

Samvardhana Motherson International Limited has announced a postal ballot seeking shareholder approval for the 'Samvardhana Motherson International Limited - Employee Stock Option Scheme 2025' (ESOP 2025). The postal ballot, dispatched to all members, includes resolutions for the adoption, grant, and secondary acquisition of equity shares related to the ESOP 2025. The voting period commences on July 24, 2025, and concludes on August 22, 2025, with results to be declared on or before August 25, 2025.

Postal Ballot Details PARTICULARS	DETAILS
Cut-off date for sending notice	July 18, 2025
Voting Start Date	July 24, 2025, 0900 Hours (IST)
Voting End Date	August 22, 2025, 1700 Hours (IST)
Declaration of Results	On or before August 25, 2025

Key Resolutions

The postal ballot includes five special resolutions for shareholder approval: Adoption of ESOP 2025: Approval for the 'Samvardhana Motherson International Limited - Employee Stock Option Scheme 2025', including the implementation through the 'Motherson ESOP Trust'.

1. **Grant of Options to Subsidiary Employees:** Approval to grant stock options to eligible employees of the company's subsidiary(ies) under the ESOP 2025.
2. **Grant of Options to Group Company Employees:** Approval to grant employee stock options to eligible employees of the Group Company(ies) under the ESOP 2025.
3. **Secondary Acquisition of Equity Shares:** Approval for the secondary acquisition of up to 9,45,00,000 equity shares through the Trust route for implementing the ESOP 2025.
4. **Provision of Loan/Guarantee/Security:** Approval to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the ESOP 2025.

Employee Stock Option Scheme 2025 Details

The ESOP 2025 involves the creation, offer, issue, and allotment of up to 9,45,00,000 employee stock options to eligible employees of the Company, working in India or outside India. These options are exercisable into an equivalent number of equity shares of face value Re. 1 each, to be sourced from secondary acquisition by the Trust and/or primary issuance by the Company.

Trust and Compliance

The 'Motherson ESOP Trust' will be responsible for the acquisition, holding, and dealing in the Shares of the Company, ensuring compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), Companies Act, 2013, and other applicable laws. The Trust will not vote in respect of the shares acquired and held by it and will only undertake delivery-based transactions for secondary acquisition.

Board Authorization

The Board of Directors is authorized to modify, change, vary, alter, amend, suspend, or terminate the Scheme, subject to compliance with applicable laws and regulations, and to address any issues or difficulties that may arise.

E-Voting Information

Members can cast their votes electronically through KFin Technologies Limited. The e-voting platform will be accessible from July 24, 2025, to August 22, 2025. Detailed instructions and contact information for e-voting assistance are provided in the postal ballot notice.