

February 7, 2025

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****Sub: - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Regarding approval of Composite Scheme of Arrangement of the Company and/or its subsidiaries**

Dear Sir/Madam,

The Board of Directors of Samvardhana MotherSON International Limited (“**Company**” or “**SAMIL**”) at its meeting today, i.e., February 7, 2025 has, *inter alia*, considered and approved the composite scheme of arrangement (“**Scheme**”) by and amongst the Company, Samvardhana MotherSON Innovative Solutions Limited (“**SMISL**”), Samvardhana MotherSON Auto System Private Limited (“**SMAS**”) and MotherSON Machinery and Automations Limited (“**MMAL**”) (collectively referred to as “**Participating Entities**”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**the Act**”). The Participating Entities are wholly owned subsidiaries of the Company.

The Scheme, *inter alia*, provides for:

- (i) Demerger of MotherSON Sintermetal Technology and MotherSON Advanced Tooling Solutions along with certain investments held by SMISL in various companies (“**Demerged Undertaking**”) and thereafter merger of the Demerged Undertaking with the Company;
- (ii) Amalgamation of SMAS with the Company; and
- (iii) Amalgamation of MMAL with SMISL.

The above disclosure is being submitted pursuant to Regulation 30 read with Schedule III to the Listing Regulations.

The Scheme is subject to receipt of approval from Hon’ble National Company Law Tribunal and regulatory authorities as maybe required under the applicable law.

Further, in terms of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the details in respect to the proposed Scheme are enclosed herewith as **Annexures A1, A2 and A3** for steps (i), (ii) and (iii) respectively.

Since the Scheme involves movement from a wholly owned subsidiary of the Company, it will not have any implications at a consolidated level in terms of the share capital and financial position of the Company. Further there is no cash consideration involved for any of the transactions under the Scheme.

The Board meeting of the Company commenced at 0630 Hours (IST) and concluded at 0730 Hours (IST).

The above is for your information and records.

Thanking you,

Yours truly,
For Samvardhana MotherSON International LimitedAlok Goel
Company Secretary

Brief details of demerger of the Demerged Undertaking from Samvardhana Motherson Innovative Solutions Limited, a wholly owned subsidiary and merger with Samvardhana Motherson International Limited

S. No.	Particulars	Description
1.	Brief details of the division(s) to be demerged	<p>Motherson Sintermetal Technology (“MSTL”) and Motherson Advanced Tooling Solutions (“MATS”) along with certain investments held by Samvardhana Motherson Innovative Solutions Limited (“SMISL”) in Motherson Techno Tools Limited (“MTTL”), Anest Iwata Motherson Private Limited (“AIM”), AES (India) Engineering Limited (“AES”), Nissin Advanced Coating Indo Co. Private Limited (“NISSIN”), and Kyungshin Industrial Motherson Private Limited (“KIML”) will be demerged and vested in Samvardhana Motherson International Limited (“Company” or “SAMIL”) (“Demerged Undertaking”).</p> <p>SMISL is a wholly owned subsidiary of the Company. Further, MSTIL and MATS are divisions of SMISL.</p>
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Turnover of SMISL for FY 2023-24 was INR 129.85 Crore which is 1.44% of standalone turnover of SAMIL i.e., INR 9,046 Crore
3.	Rationale for demerger	<p>The proposed scheme including all the 3 steps as outlined in the cover letter above under points (i), (ii) and (iii) is expected, <i>inter alia</i>, to result in the following benefits:</p> <p>(i) Facilitate a reduction of layers of investments, leading to simplification of holding structure.</p> <p>(ii) A leaner and focused organisation structure leading to reduction in administrative overheads, compliance costs.</p> <p>(iii) Consolidation of the businesses creating greater synergies by enabling optimal utilisation of resources & pooling of management.</p>
4.	Brief details of change in shareholding pattern (if any) of all entities	<p>There will be no change in the shareholding pattern of either SAMIL or SMISL, pursuant to this demerger.</p> <p>The Demerged Undertaking of SMISL shall stand transferred to SAMIL post approval of the Scheme by the Hon’ble National Company Law Tribunal, Mumbai bench.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	No cash consideration is involved and there will be no issuance of shares in relation to the demerger, as SMISL is a wholly owned subsidiary of SAMIL.
6.	Whether listing would be sought for the resulting entity	Not Applicable

Brief Details of Amalgamation of Samvardhana Motherson Auto System Private Limited with the Company

S. No.	Particulars	Description
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>1. Samvardhana Motherson Auto System Private Limited (“SMAS”)</p> <p>Turnover for F.Y. 2023-24 (Standalone) – INR 37.60 Crore.</p> <p>2. Samvardhana Motherson International Limited (“Company” or “SAMIL”)</p> <p>Turnover for F.Y. 2023-24 (Standalone) – INR 9,046 Crore.</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	SMAS is a wholly owned subsidiary of SAMIL. In terms of General Circular No. 30/2014 dated 17 th July 2014 issued by Ministry of Corporate Affairs and in terms of Regulation 23(5)(b) of the Listing Regulations, the transaction will be exempt. Further, for the amalgamation with SAMIL through the Scheme, there will be no issue of shares by SAMIL and accordingly, no valuation will be required. Therefore, requirement of arm’s length criteria is not applicable.
3.	Area of business of the entities	<p>SMAS: SMAS is engaged in the business of manufacturing, servicing, trading, marketing, purchasing, selling, exporting, importing, distribution of parts, components, equipment, etc. for use in automotive/ non-automotive/ industrial or any other application or any industry as may be required and other engineering items for automobiles or any other applications as required.</p> <p>SAMIL: SAMIL is engaged in the business of manufacturing automotive components, <i>inter alia</i>, wiring harness, manufacturing of vision system, manufacturing of moulded and polymer products etc., directly and / or through its subsidiaries.</p>
4.	Rationale for amalgamation/merger	<p>The proposed scheme including all the 3 steps as outlined in the cover letter above under points (i), (ii) and (iii) is expected, <i>inter alia</i>, to result in the following benefits:</p> <p>(i) Facilitate a reduction of layers of investments, leading to simplification of holding structure.</p> <p>(ii) A leaner and focused organisation structure leading to reduction in administrative overheads, compliance costs.</p> <p>(iii) Consolidation of the businesses creating greater synergies by enabling optimal utilisation of resources & pooling of management.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	SMAS is a wholly owned subsidiary of the Company and therefore, there shall be no issue of shares as consideration for the amalgamation of SMAS with the Company.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the existing shareholding pattern of the Company pursuant to the proposed Scheme.

**Brief Details of Amalgamation of Motherson Machinery and Automations Limited with
Samvardhana Motherson Innovative Solutions Limited**

S. No.	Particulars	Description
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>1. Motherson Machinery and Automations Limited (“MMAL”)</p> <p>Turnover for F.Y. 2023-24 (Standalone) – INR 6.53 Crore</p> <p>2. Samvardhana Motherson Innovative Solutions Limited (“SMISL”)</p> <p>Turnover for F.Y. 2023-24 (Standalone) – INR 129.85 Crore</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	MMAL is a wholly owned subsidiary of SMISL. In terms of General Circular No. 30/2014 dated 17 th July 2014 issued by Ministry of Corporate Affairs and in terms of Regulation 23(5)(b) of the Listing Regulations, the transaction will be exempt. Further, for the amalgamation with SMISL through the Scheme, there will be no issue of shares by SMISL and accordingly, no valuation will be required. Therefore, requirement of arm’s length criteria is not applicable.
3.	Area of business of the entities	<p>MMAL: MMAL is engaged in the business of Designing, assembling, and import, buy, sell, exchange, install, provide after sales service, etc. for various Automotive capital equipments.</p> <p>SMISL: SMISL is engaged in the business of manufacturing, fabricating, assembling, buying, selling, importing, exporting, distributing and dealing in automobile parts of all kinds and descriptions, automotive and other parts.</p>
4.	Rationale for amalgamation/merger	<p>The proposed scheme including all the 3 steps as outlined in the cover letter above under points (i), (ii) and (iii) is expected, <i>inter alia</i>, to result in the following benefits:</p> <p>(i) Facilitate a reduction of layers of investments, leading to simplification of holding structure</p> <p>(ii) A leaner and focused organisation structure leading to reduction in administrative overheads, compliance costs</p> <p>(iii) Consolidation of the businesses creating greater synergies by enabling optimal utilisation of resources & pooling of management</p>
5.	In case of cash consideration - amount or otherwise share exchange ratio	MMAL is a wholly owned subsidiary of SMISL and therefore, there shall be no issue of shares as consideration for the amalgamation of MMAL with the SMISL.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the existing shareholding pattern of SMISL pursuant to the proposed Scheme.