

May 17, 2024

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

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051, India

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

Subject: Intimation for receipt of 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

Dear Sir / Madam,

The Company is in receipt of requests under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) from following entities for reclassification from ‘Promoter and Promoter Group’ category to ‘Public’ category shareholders:

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%
Total			67,04,46,462	9.89%

The aforesaid reclassification requests shall be subject to analysis of the Board of Directors of the Company and approval of the Stock Exchanges and other applicable conditions specified under the provisions of Regulation 31A of the SEBI Listing Regulations.

The copy of request letters received from SWS and HKWS are enclosed herewith as **Annexure – I** and **Annexure – II** respectively.

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



Sumitomo Wiring Systems, Ltd.
1-14 Nishisuehiro-cho, Yokkaichi, Mie 510-8503 Japan

Date: 17 May 2024

To,
The Board of Directors
Samvardhana Motherson International Limited
Unit 705, ONE BKC, C Wing, G Block
Bandra Kurla Complex, Bandra East
Mumbai- 400051, Maharashtra, India.

Subject : Application for Reclassification from ‘Promoter and Promoter Group’ category to ‘Public’ category shareholder of Samvardhana Motherson International Limited (“the Company”) as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”).

Dear Sir / Madam,

1. We, Sumitomo Wiring Systems, Ltd., (“**SWS**”), currently classified as a promoter of the Company, are writing this letter to you to inform of our intention to be reclassified as a Public Shareholder of the Company, in accordance with Regulation 31A of the SEBI Listing Regulations.
2. 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, SWS has agreed with SAMIL to not dispose of its shareholding in SAMIL for a period of nine months from March 6, 2024.
3. Currently, SWS’s name is shown as part of the “Promoter and Promoter Group” category in the latest shareholding pattern filed by the Company for March 31, 2024 with the stock exchanges in terms of the SEBI Listing Regulations. As on date of the application, SWS is holding 65,89,55,936 equity shares of the Company representing 9.72% of the issued, subscribed and paid-up equity share capital of the Company and H. K. Wiring Systems, Limited (a person acting in concert with SWS, hereinafter referred as “**HKWS**”) is holding 1,14,90,526 equity shares of the Company representing 0.17% of the issued, subscribed and paid-up equity share capital of the Company. Thus, the aggregating shareholding of SWS together with HKWS is 67,04,46,462 equity shares of the Company representing 9.89% of the paid-up equity share capital of the Company. Further, Mr. Norikatsu Ishida, the SWS nominee to the Board of the Company, has resigned from the Board with effect from March 6, 2024.

4. It should be noted that as on the date of this application:
 - (a) We are not a part of the Board of Directors of the Company, and we do not hold any Key Managerial Position in the Company;
 - (b) We do not participate in the management of the Company in any manner or capacity whatsoever; and
 - (c) We do not have any special rights in the Company through formal or informal arrangements including through any Shareholder Agreement.
5. In the culmination of the above, we, SWS, request the Board of Directors of the Company to take on record our request for re-classification as a Public Shareholder in accordance with Regulation 31A of the Listing Regulations and take all necessary steps in this regard.
6. In connection with application for reclassification, we, SWS, hereby confirm and certify that SWS along with HKWS, together:
 - a. do not hold more than ten percent of the total voting rights in the Company.
 - b. do not exercise control over the affairs of the Company, directly or indirectly.
 - c. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
 - d. are not being represented on the board of directors (including having a nominee director) of the Company.
 - e. do not act as a key managerial person of the Company.
 - f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines.
 - g. are not fugitive economic offender.
7. SWS shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, SWS shall be reclassified as promoter/person belonging to the promoter group of the company.
8. SWS shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three (3) years from the date of reclassification, failing which, SWS shall be reclassified as promoter/person belonging to promoter group of the company.
9. Accordingly, in view of the above submissions, SWS request the Board of Directors of the Company to kindly do the needful to reclassify SWS as 'Public' shareholder and remove SWS from the "Promotor and Promoter Group" category in accordance with the Regulation 31A of the SEBI Listing Regulations.
10. SWS shall extend all necessary corporation including providing all necessary information / documents as may be required with respect to the reclassification, as and when required, to facilitate the process.

We would appreciate if you could kindly acknowledge receipt of our letter and look forward to your cooperation in this regard.

Thanking you,

Yours sincerely,

For Sumitomo Wiring Systems, Ltd.



Name: Kenichi Urushibata

Designation: Representative Director,
President and Chief Executive Officer



HKWS H.K.Wiring Systems, Ltd.

UNITS NOS. 08 & 09, 23RD FLOOR, CDW BUILDING,
388 CASTLE PEAK ROAD, TSUEN WAN, N.T., HONG KONG.
TEL : 2411 0806 FAX : 2413 6098

Date: 17 May 2024

To,
The Board of Directors
Samvardhana Motherson International Limited
Unit 705, ONE BKC, C Wing, G Block
Bandra Kurla Complex, Bandra East
Mumbai- 400051, Maharashtra, India.

Subject : Application for Reclassification from 'Promoter and Promoter Group' category to 'Public' category shareholder of Samvardhana Motherson International Limited ("the Company") as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations").

Dear Sir / Madam,

1. We, H. K. Wiring Systems, Limited (hereinafter referred as "**HKWS**"), currently classified as a member of the promoter group of the Company on account of being a person acting in concert with Sumitomo Wiring Systems, Ltd., ("**SWS**") are writing this letter to you to inform of our intention to be reclassified as a Public Shareholder of the Company, in accordance with Regulation 31A of the SEBI Listing Regulations. HKWS is a 100% wholly owned subsidiary of SWS.
2. SWS and Sehgal Family had commenced their partnership 40 years ago, focusing on domestic passenger car wiring harness business. Currently, SAMIL is running a diversified business with an objective to enhance value for all stakeholders. These lines of business 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. HKWS is also aligned with the long term goals of SWS and accordingly seeks reclassification as a Public Shareholder. Further, HKWS has agreed with SAMIL to not dispose of its shareholding in SAMIL for a period of nine months from March 6, 2024.
3. Currently, HKWS's name is shown as part of the "Promoter and Promoter Group" category in the latest shareholding pattern filed by the Company for March 31, 2024 with the stock exchanges in terms of the SEBI Listing Regulations. As on date of the application, SWS is holding 65,89,55,936 equity shares of the Company representing 9.72% of the issued, subscribed and paid-up equity share capital of the Company and HKWS is holding 1,14,90,526 equity shares of the Company representing 0.17% of the issued, subscribed and paid-up equity share capital of the Company. Thus, the aggregating shareholding of SWS together with HKWS is 67,04,46,462 equity shares of the Company representing 9.89% of the issued, subscribed and paid-up equity share capital of the Company. Further, Mr. Norikatsu Ishida, the SWS nominee to the Board of the Company, has resigned from the Board with effect from March 6, 2024.

HKWS H.K.Wiring Systems, Ltd.

UNITS NOS. 08 & 09, 23RD FLOOR, CDW BUILDING,
388 CASTLE PEAK ROAD, TSUEN WAN, N.T., HONG KONG.
TEL : 2411 0806 FAX : 2413 6098

4. It should be noted that as on the date of this application:
 - (a) We are not a part of the Board of Directors of the Company, and we do not hold any Key Managerial Position in the Company;
 - (b) We do not participate in the management of the Company in any manner or capacity whatsoever; and
 - (c) We do not have any special rights in the Company through formal or informal arrangements including through any Shareholder Agreement.

5. In the culmination of the above, we, HKWS, request the Board of Directors of the Company to take on record our request for re-classification as a Public Shareholder in accordance with Regulation 31 A of the Listing Regulations and take all necessary steps in this regard.

6. In connection with application for reclassification, we, HKWS, hereby confirm and certify that HKWS along with SWS, together:
 - a. do not hold more than ten percent of the total voting rights in the Company.
 - b. do not exercise control over the affairs of the Company, directly or indirectly.
 - c. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
 - d. are not being represented on the board of directors (including having a nominee director) of the Company.
 - e. do not act as a key managerial person of the Company.
 - f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines.
 - g. are not fugitive economic offender.

7. HKWS shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, HKWS shall be reclassified as promoter/person belonging to the promoter group of the company.

8. HKWS shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three (3) years from the date of reclassification, failing which, HKWS shall be reclassified as promoter/person belonging to promoter group of the company.

9. Accordingly, in view of the above submissions, HKWS request the Board of Directors of the Company to kindly do the needful to reclassify HKWS as 'Public' shareholder and remove HKWS from the "Promoter and Promoter Group" category in accordance with the Regulation 31A of the SEBI Listing Regulations.

10. HKWS shall extend all necessary corporation including providing all necessary information / documents as may be required with respect to the reclassification, as and when required, to facilitate the process.

HKWS H.K. Wiring Systems, Ltd.

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We would appreciate if you could kindly acknowledge receipt of our letter and look forward to your cooperation in this regard.

Thanking you,

Yours sincerely,

For H. K. Wiring Systems, Limited


Name: Ryota Niwa
Designation: Managing Director

