

Date - January 24, 2025

<b>BSE Limited</b> 25 <sup>th</sup> Floor, P. J. Towers, Dalal Street, MUMBAI – 400 001  (Company Code: 505714)	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI – 400 051  (Company Code: GABRIEL)
--------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------

**Sub: Disclosure in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Gabriel India Limited (hereinafter referred to as ‘GIL’) has entered into an Asset Purchase Agreement with Marelli Motherson Auto Suspension Parts Private Limited (‘MMAS’), Marelli Europe S.p.A. and Samvardhana Motherson International Limited to acquire assets (fixed assets and inventory) from MMAS (“APA”). This transaction is subject to satisfaction of customary conditions precedent including: (a) execution of agreement with Marelli Suspension Systems Italy S.p.A (“Marelli Italy”) for grant of license to manufacture, assemble, sell, distribute and market certain products in India using technical information provided by Marelli Italy in India (“License Agreement”); and (b) execution of agreement with Marelli Italy for provision of technical assistance and support.

The above transaction was approved by the Board of Directors of GIL at their meeting held on January 24, 2025 at 9:30 am and concluded at 10:00 am.

The details required pursuant to SEBI Circular bearing ref. no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are annexed to this letter as **Annexure A**.

You are requested to take the above on record.

Thank you,

For Gabriel India Limited

\_\_\_\_\_  
Nilesh Jain  
Company Secretary

### ANNEXURE A

Disclosure in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

S.No.	Items of Disclosure	Description
1.	Name of the target entity, details in brief such as size, turnover, etc.	<p>1) <u>Name of the Entity selling its assets:</u></p> <p>Marelli Motherson Auto Suspension Parts Pvt. Ltd. (MMAS) a company duly incorporated and existing under the Companies Act, 2013, India. (“Seller”)</p> <p>MMAS is a 50:50 Joint Venture between Marelli Europe S.p.A and Samvardhana Motherson International Limited (“SAMIL”).</p> <p>2) <u>Business of the Seller:</u></p> <p>MMAS is, inter alia, engaged in production of Shock absorber, Strut assembly, Gas lifter, Damper and Door balancer for Passenger and Commercial Vehicles.</p> <p>3) Revenue from Operations for the FY 2023-24: INR 2,603 million</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, the nature of interest and details thereof and whether the same is done at “arm’s length”	The acquisition is not a related party transaction and none of the promoter / promoter group / group companies have any interest in the entities involved in the transaction.
1.	Industry to which the entity being acquired belongs	<p>The transaction does not involve acquisition of any entity.</p> <p>The assets acquired under the APA relate to the automobile component sector.</p>
2.	Objects and impact of acquisition (including but not	The acquisition of assets under the APA will help GIL to strengthen its market presence in suspension

	limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	and establish partnership with another strong technology provider
3.	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approvals are required for the acquisition of assets under the APA. Operational licenses required for operating the assets would be applied as and when required.
4.	Indicative time period for completion of the acquisition;	It is expected that the acquisition of the assets under the APA shall be completed by Q1 FY2025-26 subject to satisfaction of the customary conditions precedent identified in the APA.
5.	Consideration – whether cash consideration or share swap or any other form and details of the same;	The transaction structured as an asset sale including fixed assets & inventory; and transition of employees & business contracts.  The consideration to be paid is approximately INR 600 million (basis inventory as on 31st March 2024 of INR 279 million) subject to true up at closing date.  For reference the inventory valuation as at Dec 2024 is INR 18.09 Cr)
6.	Cost of acquisition and/or the price at which shares are acquired;	The transaction does not involve any acquisition of shares.  The total purchase consideration payable under the APA is <b>INR 600 million</b> , subject to closing adjustments
7.	Percentage of shareholding/control acquired and/or number of shares acquired;	Not Applicable.
8.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which acquired entity has presence, and any other significant information (in brief)	Not applicable. Assets (fixed assets and inventory) of MMAS relating to manufacture of Shock absorber, Strut assembly and Gas Spring are proposed to be acquired under the APA.