

Date: September 18, 2024

BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers
Dalal Street
Fort, Mumbai 400 001
Maharashtra, India**National Stock Exchange of India Limited**
Listing Department
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India**Scrip Code:** 517334**Symbol:** MOTHERSON

Sub: Qualified institutions placement of equity shares of face value of ₹ 1 each (the “Equity Shares”) and compulsorily convertible debentures of face value of ₹100,000 each (“CCDs” and collectively with the Equity Shares, the “Securities”) by Samvardhana Motherson International Limited (the “Company”) under the provisions of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and Sections 42 and 62(1)(c) of the Companies Act, 2013 (including the rules made thereunder), as amended (the “Issue”).

Dear Sir / Madam,

In connection with the Issue, we wish to inform you that in furtherance to the resolutions passed by the Finance Committee at its meeting held on 16 September 2024, inter alia, authorizing the opening of the Issue and approving the terms of the CCDs, the Finance Committee has, at its meeting held today i.e. 18 September 2024, authorised the inclusion of a clarification with respect to the conversion price of the CCDs in the ‘Application Form for Bidding Compulsorily Convertible Debentures’ (“**CCD Application Form**”):

“Notwithstanding the foregoing the conversion price of the CCDs shall not in any event be lower than the Equity Issue Price.” in the manner indicated below:

“Conversion Price

*Subject to Regulation 176 of the SEBI ICDR Regulations and applicable law, each CCD shall be converted into such number of Equity Shares based on the conversion price arrived as per the below formula (“**Conversion Price**”). Conversion price shall be higher of the following:*

- *The aggregate face value of the CCDs are proposed to be converted into equity shares at a discount of 13.83% to the conversion volume weighted average price (“**VWAP**”).*

For the purpose of the above, conversion VWAP shall be calculated as seven trading days volume weighted average price of Equity Shares of our Company traded on the NSE, preceding the first date after the end of quarter, prior to Conversion Notice or Maturity Date for compulsory conversion of the balance CCDs held; whichever is earlier;

OR

- *The Floor Price of Equity Shares being ₹ 188.85 subject to discount of up to 5%, as may be decided by the Board of Directors of a duly authorized committee of the Board. The Floor Price net of discount computed in accordance with Regulation 176 of the SEBI ICDR Regulations is ₹[•];*

*The Conversion Price shall be decided by the Company in accordance with the aforementioned formula. **Notwithstanding the foregoing the conversion price of the CCDs shall not in any event be lower than the Equity Issue Price.***

Capitalised terms used herein but not defined shall have the meaning ascribed to such terms in the Issue documents.

We request you to kindly take this on record and the same be treated as compliance under Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, as amended

The meeting of the Finance Committee commenced at 1045 Hours (IST) and concluded at 1100 Hours (IST).

Thanking you

Yours truly
For Samvardhana Motherson International Limited

Alok Goel
Company Secretary