



# Samvardhana MotherSON International Limited

(formerly MotherSON Sumi Systems 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](http://www.motherSON.com)

December 15, 2023

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

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

**Scrip Code: 517334**

**Symbol: MOTHERSON**

**Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Dear Sir / Madam,

The Board of Directors of Samvardhana MotherSON International Limited (“the Company”) at its meeting held on December 15, 2023, *inter-alia*, noted and approved an acquisition by Samvardhana MotherSON Automotive Systems Group B.V. (“SMRP BV”), a wholly owned material subsidiary of the Company, through SMRPBV’s subsidiary.

Pursuant to Regulation 30 of SEBI LODR, as amended, read with SEBI circular SEBI/HO/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023, details of acquisition are enclosed herewith as **Annexure**.

The Board Meeting of the Company commenced at 1030 Hours (IST) and concluded at 1146 Hours (IST).

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

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.: L34300MH1986PLC284510  
E-mail: [investorrelations@motherSON.com](mailto:investorrelations@motherSON.com)

## ANNEXURE

### Acquisition (including agreement to acquire)

Sr. no.	Details of Events that need to be provided	Information about such events
1.	Name of target entity, details in brief such as size, turnover etc.	<p>1) <u>Name of the Target:</u></p> <p style="padding-left: 40px;">Deltacarb SA</p> <p style="padding-left: 40px;">The target shall be acquired by Samvardhana Motherson International Limited (SAMIL) via 100% subsidiary of Samvardhana Motherson Automotive Systems Group BV (SMRP BV), (SAHN B.V).</p> <p>2) <u>Business of Target:</u></p> <p style="padding-left: 40px;">Target is <i>inter-alia</i> engaged in engineering, manufacturing and selling of special and standard tungsten carbide based products for various industrial applications (such as Stamping, Wear resistant parts, Metal working, Mining etc.).</p> <p>3) <u>FY 22 Reported Turnover (Year ending December 2022):</u></p> <p style="padding-left: 40px;">5.629 million CHF ( % EBITDA) 11.7% reported EBITDA margin</p>
2.	<p>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?</p> <p>If yes, nature of interest and details thereof and whether the same is done at arms-length</p>	No
3.	Industry to which the entity being acquired belongs	Industrial Engineering & Manufacturing
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);	<p>Transaction rationale can be summarised as follows:</p> <ul style="list-style-type: none"> <li>• Acquisition of specific Technology and knowhow of Tungsten Carbide with capability to engineer and manufacture precision parts required in a variety of industries for wear resistant applications and metal working.</li> <li>• Synergistic with Precision Metal &amp; Modules division.</li> </ul>
5.	Brief details of any governmental or regulatory approvals required for the acquisitions	N/A
6.	Indicative time period for completion of the acquisition	Transaction signed and will be closed on the same day (December 15, 2023).

Sr. no.	Details of Events that need to be provided	Information about such events
7.	Nature of consideration – whether cash consideration or share swap and details of the same	<p>Total purchase consideration of maximum 4.5 million CHF based on agreed lock box mechanism (December 2022 audited accounts)</p> <p>Approximately 10% of the purchase consideration to be a deferred payout based on operating performance over next three years.</p> <p>In addition, SAMIL will be taking over net debt including lease liabilities (as of December 2022 approx. 1.2 million CHF).</p>
8.	Cost of acquisition or the price at which the shares are acquired.	4.5 million CHF
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	100%
10.	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 the acquired entity has presence and other significant information (in brief)	<p>1) <u>Main line of business:</u></p> <p>Target is <i>inter-alia</i> engaged in engineering, manufacturing and selling of special and standard tungsten carbide based products for various industrial applications (such as Stamping, Wear resistant parts, Metal working, Mining etc.).</p> <p>2) <u>Date of incorporation of the Target:</u></p> <p>November 12, 1991</p> <p>3) <u>Turnover of last three financial years:</u></p> <p>CY20A: 3.789 million CHF  CY21A: 5.096 million CHF  CY22A: 5.629 million CHF</p> <p>4) <u>Presence:</u></p> <p>The target has one manufacturing facility in Switzerland.</p>