

**Samvardhana Mother's International Limited**

Head Office: C-14 A & B, Sector 1, Noida – 201301 Distt. Gautam Budh Nagar, U.P. India  
Tel: +91-120-6752100, 6752278, Fax: +91-120-2521866, 2521966, Website: [www.mothers.com](http://www.mothers.com)

June 04, 2025

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

BSE Limited  
1<sup>st</sup> 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 for Issue of Bonus Shares to the Shareholders.**

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 for following matter:

Item No.	Description of the Resolution
1.	Ordinary Resolution - Approval for issue of Bonus Shares to the Shareholders.

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

Sl. No.	Activity	Date
1.	Cut-off date for sending notice to the shareholders	May 30, 2025
2.	Voting start date and time	Friday, June 06, 2025 from 0900 Hours (IST)
3.	Voting end date and time	Saturday, July 05, 2025 till 1700 Hours (IST)
4.	Scrutinizer's Report and Declaration of results	On or before July 07, 2025

The said Postal Ballot Notice and further details may also be accessed on the Company's website, viz., [www.mothers.com](http://www.mothers.com).

The above is for your kind information and records.

Thanking you,

Yours truly,  
For Samvardhana Mother's International Limited

Alok Goel  
Company Secretary

Encl: A/a.

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@mothers.com](mailto:investorrelations@mothers.com)



## SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

(CIN-L35106MH1986PLC284510)

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

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

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

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

E-mail: [investorrelations@motherson.com](mailto:investorrelations@motherson.com); Website: [www.motherson.com](http://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 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 20 (as applicable) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), General Circular No. 14/2020 dated April 8, 2020, read with other relevant circulars including General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (the **“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial 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 or re-enactment(s) thereof for the time being in force that the resolution appended below is proposed as a special business to be passed by the members of Samvardhana Motherson International Limited (**the “Company”**) by postal ballot by way of remote voting by electronic means (**“E-voting”/ “Remote e-voting”**). The explanatory statement pertaining to proposed resolution setting out material facts concerning the resolution 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 resolution proposed in this Postal Ballot Notice is also attached.

In accordance with the relevant MCA Circulars, members whose e-mail ID is not registered with the Registrar & Share Transfer Agent (**“RTA”**) or Depository Participant, are requested to kindly follow procedure mentioned at serial no. 10 of the Notes for 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 engaged the services of KFin Technologies Limited (formerly KFin Technologies Private Limited) (**“KFinTech”**).

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 postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the **“Chairman”**) or to any other person authorized by the Chairman after completion of scrutiny of the e-voting for declaration of results. The result of the postal ballot shall be declared on or before **July 07, 2025** and communicated to stock exchanges, RTA and shall also be displayed on the Company’s website at [www.motherson.com](http://www.motherson.com) and the website of e-voting agency at <https://evoting.kfintech.com>.

## **SPECIAL BUSINESS**

### **1. Issue of Bonus Shares to the Shareholders**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of 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) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), including, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), and other applicable regulatory authority(ies), and such permissions, sanctions, conditions and approvals as may be necessary in this regard consent of the members of the Company be and is hereby accorded to the Board for capitalization of a sum not exceeding INR 351,81,47,534/- (Rupees Three Hundred Fifty One Crore Eighty One Lacs Forty Seven Thousand Five Hundred Thirty Four Only) out of the securities premium account of the Company, as may be considered necessary by the Board for the purpose of issuance of bonus equity shares of face value of INR 1/- (Rupee One Only) each, credited as fully paid up equity shares to the holders of the existing fully paid-up equity shares of the Company, whose names appear in the Register of Members / list of Beneficial Owners on such date (“**Record Date**”) as may be fixed by the Board in this regard, in the proportion of one (1) equity share as bonus share for every two (2) existing fully paid up equity shares held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member / beneficial owner.

RESOLVED FURTHER THAT consequent to the issue of bonus equity shares, the Board of Directors of the Company be and is hereby authorised to make appropriate adjustment with respect to conversion price and / or number of shares to be issued against Compulsory Convertible Debentures allotted by the Company in proportion to the bonus issue.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to respective beneficiary accounts of the members with their respective Depository Participant(s) and further that for the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a separate demat suspense account or to a demat account in name of a trustee of a trust to be settled by the Company, to hold these shares till they are credited to beneficiary accounts of respective members holding equity shares in physical form and further that the voting rights of bonus equity shares held in the suspense escrow demat account shall remain frozen.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to non-resident Indians (NRIs), foreign institutional investors (FIIs), persons of Indian origin (PIO) / overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to the approval(s) of the Reserve Bank of India (RBI) and any other regulatory authority(ies), as may be required.

RESOLVED FURTHER THAT the bonus shares to be allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank in all respects *pari-passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT as a result of implementation of this resolution, any member(s) who becomes entitled to a fraction of a new equity share(s) to be allotted as bonus share(s), the Company shall not issue any share or coupon or cash in respect of such fractional share(s), however, the total number of such new equity share(s) representing such fractional entitlement of all the members of the Company, shall be allotted by the Board to a nominee or nominee(s) or trustee or trustee(s) to be appointed by the Board, who shall hold such fractional share(s) as trustee(s) for the equity shareholders who shall have been entitled to such fractional share(s) in case the same were issued/allotted to them and such nominee(s) or trustee(s) will sell such share(s) allotted to by the Company representing such fractional share(s), as soon as possible, at prevailing market rate(s) and net sale proceeds of such share(s)/fractional share(s), after adjusting cost and expenses in respect thereof, be distributed among such member(s) who are entitled to such fractional share(s) in proportion of their respective holdings and/or their respective fractional entitlement thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps as may be necessary and to determine all other terms and conditions of the issue of bonus shares including to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion deem fit.”

By order of Board

Place: Noida, Uttar Pradesh  
Date: May 29, 2025

Alok Goel  
Company Secretary  
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](http://www.motherson.com)  
E-mail: [investorrelations@motherson.com](mailto: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 M/s. SGS Associates LLP (FCS-2411; C.P. No.-1509) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice will also be available on the Company’s website at [www.motherson.com](http://www.motherson.com) website of the Stock Exchanges, i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KfinTech at <https://evoting.kfintech.com>.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

6. The Postal Ballot Notice is being sent to / published / displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on May 30, 2025 (“**Cut-off Date**”) (entitlement date for receiving notice) in accordance with provisions of the Companies Act, 2013, read with Rules made thereunder and the Ministry of Corporate Affairs, Government of India’s of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI 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:
- Pursuant to the aforesaid Circular issued by the Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced, may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (formerly KFin Technologies Private Limited), by clicking the link <https://ris.kfintech.com/clientservices/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.
  - 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 [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) and / or [investorrelations@motherson.com](mailto:investorrelations@motherson.com).
  - 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.
  - Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, KFintech to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. The E-voting events are as follows:

- (a) Date and time of commencement of voting through electronic means: **June 06, 2025 from 09:00 Hours (IST).**
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **July 05, 2025 upto 17:00 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, Telangana, 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](mailto: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:

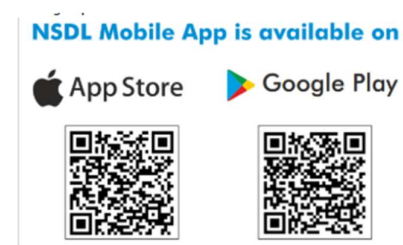
Step 1: Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

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
<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>II. Select “Register Online for IDeAS”.</li> <li>III. Proceed with completing the required fields.</li> </ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi.</li> <li>III. Login with user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>II. Proceed with completing the required fields.</li> </ol>

<p><b>3. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link: <a href="https://eservices.nsdl.com/SecureWeb/IdeaSDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeaSDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p> <p><b>4. By visiting the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></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> <div data-bbox="261 1087 662 1329">  </div>	<p><b>3. By visiting e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective 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:**

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

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

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

- a. In case a Member receives an email from KFintech (for Members whose email Ids are registered with the Company/Depository Participant(s):
  - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
  - ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with KFintech for E-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, click on “LOGIN”.
  - iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#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](mailto:corporate@sgsassociatesllp.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload same in the E-voting module in their login. The scanned image of above-mentioned documents should be in the naming format “Corporate Name\_EVENTNO”.

b. Manner of Registering / Updating Email Addresses:

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

- 11. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at KFinTech website <https://evoting.kfintech.com>.
- 12. Once vote on a resolution is cast by a member, member shall not be allowed to change it subsequently.
- 13. The Scrutinizer shall within a period not exceeding forty eight (48) hours from last date of receipt of conclusion of e-voting period make a Scrutinizer's Report of votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.
- 14. The resolution, if passed by 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 **July 7, 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](http://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**

To celebrate 50th Anniversary of Motherson Group founded in year 1975 as a partnership between Late Smt. Swarn Lata Sehgal (Mother) and Mr. V.C. Sehgal (Son) and also upon considering strong financials of the Company for financial year 2024-25, the Board of Directors of the Company (“**Board**”) in its meeting held on May 29, 2025, considered and approved bonus issuance in the ratio of 1:2, i.e., 1 equity share of INR 1/- each as fully-paid up bonus share, for every 2 existing fully-paid up equity shares of INR 1/- each held by the members as on record date as may be determined by the Board for this purpose, subject to approval of shareholders through Postal Ballot. The bonus shares shall rank *pari-passu* in all respects and carry same rights as existing equity shares of the Company.

The Motherson Group was established by Mr. Vivek Chaand Sehgal, Chairman in year 1975 as a partnership with his mother and soon grew into a state of art integrated manufacturing solutions provider for automotive components. Motherson Group has evolved over the years as a leading full system sustainable solutions provider to the global automotive industry with capabilities ranging across engineering, manufacturing and assembly. At present, Motherson Group has 12 business verticals across automotive and non automotive industries, i.e., Wiring Harness, Vision Systems, Modules & Polymer Products, Integrated Assemblies, Elastomers, Lighting & Electronics, Precision Metals & Modules, Technologies & Industry Solutions, Aerospace, Logistics Solutions, Health & Medical and Services.

The Post-Bonus paid-up equity share capital of the Company will be INR 1055,44,42,601/- (Rupees One Thousand Fifty Five Crore Forty Four Lakh Forty Two Thousand Six Hundred and One Only) divided into 1055,44,42,601 (One Thousand Fifty Five Crore Forty Four Lakh Forty Two Thousand Six Hundred and One) Equity Shares of INR 1/- (Rupee One) each.

The bonus shares will be issued to the members by capitalizing a sum not exceeding INR 351,81,47,534/- (Rupees Three Hundred Fifty One Crore Eighty One Lacs Forty Seven Thousand Five Hundred Thirty Four Only) out of the Company’s Securities Premium Account, which as on March 31, 2025, had a balance of INR 31,310 Crores on standalone basis. Further, the bonus shares to be issued on equity shares presently kept in abeyance will be kept in abeyance till such time the underlying shares are in abeyance and such bonus shares held in abeyance will be released to the registered shareholder pursuant to applicable provisions.

The Company on September 20, 2024, allotted 1,50,000 numbers of 6.50% compulsorily convertible debentures (“CCDs”) having face value of INR 100,000/- each, through Qualified Institution Placement. Pursuant to terms of issuance of CCDs, number of Equity Shares issuable upon conversion of the CCDs shall, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable law(s), be proportionately adjusted. In accordance with the terms of the CCDs, the exact number of Equity Shares arising pursuant to the conversion of the CCDs will be determined based on the applicable conversion price calculated in accordance with the terms of issuance of the CCDs at the time of conversion. As the exact number of Equity Shares arising pursuant to conversion of the CCDs will be determined only at the time of conversion, the minimum conversion price applicable to the CCDs is being adjusted to INR 126.67 (post bonus), in place of INR 190.00 (pre bonus), in proportion to the bonus issue.

Pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 read with Article 151 of Articles of Association of the Company, the proposed issue of the bonus shares, *inter-alia*, requires approval of shareholders’ of the Company, by way of an Ordinary Resolution. The shareholders’ may also note that the bonus shares shall be issued by capitalizing the Securities Premium Account of the Company and such equity shares upon allotment will rank *pari-passu* in all respect with the existing equity shares of the Company and will be subject to the Memorandum of Association and Articles of Association of the Company. Further, the proposed bonus shares will be issued as per the terms and in the manner mentioned in the enabling resolution.

Furthermore, the Company confirms that:

- (i) It has not made any default in the payment of interest or principal in respect of Fixed Deposits and/or Debt Securities;
- (ii) It has not undergone any debt restructuring;
- (iii) It has not defaulted in the payment of any statutory dues;
- (iv) It does not have any partly paid shares as on the date of this Postal Ballot; and
- (v) Any of the Promoters or Directors is not a fugitive economic offender.

The Board accordingly recommends the Resolution set out at Item No. 1 for approval by the members of the Company as an Ordinary Resolution.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice, except to the extent of issue and allotment of bonus shares to them consequent to their shareholding, if any, in the Company as on the record date.

By order of Board

Place: Noida, Uttar Pradesh  
Date: May 29, 2025

Alok Goel  
Company Secretary  
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](http://www.motherson.com)  
E-mail: [investorrelations@motherson.com](mailto:investorrelations@motherson.com)