

July 23, 2025

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

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

Symbol : MOTHERSON**Scrip Code : 517334****Subject: Notice of Postal Ballot seeking shareholders approval**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III (Part A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice dispatched to all the members for seeking approval on following matters:

Item No.	Description of the Resolution
1.	Special Resolution - To consider and approve 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'
2.	Special Resolution - To consider and approve grant of Options to the eligible employees of the Subsidiary Company(ies) of the Company under 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'
3.	Special Resolution - To consider and approve grant of employee stock options to the eligible employees of Group Company(ies) under 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'
4.	Special Resolution - To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'
5.	Special Resolution - To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the 'Samvardhana MotherSON International Limited – Employee Stock Option Scheme 2025'

Regd Office:
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.: L35106MH1986PLC284510
Email: investorrelations@motherSON.com

Proud to be part of samvardhana 

Kindly note the schedule of events for Postal Ballot and e-voting as under:

Sl. No.	Activity	Date
1.	Cut-off date for sending notice to the shareholders	July 18, 2025
2.	Voting start date and time	Thursday, July 24, 2025 from 0900 Hours (IST)
3.	Voting end date and time	Friday, August 22, 2025 till 1700 Hours (IST)
4.	Scrutinizer's Report and Declaration of results	On or before August 25, 2025

The said Postal Ballot Notice may also be accessed on the Company's website, viz., www.motherson.com.

The above is for your kind information and records.

Thanking you,

Yours truly,
For Samvardhana Motherson International Limited

Alok Goel
Company Secretary

Encl: A/a.



SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(CIN-L35106MH1986PLC284510)

Regd. Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, India

Phone: +91 22 61354800; Fax: +91 22 61354801

Corporate Office: 11th Floor, Plot No. 1, Sector-127, Noida-Greater Noida Expressway,
Noida-201301, India

Phone: +91 120 6679500; Fax: +91 120 2521866

E-mail: investorrelations@motherson.com; Website: www.motherson.com

POSTAL BALLOT NOTICE

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

To,
The Member(s),

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

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

In accordance with the relevant MCA Circulars, members whose e-mail ID is not registered with the Registrar & Share Transfer Agent (**“RTA”**) or Depository Participant, are requested to kindly follow procedure mentioned at serial no. 8 of the Notes for registration of their respective e-mail ID to get soft copy of notice and procedure for Postal Ballot / e-voting which will enable the members for e-voting for this Postal Ballot.

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

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

The Scrutinizer will submit his report to the Chairman of the Company (the **“Chairman”**) or to any other person authorized by the Chairman after completion of scrutiny of e-voting for declaration of

results. The result of the postal ballot shall be declared on or before August 25, 2025 and communicated to the stock exchanges in accordance with the Listing Regulations, RTA and shall also be displayed on the Company's website at www.motherson.com and the website of e-voting agency at <https://evoting.kfintech.com>.

SPECIAL BUSINESSES:

1. To consider and approve 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions, sanctions, the approval of the members of the Company be and is hereby accorded to the introduction and adoption of 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025' (**“ESOP 2025”** or **“Scheme”**) and implementation of the Scheme through an irrevocable employee welfare trust namely 'Motherson ESOP Trust' (**“Trust”**) to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 9,45,00,000 (Nine crore Forty Five lakhs) employee stock options (**“Options”**) to the eligible employees of the Company, exclusively working in India or outside India, as determined in terms of the Scheme, exercisable into not more than 9,45,00,000 (Nine crore Forty Five lakhs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up (**“Shares”**), to be sourced from the secondary acquisition by the Trust and/ or primary issuance by the Company, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

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

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

RESOLVED FURTHER THAT in case equity shares of the Company are either sub-divided or consolidated, then number of shares to be allotted and price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in same proportion as the face value per equity share shall bear to revised face

value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

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

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

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

2. To consider and approve grant of Options to the eligible employees of the Subsidiary Company(ies) of the Company under ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions, sanctions, the approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“Options”) under ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’ (“**ESOP 2025**” or “**Scheme**”) to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2025, within ceiling of total number of Options and equity shares, as specified in ESOP 2025 along with such other terms and in such manner, in accordance with provisions of applicable laws and provisions of the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and

things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

3. To consider and approve grant of employee stock options to the eligible employees of Group Company(ies) under ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions, sanctions, the approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (**“Options”**) under ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’ (**“ESOP 2025”** or **“Scheme”**) to the eligible employees of the Group Company(ies), exclusively working in India or outside India, as determined in terms of the ESOP 2025, within the ceiling of total number of Options and equity shares, as specified in ESOP 2025 along with such other terms and in such manner, in accordance with the provisions of applicable laws and the provisions of the Scheme.

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

4. To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of ‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions, sanctions, the approval of the members of the Company be and is hereby accorded to acquire not exceeding 9,45,00,000 (Nine crore Forty Five lakhs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up

("Shares"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025' ("**ESOP 2025**" or "**Scheme**"), through an irrevocable employee welfare trust namely 'Motherson ESOP Trust' ("**Trust**") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

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

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

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

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

5. **To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025'**

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

"RESOLVED THAT pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) and 3(11) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable and subject to further such other approvals, permissions and sanctions as may be necessary from the regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted) to grant loan, provide guarantee or security in connection with the loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely 'Motherson ESOP Trust' ("**Trust**") to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of Re. 1/- (Rupee One only) each fully paid-up ("**Shares**"), by way of secondary acquisition and/ or primary issuance of new Shares (as the case may be), for implementation of 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025' ("**ESOP 2025**" or "**Scheme**").

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

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

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

By order of Board

Place: Noida, Uttar Pradesh
Date: July 10, 2025

Alok Goel
Company Secretary
ICSI Membership No. – FCS 4383

Registered Office:

CIN-L35106MH1986PLC284510
Unit 705, C Wing, ONE BKC,
G Block, Bandra Kurla Complex, Bandra East, Mumbai –400051.
Phone: +91 120 6679500
Fax: +91 120 2521866
Website: www.motherson.com
E-mail: investorrelations@motherson.com

Notes:

1. **Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.**
2. The Special Business as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
3. The Company has appointed Mr. D.P. Gupta, Company Secretary in practice of SGS Associates LLP (FCS-2411; C.P. No.-1509) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice will also be available on the Company's website at www.motherson.com website of the Stock Exchanges, i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFinTech at <https://evoting.kfintech.com>.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
6. The Postal Ballot Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on July 18, 2025 ("**Cut-off Date**") (entitlement date for receiving notice) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India's of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular NO. 09/2024 dated September 19, 2024. The Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
7. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Listing Regulations, as amended from time to time, the Company is offering remote e-voting facility to all the members of the Company. The Company has appointed KFin Technologies Limited ("**KFintech**") for facilitating e-voting to enable members to cast their votes electronically (hereinafter referred to as the "**E-voting**" / "**Remote e-voting**").
8. In accordance with the MCA Circulars, to facilitate shareholders to receive this Postal Ballot Notice electronically and cast their vote electronically, the Company has made necessary arrangement with its Registrar & Share Transfer Agent, i.e. KFintech for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
 - i. Pursuant to the aforesaid Circular issued by the Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced, may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFintech, by clicking the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> with following details:

- Name registered as per records of the Company;
- DP ID- Client ID / Folio No.;
- Email ID to be registered for receiving the Postal Ballot Notice.

- ii. Post successful registration of the email, the shareholder will get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com and / or investorrelations@motherson.com.
- iii. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFintech, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
- iv. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFintech to enable servicing of notices / documents / Annual Reports electronically to their email address.

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

- (a) Date and time of commencement of voting through electronic means: July 24, 2025, from 0900 Hours (IST).
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: August 22, 2025, upto 1700 Hours (IST).
- (c) Details of Website: <https://evoting.kfintech.com>.
- (d) Details of persons to be contacted for issues relating to e-voting: Mr. Suresh Babu D, Senior Manager, Corporate Registry, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309-4001; Fax No. : +91 40 2300 1153; E-mail: evoting@kfintech.com.
- (e) Details of Scrutinizer: Mr. D.P. Gupta, Company Secretary in practice of M/s. SGS Associates LLP (FCS2411; C.P. No.1509).

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

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

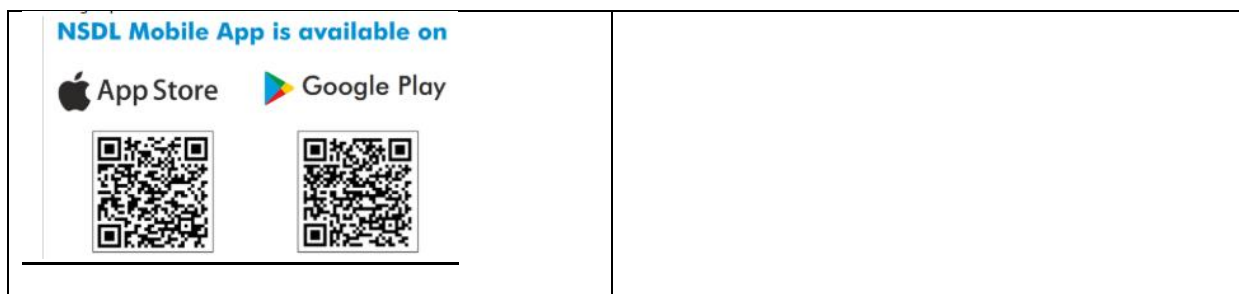
Step 2: Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

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

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

NSDL	CDSL
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful 	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi.

<p>authentication, click on “Access to e-Voting”.</p> <p>IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Samvardhana Motherson International Limited from the Drop down button for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com.</p> <p>II. Select “Register Online for IDeAS”.</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select name of the company and e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders / members can also download NSDL mobile app “NSDL Speede” facility by scanning QR Code mentioned below for seamless voting experience:</p>	<p>III. Login with user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration.</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where the e- Voting is in progress.</p>
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Individual Member login through their demat accounts / Website of Depository Participant:

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

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

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

- a. In case a Member receives an email from KFintech (for Members whose email Ids are registered with the Company/Depository Participant(s):
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with KFintech for E-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on “LOGIN”.

- iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.etc). The system will prompt you to change your password and update your contact details like mobile number, email ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number for "Samvardhana Motherson International Limited".
- vii) On voting page enter number of shares (which represents the number of votes) as on Cut-off Date under each of heading of resolution and cast your vote by choosing "FOR/ AGAINST" option or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but total number in, "FOR" and "AGAINST", taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
- viii) Members holding multiple folios/demat accounts shall choose voting process separately for each of folios/ demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During voting period, Members can login any number of times till they have voted on the Resolution.
- xii) Corporate/ Institutional Members (i.e other than Individuals, HUF,NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: corporate@sgsassociatesllp.com or evoting@kfintech.com. They may also upload same in the E-voting module in their login. The scanned image of above-mentioned documents should be in the naming format "Corporate Name_EVENTNO".

b. Manner of Registering / Updating Email Addresses:

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

KFin Technologies Limited
 Selenium Tower B, Plot NO. 31 & 32
 Financial District, Nanakramguda
 Serilingampally, Hyderabad – 500032
 Toll Free Tel: 1- 800-309-4001

11. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at KFintech website <https://evoting.kfintech.com>.
12. Once vote on a resolution is casted by a member, member shall not be allowed to change it subsequently.
13. The Scrutinizer shall within a period not exceeding forty eight (48) hours from last date of receipt of conclusion of e-voting period make a Scrutinizer's Report of votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.
14. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting.
15. The result of the Postal Ballot will be announced on or before August 25, 2025 at the Registered / Corporate Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website www.motherson.com and on KFintech's website <https://evoting.kfintech.com/public/Downloads.aspx> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.
16. Members are requested to carefully read instructions mentioned in notes before exercising their vote.

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

Item No. 1, 2, 3 and 4:

The Board of Directors of the Company is of the view that Equity-based compensation schemes are an effective means to reward, retain, and motivate talent within the organization. Such schemes not only incentivize employees by aligning their interests with those of the Company and its shareholders, but also foster a culture of ownership and accountability. Equity-based compensation schemes encourage employees to contribute meaningfully to the long-term growth and success of the Company, thereby creating sustained value for all stakeholders. In light of the Company entering its next phase of business growth and leveraging market opportunities, it is imperative to attract and retain high-quality leadership and key talent. The proposed employee stock option scheme is intended to support these strategic objectives.

In light of the aforesaid, it is thought expedient to implement an employee stock option scheme wherein not exceeding 9,45,00,000 (Nine crore Forty Five lakhs) employee stock options ("**Options**") will be granted to the eligible employees, exclusively working in India or outside India, as determined in terms of the Scheme, exercisable into not more than 9,45,00,000 (Nine crore Forty Five lakhs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up ("**Shares**"). The Shares required for the implementation of 'Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025' ("**ESOP 2025**" or "**Scheme**"), shall be sourced from secondary acquisition and/ or primary issuance of the new Shares of the Company to the Trust (as the case may be). The Scheme will not only enable the Company to reward eligible employees but, by its very design, will also generate value for shareholders. Furthermore, there will be no additional equity dilution if the Shares required under the Scheme are acquired through secondary acquisition by the Trust. However, the Company retains right to source the Shares through primary issuance, should the circumstances necessitate.

Further, since the Scheme involves secondary acquisition, as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company ("**Board**") have approved the Scheme, subject to members approval, in their meeting held on June 06, 2025 and June 19, 2025, respectively and also approved a trust deed of an irrevocable employee welfare trust namely '**Motherson ESOP Trust**' ("**Trust**") to be set-up by the Company. Further, the ESOP 2025 shall be administered through the Trust and supervised by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

The Shares shall be sourced from the Secondary Acquisition, from time to time, through the Trust. However, the Company reserves the right to source the Shares from the primary issuance of the Shares to the Trust, in case circumstances warrant.

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

a. Brief Description of the scheme:

The ESOP 2025 contemplates grant of Options to the eligible employees of the Company and/ or Group Company(ies) and Subsidiary Company(ies), in India or outside India, as determined in terms of the ESOP 2025 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. Any eligible employee intending to accept the grant of Options made under the ESOP 2025 must submit such acceptance on or before the date specified in the letter of grant, which shall not be later than

30 (thirty) days from the date of the grant. The eligible employees are expected to receive benefits based on their contribution for creating value for the shareholders.

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

The Committee may appoint Scheme Administrator(s) or any other role holder(s) duly authorised by the Committee from time to time, to take necessary administrative steps in order to implement, supervise and administer the Scheme. Such Scheme Administrator(s) or any other role holder(s) shall be authorised and responsible to take necessary administrative steps in order to implement, supervise and administer the Scheme, *inter-alia*, including:-

- (i) Determine employee-wise number of grants for Committee's approval;
- (ii) Issue, amend, modify the grant letter to grantees, in accordance with applicable laws;
- (iii) Compute vesting of options as per the Scheme, basis level performance achievement;
- (iv) Accept nomination forms/ exercise notices from grantees;
- (v) Execute, sign and deliver all letters, correspondence, certificates, undertaking and other deeds and documents on behalf of the Company for any purpose incidental or ancillary to the Scheme;
- (vi) Appoint any consultant, lawyer, professional etc., for any legal opinion, advice, views or to represent the Company before various statutory or non-statutory authorities. Also appoint valuer/ Merchant Banker/ Chartered Accountant as may be required;
- (vii) Subject to applicable laws, hold shares for non-resident grantees or transfer to a nominee, at their request for their beneficial interest; and
- (viii) To do all such acts, deeds and things as may be required to be done to implement and administer the Scheme or any other matter connected thereto under the authority of the Committee.

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

The total number of Options to be granted under the Scheme shall not exceed 9,45,00,000 (Nine crore Forty Five lacs). Each Option when exercised would be converted into one equity share of face value of Re. 1/- (Rupee One only) each fully paid-up. The Options to be granted by the Company under the Scheme shall be upto September 30, 2028.

The members may note that the shareholders of the Company vide postal ballot dated May 29, 2025 had approved issuance of Bonus Shares by the Company 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. The results of the said postal ballot was effective w.e.f. July 05, 2025 and the result was declared on July 07, 2025. The said bonus shares will be allotted and be listed on the stock exchange on or before July 28, 2025. Further, the proposed grants of 9,45,00,000 (Nine crore Forty Five lacs) Options, *inter-alia*, is considering post bonus allotment by the Company. The members may note that the proposed grants will be equivalent to 0.90% of paid up equity share capital of the Company post issuance of Bonus Shares.

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

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

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

- i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii) a Director of the Company, whether a whole-time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or
- iii) an employee as defined in sub-clauses (i) or (ii), of a Group Company(ies) and Subsidiary Company(ies), in India or outside India, of the Company.

but does not include

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

The Committee while granting the Options to any eligible employee(s) of any Group Company(ies) and Subsidiary Company(ies), in India or outside India, of the Company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

In case Options are granted to the employee of any Group Company(ies) and Subsidiary Company(ies), the cost attributable to such grants shall be charged to and borne by such respective Group Company(ies) and Subsidiary Company(ies), as the case may be. In circumstances where the Group Company(ies) and Subsidiary Company(ies), reimburses the Company for any cost incurred in connection with the grants of such Options, both the Company and the respective Group Company(ies) shall disclose the payment or reimbursement, as the case may be, in the notes to accounts forming part of their respective financial statements, in accordance with applicable accounting standards.

The employees of the Group Company(ies) and Subsidiary Company(ies) whose securities are listed at Stock Exchanges in India, will not be entitled for the Options under the Scheme. However, the above restriction will not apply in case of transfer or deputation of an employee within a Group Company(ies) and/or Subsidiary Company(ies).

d. Requirements of Vesting and period of Vesting:

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

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

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

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

The employees of the Group Company(ies) and Subsidiary Company(ies) whose securities are listed at Stock Exchanges in India, will not be entitled for the Options under the Scheme. However, the above restriction will not apply in case of transfer or deputation of an employee within a Group Company(ies) and/or Subsidiary Company(ies).

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

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

f. Exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee subject to a maximum discount of up to 15% on the Market Price (as defined in the Scheme) of Shares as on the date of Grant. However, the exercise price per Option shall not be less than the face value of the Share of the Company.

g. Exercise period and the process of exercise:

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

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

Further, subject to maximum Exercise Period, the treatment of vested and unvested options should be as follow:-

S. No.	Events	Vested Options	Unvested Options
1	While in employment/ Service	All the Vested Options shall be exercisable by the Option Grantee within the Exercise Period .	All the Unvested Options shall continue to vest as per the terms and conditions of the Grant.
2	Resignation	All the Vested Options as on date of resignation shall be exercisable by the Option Grantee on or before three months from the last working day or Exercise Period, whichever is earlier .	All the Unvested Options as on the effective date of resignation shall stand cancelled .
3	Termination (Other than due to Misconduct)	All the Vested Options as on date of termination shall be exercisable by the Option Grantee on or before three months from the last working day or Exercise Period, whichever is earlier .	All the Unvested Options as on the date of termination shall stand cancelled with effect from the effective date of termination.
4	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options as on the date of such termination shall stand cancelled with effect from the date of such termination.

S. No.	Events	Vested Options	Unvested Options
5	Retirement	All the Vested Options as on date of Retirement shall be exercisable within 12 (Twelve) months from the date of Retirement or Exercise Period, whichever is earlier.	All Unvested Options as on the date of Retirement would continue to vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Committee in accordance with the Company's Policies, if any, and provisions of the then prevailing Applicable Law. Such aforesaid Vested Options, if any, can be exercised within a period of 12 (Twelve) months from the date of such Vesting.
6	Death	All the Vested Options as on date of death shall be exercisable by the legal heir/ nominee of such deceased Option Grantee within 12 (Twelve) months from the date of Death of the Option Grantee.	All the Unvested Options as on date of death shall vest immediately in the Option Grantee's nominee or legal heir and can be exercisable within a period of 12 (Twelve) months from the date of such Vesting.
7	Permanent Incapacity	All Vested Options may be exercised by the Option Grantee within 12 (Twelve) months from the date of the Permanent Incapacity.	All the Unvested Options as on date of incurring such incapacity shall vest immediately with effect from such event to the Option Grantee and can be exercisable within a period of 12 (Twelve) months from the date of such Vesting.
8	Transfer / deputation to/from Group Company(ies) or Subsidiary Company(ies)	Exercise Period to remain the same as per the terms of the Grant. In case of subsequent separation, treatment of Options shall be as per the applicable circumstance mentioned in this table.	Vesting schedule and Exercise Period to remain same as per the terms of the Grant. In case of subsequent separation, treatment of Options shall be as per the applicable circumstance mentioned in this table.
9	Any other reason	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise required by Applicable Laws.

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

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution and such other criteria as may be determined by the Committee upon recommendation of the management of the Company, from time to time.

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

The maximum number of Options under the Scheme per Employee per grant and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 7,50,000 (seven lakhs fifty thousand) Options.

Further, members may note that prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the Grant of Options to any identified Employee, during any one year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

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

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

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

k. Route of the scheme implementation:

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

l. Source of acquisition of shares under the scheme:

The Scheme contemplates acquisition of Shares not exceeding 9,45,00,000 (Nine crore Forty Five lakhs) equity shares from the secondary acquisition through the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

m. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

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

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

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

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

All the Shares i.e 9,45,00,000 (Nine crore Forty Five lakhs) equity shares reserved under the Scheme shall be acquired by secondary acquisition and/or through primary source which shall be well within the statutory limit as prescribed under the SBEB Regulations.

o. Accounting and Disclosure Policies:

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

disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. Method of Option valuation:

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

q. Declaration:

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

r. Period of lock-in:

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

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

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

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

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

- i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOP 2025 through Trust route, in agenda item no.1;
- ii. Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the Scheme to the eligible employees of its Subsidiary Company(ies), in India or outside India, of the Company, in agenda item no. 2;
- iii. Regulation 6(3)(c) of the SBEB Regulations and other applicable provisions, a separate resolution, for extending and granting the Options under the Scheme to the eligible employees of its Group Company(ies), in India or outside India, in agenda item no. 3; and
- iv. Regulation 6(3)(a) of the SBEB Regulations, a separate resolution, for secondary acquisition of 9,45,00,000 (Nine crore Forty Five lakhs) equity shares by Trust under the Scheme in agenda item no. 4.

The Board accordingly recommends the Resolutions set out at Item No. 1, 2, 3 and 4 for approval by the members of the Company as Special Resolution.

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

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

Item no 5:

The Company intends to implement equity compensation scheme namely **‘Samvardhana Motherson International Limited – Employee Stock Option Scheme 2025’ (“ESOP 2025” or “Scheme”)** for which approval is sought from the members in separate resolutions at Item Nos. 1, 2, 3 and 4. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely **‘Motherson ESOP Trust’ (“Trust”)** to be set up by the Company. The Scheme contemplates acquisition of 9,45,00,000 (Nine crore Forty Five lakhs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up (**“Shares”**) of the Company from secondary acquisition and/ or primary issuance of Shares (as the case may be), through the Trust.

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

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

Necessary details in this regard are provided as under:

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

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

- a. an employee as designated by the company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group, or
- c. an employee as defined in sub-clauses (a) or (b), of a Group Company(ies) and Subsidiary Company(ies), in India or outside India;

but does not include

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 5 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of loan by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

The Board accordingly recommends the Resolution set out at Item 5 for approval by the members of the Company as Special Resolution.

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

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

By order of Board

Place: Noida, Uttar Pradesh
Date: July 10, 2025

Alok Goel
Company Secretary
ICSI Membership No. – FCS 4383

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