

October 20, 2020

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

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

**Scrip Code : MOTHERSUMI**

**Scrip Code : 517334**

**Subject: Release issued by Samvardhana Motherson Automotive Systems Group B.V., a material subsidiary of the Company**

Dear Sir/ Madam,

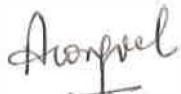
Samvardhana Motherson Automotive Systems Group B.V., Netherland (“**SMRP BV**”), a material subsidiary of Motherson Sumi Systems Limited (“**the Company**”) has commenced a tender offer for SMRP BV’s outstanding 4.875% Senior Secured Notes due 2021 (“**the Notes**”).

In this respect, a release issued by SMRP BV been published on its web-site, viz., [www.smrpbv.com](http://www.smrpbv.com) under “Corporate Announcement”. A copy of said release is also attached herewith.

The above is for your information and records.

Thanking you,

Yours truly,  
For Motherson Sumi Systems Limited



Alok Goel  
Company Secretary



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Website: [www.motherson.com](http://www.motherson.com)  
Email: [investorrelations@motherson.com](mailto:investorrelations@motherson.com)

Regd Office:  
Motherson Sumi Systems Limited 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. : L34300MH1986PLC284510

**Samvardhana Motherson Automotive Systems Group B.V. Announces the Commencement of the Tender Offer for its 4.875% Senior Secured Notes due 2021.**

**SAMVARDHANA MOTHERSON AUTOMOTIVE SYSTEMS GROUP B.V.**

**Offer to Purchase Any and All of the Outstanding 4.875% Senior Secured Notes due 2021 (ISIN XS1428468885; Common Code 142846888)**

October 20, 2020 — AMSTERDAM, the Netherlands. Samvardhana Motherson Automotive Systems Group B.V. (the “Company”) hereby announces that it has commenced a cash tender offer (the “Tender Offer”) for any and all of its outstanding 4.875% Senior Secured Notes due 2021 (the “Notes”).

The Tender Offer is being made pursuant to a tender offer memorandum dated October 20, 2020 (the “Tender Offer Memorandum”) and the related notice of guaranteed delivery (the “Notice of Guaranteed Delivery”), which set forth the terms of the Tender Offer.

The total consideration for each U.S.\$1,000 principal amount of Notes purchased pursuant to the Tender Offer will be U.S.\$1,012.1875 per U.S.\$1,000 principal amount of Notes (the “Tender Offer Consideration”) payable only in respect of Notes validly tendered and not validly withdrawn at or prior to 4:00 P.M., London time, on October 28, 2020 (the “Expiration Time”) that the Company accepts for purchase. Only Notes validly tendered and not validly withdrawn at or before the Expiration Time will be eligible to receive the Tender Offer Consideration. In addition, the Company will pay accrued and unpaid interest in respect of any Notes purchased in the Tender Offer from, and including, the immediately preceding interest payment date for the Notes to, but not including, the Settlement Date (as defined below).

The following table sets forth certain terms of the Tender Offer:

<u>Title of Security</u>	<u>ISIN / Common Code Nos.</u>	<u>Outstanding Principal Amount of Notes</u>	<u>Tender Offer Consideration<sup>(1)</sup></u>
4.875% Senior Secured Notes due 2021	ISIN: XS1428468885 Common Code: 142846888	US\$25,000,000	US\$1,012.1875

(1) Per U.S.\$1,000 principal amount of Notes that are validly tendered at or prior to the Expiration Time and that are accepted for purchase.

The principal purpose of the Tender Offer is to offer a choice of early liquidity to Holders of Notes by providing them with an option for early redemption at their choice via this Tender Offer at the Settlement Date or, otherwise, repayment on the scheduled maturity date for the Notes. All Notes purchased by the Company in the Tender Offer will be held as treasury notes in accordance with the terms of the indenture governing the Notes.

Holders will be permitted to withdraw tendered Notes at any time on, or prior to, the Expiration Time (the “Withdrawal Deadline”), but not thereafter. Holders who validly tender their Notes pursuant to the guaranteed delivery procedures described in the Notice of Guaranteed Delivery must deliver their Notes no later than 10:00 P.M., London time, on the second business day following the Expiration Time.

Subject to the terms and conditions of the Tender Offer being satisfied or waived, and to the Company's right to extend, amend, terminate or withdraw the Tender Offer, the Company will, after the Expiration Time, accept for purchase all Notes validly tendered at or before the Expiration Time and not validly withdrawn at or before the Withdrawal Deadline. The Company will pay the Tender Offer Consideration for Notes accepted for purchase promptly following the Expiration Time, which is expected to be on the third business day following the Expiration Time (the "Settlement Date"). Also, on the Settlement Date, the Company will pay accrued and unpaid interest in respect of any Notes purchased in the Tender Offer from, and including, the immediately preceding interest payment date for the Notes to, but not including, the Settlement Date.

The Company's obligation to accept for purchase, and to pay for, Notes validly tendered and not validly withdrawn pursuant to the Tender Offer, is subject to the satisfaction or waiver of a number of conditions described in the Tender Offer Memorandum. The Company reserves the right, subject to applicable law, in its sole discretion, to waive any of the conditions of the Tender Offer, in whole or in part, at any time and from time to time.

The Company reserves the right, subject to applicable law, in its sole discretion, to (1) extend, terminate or withdraw the Tender Offer at any time or (2) otherwise amend the Tender Offer in any respect. The foregoing rights are in addition to the right to delay acceptance for purchase of Notes tendered pursuant to the Tender Offer or the payment of Notes accepted for purchase pursuant to the Tender Offer in order to comply with any applicable law, subject to Rule 14e-1(c) under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), which requires that the Company pay the consideration offered or return the deposited Notes promptly after the termination or withdrawal of the Tender Offer.

D.F. King Ltd. is acting as the tender and information agent ("Information and Tender Agent") for the Tender Offer. Any questions regarding procedures for tendering Notes or requests for additional copies of this Tender Offer Memorandum and the Notice of Guaranteed Delivery should be directed to the Information and Tender Agent. Copies of this Tender Offer Memorandum and the Notice of Guaranteed Delivery are also available at the following web address:  
<https://sites.dfkingltd.com/notterson>.

**DISCLAIMER:**

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities. The Tender Offer is being made only pursuant to the Tender Offer Memorandum and related Notice of Guaranteed Delivery, copies of which will be delivered to Holders of Notes.

THE TENDER OFFER MEMORANDUM AND THE RELATED NOTICE OF GUARANTEED DELIVERY SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. NONE OF THE COMPANY, THE INFORMATION AND TENDER AGENT OR THE TRUSTEE MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS OF NOTES SHOULD TENDER THEIR NOTES.

The Tender Offer does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not permitted by law or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

The Tender Offer is not being made in any Member State of the European Economic Area, other than to persons who are “qualified investors” as defined in the Regulation (EU) No 2017/1129 (as amended, the “Prospectus Regulation”), or in other circumstances falling within Article 1(4) of the Prospectus Regulation.

The Tender Offer is not being made, and has not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the Tender Offer is not being made to the general public in the United Kingdom. This communication is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

***The Information and Tender Agent for the Tender Offer is:***

**D.F. King Ltd.**

In Hong Kong:

Suite 1601, 16/F  
Central Tower  
28 Queen's Road Central  
Central, Hong Kong  
Telephone: +852 3953 7231

In London:

65 Gresham Street  
London EC2V 7NQ  
United Kingdom  
Telephone: +44 20 7920 9700

Email: [motherson@dfkingtd.com](mailto:motherson@dfkingtd.com)

Tender Offer Website: <https://sites.dfkingtd.com/motherson>

Should you have any questions, please contact the Information and Tender Agent at the contact details above.

The Tender Offer shall be available online at the Tender Offer Website until the consummation or termination of the Tender Offer