goel
Company Secretary

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Bandra Kurla Complex, Bandra East
Mumbai – 400051, Maharashtra (India)
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ANNEXURE – I

Sl. No.	Particulars	Details
1.	Brief details of options granted	<p>Subject to the shareholders' approval, the Board has recommended to issue upto 6,30,00,000 grants (pre proposed bonus issue) which is equivalent upto 9,45,00,000 (post proposed bonus issue) grants under ESOP Scheme 2025, which shall entitle to equivalent equal number of fully paid-up equity share of face value of ₹1/- (Rupee One) each against each ESOP exercised.</p> <p>In respect to the proposed grant pool, following is submitted:</p> <ul style="list-style-type: none"> (i) The existing paid-up equity share capital of the Company is 703,62,95,067 nos. of Equity Shares of Re. 1/- each. (ii) That Board of Directors of the Company in its meeting held on May 29, 2025 had recommended Bonus issue of shares to the shareholders of the Company. (iii) The approval of shareholders through Postal Ballot is sought whereas the results will be declared on or before July 7, 2025. (iv) Accordingly, the paid-up equity share capital of the Company post issue of bonus shares will be 1055,44,42,601 (One Thousand Fifty Five Crore Forty Four Lakh Forty Two Thousand Six Hundred and One) Equity Share of INR 1/- (Rupee One) each. <p>The ESOP will be proportionately adjusted due to corporate action(s), if any.</p>
2.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	Samvardhana Motherson International Limited- Employee Stock Option Scheme 2025 (" ESOP Scheme 2025 "), shall be in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (" SBEB ").
3.	Total number of shares covered by these options	As stated at serial no. 1 above.
4.	Pricing formula	<p>The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee ("NRC"), subject to a maximum discount of up to 15% (Fifteen percent) on the Market Price of the Shares on the Grant Date. The specific Exercise Price shall be intimated to the Option Grantee in the Grant letter at the time of Grant</p> <p>The employee shall also be liable to pay the Company an amount equivalent to the value of the perquisite tax payable on exercise of the options in accordance with the provisions of the Income Tax Act, 1961 and other applicable laws (if any) at the relevant time.</p>
5.	Options vested	Not applicable at this stage.
6.	Time within which option may be exercised	The exercise period will commence from date of vesting and will expire on completion of three (3) years from the date of respective vesting or such shorter period as may be prescribed

		by the Committee.
7.	Options exercised	Not applicable at this stage.
8.	Money realized by exercise of options	Not applicable at this stage.
9.	The total number of shares arising as a result of exercise of option	Not applicable at this stage.
10.	Options lapsed	Not applicable at this stage.
11.	Variation of terms of option	Not applicable at this stage.
12.	Brief details of significant terms	<p>a) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than equity shares referred at serial no. 1 above.</p> <p>b) All the Equity Shares reserved under the Scheme shall be acquired by secondary acquisition and/or through primary source (in case of circumstances warrant) which shall be well within the statutory limit as prescribed under the SBEB Regulations.</p> <p>c) The maximum number of Options under the Scheme that may be granted to each Employee per Grant and in aggregate (taking into account all Grants) vary depending upon the designation and the appraisal / assessment process, however, shall not exceed 5,00,000 (pre proposed bonus issue) which is equivalent to 7,50,000 (post proposed bonus issue) Options at the time of Grant.</p> <p>d) The Scheme shall be applicable to the Company (and any successor) and its employees, as well as to group, subsidiary, joint ventures and associate companies in India or abroad, and their eligible employees or directors.</p> <p>e) The Scheme will be overseen by the Nomination and Remuneration Committee (NRC) of the Company, which will handle all related responsibilities, including any powers or duties delegated by the Board as per applicable law.</p> <p>f) The Scheme shall be administered by the Trust to the extent aspects of such administration are delegated by the Committee as per the requirements of Applicable Laws.</p> <p>g) Employees within the meaning of ESOP Scheme 2025 are eligible for being granted Options. The specific Employees to whom the Options would be granted, and their Eligibility Criteria shall be determined by the NRC upon recommendation of the Management of the Company.</p> <p>h) The Options granted under the Scheme shall Vest not earlier than the minimum Vesting Period of one (1) year and not later than maximum Vesting Period of five (5) years from the date of Grant.</p> <p>i) The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in from the date of transfer of</p>

		such Shares under the Scheme.
13.	Subsequent changes or cancellation or exercise of such options	Not applicable at this stage.
14.	Diluted earnings per share pursuant to issue of equity share on exercise of options.	Not applicable at this stage.