



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

LETTER of OFFER

Issue of Commercial Paper (CP)

PART I

Issuer Details	
Name and Address of Issuer	Samvardhana MotherSON International Limited Head Office: C-14 A & B, Sector-1, Noida-201301, Distt. Gautam Budh Nagar, U.P., India Regd. Office: Unit-705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai-400051
Business Segment / Activity	Design, Engineering, Manufacturing and Assembly specialist for automotive and non-automotive industries
Chief Executive (Managing Director / President / CEO / CFO / Equivalent Official in the hierarchy as per Constitution of the Issuer entity)	Mr. Pankaj Mital (Whole-time Director & President -SAMIL) Mr. Gandharv Tongia - (Group Chief Financial Officer)
Group Affiliation (If Any)	NA

PART II

Issue Details		
ISIN	INE775A14806	
Proposed Date of Issue	January 20, 2026	
Amount (Rs.)	250,00,00,000/-	
Tenor and Date of Maturity	50 days and March 11, 2026	
Record Date	March 10, 2026	
Proposed to be Listed / Unlisted	Proposed to be Listed at BSE Limited	
End Use of CP / NCD proposed (specific details)	Working Capital Requirements	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2
Credit Rating Issuer	India Ratings and Research Pvt Ltd	ICRA Limited
Rating	IND A1+	[ICRA]A1+
Date of Rating	January 12, 2026	January 12, 2026
Validity of Issuance	60 days	3 Months
Validity period for rating	One Year	One Year
For Amount (Rs.)	Rs. 750 crores	Rs. 750 crores
Conditions (If Any)	NIL	NIL
Long term credit rating obtained by the Issuer	1. IND AAA/Stable by India Ratings and Research Pvt Ltd 2. [ICRA] AAA/Stable by ICRA Ltd 3. CRISIL AAA/Stable by CRISIL Ratings Ltd	

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

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For Samvardhana MotherSON International Limited

Authorized Signatory



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Unaccepted Credit Rating assigned to the Issuer	NIL	NIL
Issuing and Paying Agent Details (Name and Address)	ICICI Bank Limited K1 Senior Mall, Sector 18, Noida-201301	
Debenture Trustee Details (Name and Address) (In case of NCD)	Not Applicable	
Credit Enhancement Details (If any)	NIL	
Description of Instrument	Not Applicable	
Amount (Rs. In Lacs)	Not Applicable	
In Favor of	Not Applicable	
Name and Address of the Guarantor	Not Applicable	
Net worth of the Guarantor (Rs. In Lacs)	Not Applicable	
Extent of The Guarantee Offered by the Guarantor for the Issue	Not Applicable	
Conditions under which the guarantee will be invoked	Not Applicable	
Trustee Details (Name and Address)	Not Applicable	
Whether guarantor is a group entity	Not Applicable (Yes/No)	
If yes,		
Names of Companies to which Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
Not Applicable		

PART III

A. Issuer Financial Details

CP /NCD Borrowing	Commercial Paper
Date of Board Resolution	May 29, 2025
1. Limit approved by Board	Rs. 1000 crores
2. Limit as per CRA	Rs. 750 crores
3. Limit approved by Regulator concerned (if applicable)	Not Applicable

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B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)

ISIN	Issue Date	Amount Issued (Rs./crores)	Maturity Date	Amount O/s (Rs./crs)	IPA	Debenture Trustee (in case of NCD)	CRA	Rating	Rated Amount (Rs/crs)
INE775A08063*	25-Nov-2021	515	25-Nov-2026	515	NA	Axis Trustee Services Limited	India Ratings	IND AAA/Stable	515
INE775A08089*	23-Jan-2023	600	23-Jan-2026	600	NA	Axis Trustee Services Limited	India Ratings	IND AAA/Stable	600
INE775A08097*	04-Oct-2023	1500	04-Oct-2028	1500	NA	Axis Trustee Services Limited	India Ratings	IND AAA/Stable	1500
							CRISIL	CRISIL AAA/Stable	1500
INE775A08113*	27-Jun-2025	2025	27-Jun-2030	2025	NA	Axis Trustee Services Limited	India Ratings	IND AAA/Stable	2500
							ICRA Ratings	ICRA AAA/Stable	2500
							CRISIL	CRISIL AAA/Stable	2500
INE775A08105**	20-Sep-2024	1500	20-Sep-2027	1500	NA	NA	NA	NA	NA


* Non-Convertible Debentures.

** Compulsorily Convertible Debentures

C. Fund-based facilities from banks/Financial institutions, if any; Rs. 314.42 crores as on 31.12.2025

NAME OF THE BANK	NATURE OF THE FACILITY	Limit (Rs/crores)	O/S AMOUNT (Rs/crores)	ASSET CLASSIFICATION
State Bank of India	Working Capital	100	NIL	Standard
MUFG Bank, Ltd.	Working Capital	45	NIL	Standard
Axis Bank Limited	Working Capital	200	NIL	Standard
HDFC Bank Limited	Working Capital	250	100	Standard
ICICI Bank Limited	Working Capital	255	39.42	Standard
Citibank N.A.	Working Capital	352	NIL	Standard
HSBC Bank	Working Capital	100	75	Standard
DBS Bank India Limited	Working Capital	100		Standard
Standard Chartered Bank	Working Capital	100	NIL	Standard
Mizuho Bank, Ltd.	Working Capital	100	100	Standard

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NAME OF THE BANK	NATURE OF THE FACILITY	Limit (Rs/crores)	O/S AMOUNT (Rs/crores)	ASSET CLASSIFICATION
Kotak Mahindra Bank Ltd.	Working Capital	100	NIL	Standard
Total		1702	314.42	

D. Shareholding Details of Promoters & Promoter Group / Details of share Pledged as on 30.09.2025

S. No	Name and Category of Shareholding	Total number of Equity Shares	No. of Shares held in demat Form	% of Total no. of Equity Shares	Pledge	Pledge % of Total paid-up equity share capital
1.	Mr. Vivek Chaand Sehgal*	1,31,81,73,966	1,31,81,73,966	12.49%	Nil	0
2.	Mr. Laksh Vaaman Sehgal*	5,79,453	5,79,453	0.01%	Nil	0
3.	Ms. Vidhi Sehgal**	5,54,97,526	5,54,97,526	0.53%	Nil	0
4.	Mr. Arvind Soni**	3,20,610	3,20,610	0.001%	Nil	0
5.	Ms. Geeta Soni**	3,38,13,219	3,38,13,219	0.32%	Nil	0
6.	Ms. Nilu Mehra**	2,25,67,327	2,25,67,327	0.21%	Nil	0
7.	MotherSON Engineering Research and Integrated Tech**	16,90,55,670	16,90,55,670	1.60%	Nil	0
8.	Sehgal Family Trust (Shri Sehgal Trustee Company Private Limited, Trustee)**	1,39,52,55,219	1,39,52,55,219	13.22%	Nil	0
9.	Renu Sehgal Trust (1. Shri Sehgal Family Trustee Company Private Limited, Trustee; 2. Geeta Soni Jointly with Laksh Vaaman Sehgal, Trustee)**	1,26,18,57,655	1,26,18,57,655	11.96%	Nil	0
10.	Radha Rani Holdings Pte Ltd**	77,40,46,401	77,40,46,401	7.33%	14,85,00,000	1.41%
11.	Advance Technologies And Automotive Resources Pte**	9,80,47,068	9,80,47,068	0.92%	Nil	0

* Promoter

** Promoter Group

E. Financial Summary (Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Rs. in crores

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Particulars	Current Year	Previous Years (Audited)		
	Half year ended 30/09/2025 (Limited Review)	2024-25	2023-24	2022-23
Equity	1106.6	703.6	677.6	677.6
Net worth	37,749.8	36,915.3	31,350.2	30,851.5
Investment in Subsidiaries/Affiliates	36,698.5	35,966.3	31,251.3	30745.3
<i>Total Debt Outstanding</i>				
- Short Term (< 1 Year)	1,106.6	1,268.7	759.0	2816.7
- Other Debt	5,526.7	3,505.6	3,607.7	2872.9
Gross Income	5,696.4	10,186.8	9,046.0	7,972.7
Operating Profit (PBITD) ^{##}	813.2	1306.7	1185.5	928.2
Gross Profit (PBDT) ^{##}	661.4	959.3	929.1	770.7
Net Profit (Post Tax)	810.0	1577.0	943.9	786.0
Audit Qualifications (If Any)	NONE			

^{##} Operating Profit and Gross Profit computed excluding dividend income, interest income from financial assets and interest income on income tax refund

Note: If the Issuer has not been in existence for three years, the information of the Issuer for the period such information is available shall be disclosed.

F. Details of Statutory auditor and changes thereof in the last three financial years

Name and Address	Remarks
S.R. Batliboi & Co. LLP, 67, Institutional Area, Sector 44, Gurugram – 122003, Haryana, India	No Change in Statutory Auditor in last three financial years

G. Details of default-in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. - NIL

H. Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision. -NIL

I. Material Litigation if any: No material litigation except as given in the financials

(All ongoing and outstanding material litigation irrespective of age to be reported)

J. Regulatory Strictures, if any: No regulatory strictures except as given in the financials

(Regulatory strictures issued during the past five Financial Years to be reported. Also, any regulatory structure which continue to be applicable is to be disclosed)



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K. An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format: Not Applicable

Category	Up to 30/31 days	>1 month - 2 months	>2 months - 3 months	>3 months - 6 months	>6 months - 1 year	> 1 year - 3 years	>3 years - 5 years	>5 years	Total
Deposit	NOT APPLICABLE								
Advances									
Investments									
Borrowings									
Foreign Currency Assets (FCA)									
Foreign Currency Liabilities (FCL)									

Authorized Signatory of the Issuer

For SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

For Samvardhana Motherson International Limited

Authorized Signatory

AUTHORISED SIGNATORY

Date : 19.01.2026

Original / authenticated copy of any document related to above information will be made available to the investors on request.

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