

June 8, 2021

BSE Limited
P.J. Towers,
Dalal Street, Fort
MUMBAI – 400001, India

Scrip Code(s): 1. 959422 for NCDs amounting to INR 500 crore; and
2. 960000 for NCDs amounting to INR 2130 crore

Sub: Compliances for debt listed securities for the half year ended March 31, 2021

Dear Sir/Madam,

Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation), we hereby submit a certificate dated June 7, 2021 issued by Axis Trustee Services Limited, Debenture Trustee ("Trustee") conforming that the Trustee has taken note of contents as required to be disclosed under Regulation 52(4) of the Listing Regulations, in respect to above mentioned Non-convertible Redeemable Debentures issued by the Company.

Further, pursuant to Regulation 52(7) of the Listing Regulations, this is to confirm that there has been no deviations in use of proceeds of issue on Non-Convertible Redeemable Debentures from the objects stated in their offer documents.

You are requested to take note of the above.

Thanking you,

Yours truly,
For MotherSON Sumi Systems Limited

**Alok
Goel**  Digitally signed
by Alok Goel
Date: 2021.06.08
12:37:47 +05'30'
Alok Goel
Company Secretary

ATSL/ DEL/2021-22/372
07th June, 2021

To,
Motherson Sumi Systems Limited,
Unit 705, C Wing, One BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai - 400051.

Sub: Letter of Debenture Trustee pursuant to Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 for the Half- Yearly ended March 31, 2021

Dear Sir/Madam,

This has reference to the Privately Placed Secured & unsecured, Redeemable Non- Convertible Debentures issued by Motherson Sumi Systems Limited ("Company") having Security Code 959422 (i.e. NCD of Rs. 500 crores) and Security Code 960000 (i.e. NCD of Rs. 2130 crores) and listed on the Bombay Stock Exchange (BSE Limited) ("**Listed Debt Securities**").

Pursuant to Regulation 52(4) read with Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company is required to submit its half yearly/annual financial results to the Stock Exchange, with a letter of the Debenture Trustee (Axis Trustee Services Limited) that the Debenture Trustee has noted the contents furnished by the Company as per Regulation 52(4).

In pursuance thereof, we hereby confirm that we have received the said aforesaid information along with the relevant/necessary supporting and we have noted the contents in respect of the Listed Debt Securities issued by the Company.

Further, please note that we have not independently verified the contents submitted and the aforesaid noting is subject to the following:

1. The Debenture Trustee is relying on the information/ status as submitted by the Company for the purpose of submission to the Stock Exchange; without reconfirming; &
2. Any commitment pertaining to the Interest/ Principal payable on the future due dates are sole commitment on the Company's part and Trustee is not liable in any manner if Company fails to fulfil/does not fulfil its commitment.

Thanking You,

Yours Faithfully

For **Axis Trustee Services Limited**

(Debenture Trustee)

Subhash
Kumar Jha
(Subhash Kumar Jha)

Digitally signed by
Subhash Kumar Jha
Date: 2021.06.07
18:17:49 +05'30'

Deputy General Manager

Registered Office:

Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai - 400 025

Delhi Office:

2nd Floor, 25 - Pusa Road, Karol Bagh, New Delhi - 110005

Tel No: 011 43556440 Email - debenturetrustee@axistrustee.com Website - www.axistrustee.com

Corporate Identify Number: U74999MH2008PLC12264 | **MSME Registered UAN:** MH19E0033585

