

May 29, 2024

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

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

**Scrip Code : 517334****Scrip Code : MOTHERSON**

**Subject: Submission of extract of minutes of Board Meeting approving the request for reclassification from 'Promoter and Promoter Group' category to 'Public' category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir / Madam,

With reference to our letter dated May 17, 2024, please note that the Board of Directors of the Company in its meeting held on May 29, 2024, has *inter-alia*, considered and approved the request letters received from the following entities belonging to Promoter and Promoter Group, for reclassifying them from 'Promoter/Promoter Group' category to 'Public' category:

Sl. No.	Name	Category of shareholder	Number of equity shares of INR 1/- each of the Company	Percentage of shareholding
1.	Sumitomo Wiring Systems, Ltd., Japan ('SWS')	Promoter	65,89,55,936	9.72%
2.	H. K. Wiring Systems, Limited, Hong Kong ('HKWS')	Promoter Group	1,14,90,526	0.17%
<b>Total</b>			<b>67,04,46,462</b>	<b>9.89%</b>

The approval of the Board towards aforesaid reclassification is subject to the approval from the members of the Company and the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited, in terms of Regulation 31A of SEBI Listing Regulations.

Further, pursuant to Regulation 31A(8) of the SEBI Listing Regulations, the extract of the minutes of the meeting of the Board approving the re-classification request is enclosed as **Annexure I**.

The above is for your information and records.

Thanking you,

Yours truly,  
For Samvardhana MotherSON International Limited  
(formerly MotherSON Sumi Systems Limited)

Alok Goel  
Company Secretary

**CERTIFIED TRUE COPY OF THE EXTRACT OF MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED (FORMERLY MOTHERSON SUMI SYSTEMS LIMITED) HELD ON 29<sup>TH</sup> DAY OF MAY, 2024 AT 1020 HOURS (IST).**

**Approval for the request of re-classification received from M/s. Sumitomo Wiring Systems Limited and M/s. H.K. Wiring Systems Limited from 'Promoter and Promoter Group' category to 'Public Group' category pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The directors were informed that in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Company had received application requests each dated May 17, 2024 ("Applications") from Sumitomo Wiring Systems Ltd. ("SWS") and H.K. Wiring Systems Limited ("HKWS") requesting reclassification from 'Promoter and Promoter Group' category to 'Public Group' category shareholders. The details of shareholding of SWS and HKWS was placed as under:

Sl. No.	Name	Category of shareholder	Number of equity shares of INR 1/- each of the Company	Percentage of shareholding
1.	Sumitomo Wiring Systems, Ltd., Japan	Promoter	65,89,55,936	9.72%
2.	H. K. Wiring Systems, Limited, Hong Kong	Promoter Group	1,14,90,526	0.17%
<b>Total</b>			<b>67,04,46,462</b>	<b>9.89%</b>

The Applications received from SWS and HKWS were placed before the directors for their perusal. The directors were also informed that SWS and HKWS in their Application had *inter-alia* confirmed that SWS and HKWS:

- a) are not a part of the Board of Directors of the Company and do not hold any Key Managerial Position in the Company.
- b) do not participate in the management of the Company in any manner or capacity whatsoever.
- c) do not have any special rights in the Company through formal or informal arrangements including through any Shareholder Agreement.
- d) do not hold more than ten percent of the total voting rights in the Company.
- e) do not exercise control over the affairs of the Company, directly or indirectly.
- f) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- g) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines.
- h) are not fugitive economic offender.

The directors also noted the reasons provided by SWS and HKWS in their Applications *inter-alia* included the following:

*"SWS and Sehgal Family had commenced their partnership 40 years ago, focusing on the domestic passenger car wiring harness business. SWS remains committed to the said partnership and will continue to work towards growing their joint venture strategically and operationally in the domestic wiring harness space. Currently, SAMIL is running a diversified business with an objective to enhance value for all stakeholders. These lines of business of SAMIL are not core areas of focus and expertise for SWS and accordingly, SWS would like to dilute its remaining holding responsibly over a medium to long term duration, subject to market conditions."*

Further, HKWS in its Application *inter-alia*, had also mentioned the following:

*"HKWS is also aligned with the long term goals of SWS and accordingly seeks reclassification."*

Consequent to above, the Board noted the reasons of SWS and HKWS for their request for reclassification from 'Promoter and Promoter Group' category to 'Public Group' category and viewed that the reasons provided by SWS and HKWS were justified and acceptable.

The Board was also apprised that SWS and HKWS specifically confirmed in their Application Requests that they were complying with all the conditions specified in Regulation 31A (3)(b) of the SEBI Listing Regulations and confirm the below:

- a) at all times from the date of such re-classification SWS and HKWS will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A of SEBI Listing Regulations and
- b) shall also comply with conditions mentioned at sub clauses (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI Listing Regulations for a period of not less than three years from the date of such reclassification, failing which SWS and HKWS shall automatically be reclassified as member of promoter and / or promoter group.

The directors were informed that in terms of Regulation 31A of the SEBI Listing Regulations, the said re-classification would require the approval of the Board, shareholders of the Company and the stock exchanges where the shares of the Company were listed, *namely*, BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges").

The Board considered the matter and passed following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereto for the time being in force and subject to necessary approvals from the shareholders, stock exchanges where the equity shares of the Company are listed, *namely*, BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") and/or such other approvals, if any, as may be required, the approval of the Board of Directors of the Company be and is hereby accorded for the re-classification of the following from "Promoter/Promoter Group" category to "Public" category based on the request received from them:

Sl. No.	Name	Category of shareholder	Number of equity shares of INR 1/- each of the Company	Percentage of shareholding
1.	Sumitomo Wiring Systems, Ltd., Japan	Promoter	65,89,55,936	9.72%
2.	H. K. Wiring Systems, Limited, Hong Kong	Promoter Group	1,14,90,526	0.17%
<b>Total</b>			<b>67,04,46,462</b>	<b>9.89%</b>

RESOLVED FURTHER THAT approval of the Board of Directors of the Company be and is hereby granted in relation to the re-classification in accordance with Regulation 31A (3)(a)(iii) of the SEBI Listing Regulations to seek shareholders' approval.

RESOLVED FURTHER THAT subject to receipt of requisite approvals from the Stock Exchange(s) upon application for re-classification of the aforementioned members of Promoter and Promoter Group, the Company shall affect such re-classification in the shareholding pattern under Regulation 31 of SEBI LODR and in all the records of the Company and make such applications, intimations, disclosures and/ or filings as may be relevant or necessary from such date, as may be appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution Mr. V.C. Sehgal, Chairman, Mr. L.V. Sehgal, Director, Mr. Pankaj Mital, Whole-time Director & Chief Operating Officer, Mr. Sanjay Mehta, Head- Chairman's Office South Asia, Mr. Kunal Malani, Chief Financial Officer, Mr. Anubhav Kapoor, Senior Vice President- General Counsel COSA and Mr. Alok Goel, Company Secretary of the Company be and hereby severally authorized to do all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient or incidental for such purpose(s) and make all necessary filings including but not limited to making

applications to the Stock Exchanges to seek approval(s) for the re-classification in accordance with the SEBI Listing Regulations and other applicable laws, if any and to execute all such deeds, documents as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

RESOLVED FURTHER THAT the Common Seal of the Company, if so required, be affixed on such document(s) in the presence of any Director of the Company and countersigned by Mr. Sanjay Mehta, Head- Chairman's Office South Asia or Mr. Kunal Malani, Chief Financial Officer or Mr. Anubhav Kapoor, Senior Vice President- General Counsel COSA or Mr. Alok Goel, Company Secretary of the Company.”

For Samvardhana Motherson International Limited  
(formerly Motherson Sumi Systems Limited)

Alok Goel  
Company Secretary