motherson
Samvardhana Motherson 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.motherson.com

September 21, 2026

National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra- Kurla Complex, Bandra (E) Mumbai- 400051, Maharashtra, India	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai– 400001 Maharashtra, India
Symbol: MOTHERSON	Scrip Code: 517334

Subject: Communication sent to Compulsorily Convertible Debenture Holders

Dear Sir / Madam,

Please find enclosed a communication sent to the holders of 6.50% Compulsorily Convertible Debentures (ISIN: INE775A08105) of Samvardhana Motherson International Limited, for your kind reference and records.

The above is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Clause 12 of Para A, Part A of Schedule III and other applicable provisions.

Thanking you,

Yours truly,
For Samvardhana Motherson International Limited

ALOK GOEL
Digitally signed by ALOK GOEL
Date: 2026.09.21 20:38:07 +05'30'

Alok Goel
Company Secretary

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

September 21, 2026

NOTICE TO HOLDERS OF COMPULSORILY CONVERTIBLE DEBENTURES ("CCDs")

Dear CCD Holder,

Sub: Intimation regarding the Entitlement Date and the procedure for conversion of 6.50% unsecured, unrated, listed compulsorily convertible debentures of face value of ₹1,00,000 (Rupees One Lakh only) each bearing ISIN INE775A08105 issued by Samvardhana Motherson International Limited ("Company")

In accordance with the terms of the Placement Document dated September 20, 2024 (the "Placement Document") issued under the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and Sections 23, 42, 62(1)(c) and 71 of the Companies Act, 2013, including the rules made thereunder, and further to the allotment of 1,50,000 CCDs of face value of ₹1,00,000 each to eligible qualified institutional buyers at an issue price of ₹1,00,000 per CCD on September 20, 2024, we hereby inform that:

(a) You are entitled to convert your CCDs into equity shares of face value of ₹1 (Rupee One) each of the Company ("Equity Shares") on or after September 30, 2026 (the "Entitlement Date");

(b) Conversion may be applied within the first seven (7) calendar days after the Entitlement Date, i.e. during the window from October 1, 2026, to October 7, 2026 (both days inclusive), or after the end of every calendar quarter after the Entitlement Date, except the last quarter before the maturity date, i.e. September 20, 2027 (the "Maturity Date"), when the CCDs will compulsorily and automatically convert. The conversion windows are set out in the Schedule to this Notice;

(c) You may elect to convert all your CCDs or any part thereof;

(d) All Conversion Notices received from CCDs holders in a given window shall be clubbed together and the Company shall convert the CCDs on the 8th day after the Entitlement Date, or on the 8th day after the completion of the relevant calendar quarter after the Entitlement Date, as applicable ("Conversion Date"). If the 8th day after the Entitlement Date or completion of the relevant calendar quarter after the Entitlement Date, falls on a trading holiday as published on the websites of the Stock Exchanges for the equity segment (a "Trading Holiday"), the immediately next trading day shall be the Conversion Date;

(e) Each CCD of face value of ₹1,00,000 outstanding on the Maturity Date will be automatically and compulsorily converted into such number of Equity Shares fully paid-up of face value of ₹1 each, without any application or any further action on your part. If the Maturity Date falls on a Trading Holiday, the immediately preceding trading day shall be considered for the purpose of conversion;

(f) In terms of Regulation 176 of the SEBI ICDR Regulations and the Placement Document, each CCD shall be converted into such number of Equity Shares based on the conversion price arrived at as per the formula stated in the Placement Document (the "Conversion Price"), being the higher of: (i) the price at a discount of 13.83% to the conversion volume weighted average price ("VWAP"); and (ii) the floor price of ₹188.85 per Equity Share, subject to a discount of up to 5% as may be decided by the Board of Directors or a duly authorised committee thereof; provided that the Conversion Price shall not, in any event, be lower than the Equity Issue Price. Further, the Equity Issue Price was Rs. 190/- per equity share. For above purpose, the conversion VWAP is the volume weighted average price of the Equity Shares of the Company traded on the National Stock Exchange of India Limited over the seven (7) trading days preceding the first date after the end of the relevant quarter prior to the Conversion Notice, or the Maturity Date for compulsory conversion of balance CCDs held, whichever is earlier;

(g) Pursuant to the issue of bonus Equity Shares by the Company in the ratio of 1:2 (record date July 18, 2025), the number of Equity Shares issuable upon conversion of the CCDs and the afore-mentioned price parameters stand proportionately adjusted in terms of the section "Adjustments in case of other corporate actions by our Company" of the Placement Document, read with the SEBI ICDR Regulations and applicable law. Accordingly, the minimum Conversion Price stands adjusted to ₹126.67 per Equity Share;

(h) In the event you exercise your right to convert the CCDs, any interest accrued but unpaid on such CCDs shall be paid within seven (7) working days from the Conversion Date;

(i) The Company shall convert the CCDs by allotment of Equity Shares and credit the Equity Shares in dematerialised form to your demat account. The Company shall also take the necessary steps to enable listing and trading of the converted Equity Shares on BSE Limited and the National Stock Exchange of India Limited. The Equity Shares issued pursuant to conversion of the CCDs shall rank pari passu with the then existing Equity Shares of the Company in all respects from the date of allotment, including as to dividend and voting rights, and shall be subject to the Memorandum of Association and Articles of Association of the Company;

(j) The fractional amount remaining after conversion of the CCDs tendered by you shall be paid in cash within seven (7) working days from the Conversion Date; and

(k) The Conversion Price and the conversion ratio as determined by the Company in terms of the Placement Document shall be final and binding.

Note: *Only such CCD holders who hold CCDs as on the Entitlement Date, or at the end of the last completed calendar quarter after the Entitlement Date, shall be eligible to give a Conversion Notice for the corresponding window.*

DOCUMENTS REQUIRED FOR CONVERSION

CCD holders intending to exercise the conversion option are requested to submit the following documents (as may be applicable) to the Company:

(a) Duly completed, signed and stamped Conversion Notice in the format enclosed as Annexure A to this Notice (also available on the website of the Company at www.motherson.com and at the Registered Office of the Company);

(b) A certified true copy of the relevant corporate authorisation (board resolution / power of attorney) authorising the representative to sign the Conversion Notice on behalf of the CCD holder;

(c) A copy of the Certificate of Incorporation and the Certificate of Commencement of Business, if any, of the CCD holder;

(d) A copy of the Permanent Account Number (PAN) of the CCD holder, duly attested by its authorised signatory;

(e) A copy of the Client Master List / Client Master Report of the demat account in which the Equity Shares are to be credited, duly attested by the Depository Participant, if the CCD holder wishes the Equity Shares to be credited to a demat account other than the one in which the CCDs are held;

(f) A copy of the bank statement attested by the banker, or a confirmation from the bank, if the fractional amount and/or accrued interest is to be credited to a bank account other than the one registered with the Depository; and

(g) Tax residency certificate, Form 41 (filed electronically) and a no-permanent-establishment declaration, in the case of non-resident CCD holders seeking to avail beneficial withholding tax rates under the applicable Double Taxation Avoidance Agreement, together with such other documents as may be required for determination of the withholding tax applicable on the interest payable. Resident CCD holders seeking non-deduction or deduction at a lower rate of tax may submit Form 121 (self-declaration under Section 393(6) of the Income-tax Act, 2025) or a certificate for deduction at a lower or nil rate under Section 395 of the Income-tax Act, 2025, as applicable. All such documents must be submitted as per prescribed timelines in this notice otherwise tax shall be withheld on the interest payable at the rates prescribed under the Income-tax Act, 2025.

Kindly refer to the Placement Document for complete understanding of the terms and conditions of issuance and conversion of CCDs. In case of any inconsistency, the terms and conditions of the Placement Document will prevail.

The afore-mentioned documents must be submitted so as to be received by the Company within the applicable conversion window, i.e. as mentioned at serial no. (b) above. Documents may be submitted by electronic mode to SAMIL.CCD@motherson.com and followed by physical copies delivered during normal business hours at the Registered Office of the Company. A Conversion Notice received after the close of the applicable window shall not be considered for the respective conversion window.

The Company shall, upon receipt of the requisite documents, verify and validate the same and, on being satisfied, initiate the necessary steps for conversion of the CCDs into Equity Shares. Incomplete Conversion Notices are liable to be rejected.

CONTACT FOR CLARIFICATIONS

Attention: Company Secretary and Compliance Officer
Samvardhana Motherson International Limited
Unit – 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400051, Maharashtra (India)
E-mail: SAMIL.CCD@motherson.com | Tel: 022-61354800

Thank you for your continued support.

Best regards,
For Samvardhana Motherson International Limited

Alok Goel
Company Secretary

Date: September 21, 2026
Place: Noida

Enclosure: Annexure A – Form of Conversion Notice

SCHEDULE – CONVERSION WINDOWS AND CONVERSION DATES

Sl. No.	Relevant quarter / period for conversion	Conversion exercise window	Conversion Date (indicative)	Period for determining conversion VWAP
1	Upto the Entitlement Date (September 30, 2026)	October 1, 2026 to October 7, 2026	October 8, 2026	7 NSE trading days prior to October 1, 2026
2	October 1, 2026 to December 31, 2026	January 1, 2027 to January 7, 2027	January 8, 2027	7 NSE trading days prior to January 1, 2027
3	January 1, 2027 to March 31, 2027	April 1, 2027 to April 7, 2027	April 8, 2027	7 NSE trading days prior to April 1, 2027
4	April 1, 2027 to June 30, 2027	July 1, 2027 to July 7, 2027	July 8, 2027	7 NSE trading days prior to July 1, 2027
5	July 1, 2027 to September 30, 2027	Not applicable – compulsory conversion on the Maturity Date	September 20, 2027 (Maturity Date)	7 NSE trading days prior to the Maturity Date

Conversion Dates are indicative. If a Conversion Date falls on a Trading Holiday, the immediately succeeding trading day shall apply. If the Maturity Date falls on a Trading Holiday, the immediately preceding trading day shall apply.

ANNEXURE A
FORM OF CONVERSION NOTICE
(To be submitted on the letterhead of the CCD holder)

To,
The Company Secretary
Samvardhana Motherson International Limited
Unit – 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, Maharashtra (India)
E-mail: SAMIL.CCD@motherson.com

Date: ______________

Sub: Notice of exercise of conversion option in respect of 6.50% compulsorily convertible debentures bearing ISIN INE775A08105 – Conversion window from October 1, 2026 to October 7, 2026

Dear Sir,

We refer to the Placement Document dated September 20, 2024, issued by Samvardhana Motherson International Limited ("**Company**") and the Notice to Holder(s) of Compulsorily Convertible Debentures ("**CCDs**") dated September 21, 2026 issued by the Company. Pursuant to and in accordance with the terms of the CCDs, we hereby irrevocably exercise our option to convert the CCDs specified below, held by us, into equity shares of face value of ₹1 each of the Company ("**Equity Shares**").

PART I – PARTICULARS OF THE CCD HOLDER

S. No.	Particulars	Details
1	Full name of the CCD holder (as per demat records)	
2	Category of holder (FPI / Mutual Fund / Insurance Company / AIF / Bank / NBFC / Body Corporate / Other – specify)	
3	Resident / Non-resident status	
4	Registered address	

5	Permanent Account Number (PAN)	
6	SEBI registration number (if applicable)	
7	Contact person, telephone and e-mail	

PART II – CCDs TENDERED FOR CONVERSION

S. No.	Particulars	Details
1	Number of CCDs held as on the Entitlement Date / end of the last completed calendar quarter (*in figures and words*)	
2	Number of CCDs hereby tendered for conversion (*in figures and words*)	
3	Aggregate face value of CCDs tendered for conversion (₹)	
4	Number of CCDs to be retained (not tendered)	
5	DP ID and Client ID of the demat account in which the CCDs are held	
6	Name of the Depository Participant	

PART III – DEMAT AND BANK ACCOUNT DETAILS

S. No.	Particulars	Details
1	Demat account in which the Equity Shares are to be credited (DP ID / Client ID / DP name) – state "same as above" if unchanged	
2	Bank account for credit of the fractional amount and accrued interest (Account name / Account number / Bank and branch / IFSC) – state "as registered with the Depository" if unchanged	

PART IV – DECLARATIONS, REPRESENTATIONS AND UNDERTAKINGS

We hereby declare, represent, warrant and undertake that:

(1) We are the beneficial owner of the CCDs tendered for conversion and held such CCDs as on the Entitlement Date or as at the end of the last completed calendar quarter after the Entitlement Date, as applicable, and continue to hold them as on the date of this Conversion Notice;

(2) The CCDs tendered for conversion are free and clear of any pre-emptive right, claim, equity, lien, pledge, mortgage, security interest, charge, trust, encumbrance or any other right or interest of any third party;

(3) We have read and understood the terms of the CCDs as set out in the Placement Document, including the manner of determination of the Conversion Price, and we accept that the Conversion Price and the conversion ratio as determined by the Company in accordance with the Placement Document shall be final and binding on us;

(4) We acknowledge that the number of Equity Shares issuable on conversion, and the price parameters relevant thereto, stand proportionately adjusted on account of the bonus issue of Equity Shares in the ratio of 1:2 (record date July 18, 2025);

(5) We acknowledge that the residual fractional amount, if any, arising on conversion shall be paid to us in cash within seven working days from the Conversion Date, and that we shall have no claim to any Equity Share in respect of such fractional amount;

(6) The person signing this Conversion Notice is duly authorised to do so on our behalf, and a certified true copy of the relevant corporate authorisation (as may be applicable) is enclosed;

(7) This exercise of the conversion option is irrevocable and may not be withdrawn once submitted to the Company;

(8) We are eligible under all applicable laws, including the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to hold the Equity Shares arising on conversion, and such holding will not cause any sectoral cap, individual limit or aggregate limit applicable to us to be breached;

(9) All information furnished in this Conversion Notice is true, correct and complete, and we shall promptly notify the Company of any change therein prior to the Conversion Date; and

(10) We undertake to provide such further information, documents and confirmations as the Company may reasonably require to give effect to the conversion and to comply with applicable law, including for the purpose of determination and deduction of withholding tax.

For and on behalf of : ____________________________________
(Name of the CCD holder)

Particulars	Details
Signature	____________________________________
Name of authorised signatory	
Designation	
Place	
Date	
Company seal / stamp	

Enclosures (as may be applicable):

(a) A certified true copy of the relevant corporate authorisation (board resolution / power of attorney) authorising the representative to sign the Conversion Notice on behalf of the CCD holder;

(b) A copy of the Certificate of Incorporation and the Certificate of Commencement of Business, if any, of the CCD holder;

(c) A copy of the Permanent Account Number (PAN) of the CCD holder, duly attested by its authorised signatory;

(d) A copy of the Client Master List / Client Master Report of the demat account in which the Equity Shares are to be credited, duly attested by the Depository Participant, if the CCD holder wishes the Equity Shares to be credited to a demat account other than the one in which the CCDs are held;

(e) A copy of the bank statement attested by the banker, or a confirmation from the bank, if the fractional amount and/or accrued interest is to be credited to a bank account other than the one registered with the Depository;

(f) Tax residency certificate, Form 41 (filed electronically) and a no-permanent-establishment declaration, in the case of non-resident CCD holders seeking to avail beneficial withholding tax rates under the applicable Double Taxation Avoidance Agreement, together with such other documents as may be required for determination of the withholding tax applicable on the interest payable. Resident CCD holders seeking non-deduction or deduction at a lower rate of tax may submit Form 121 (self-declaration under Section 393(6) of the Income-tax Act, 2025) or a certificate for deduction at a lower or nil rate under Section 395 of the Income-tax Act, 2025, as applicable. All such documents must be submitted as per prescribed timelines in this notice otherwise tax shall be withheld on the interest payable at the rates prescribed under the Income-tax Act, 2025.

[FOR OFFICE USE ONLY – ACKNOWLEDGEMENT OF RECEIPT]

Particulars	Details
Inward / Acknowledgement Serial No.	
Date of receipt	
Time of receipt	
Mode of receipt (by hand / post / courier / e-mail)	

Received within the conversion window (October 1, 2026, to October 7, 2026). (Yes / No)	
Serial number of entry in the Inward Register	
Received and recorded by (name, designation and signature)	

Note: This Conversion Notice has been entered in the Company's Inward Register, which is maintained with the serial number, date and time of receipt of each Conversion Notice. Eligibility to convert is determined with reference to the date and time of receipt recorded above, the conversion window being October 1, 2026 to October 7, 2026 (both days inclusive).