

Ref: 10468/ITSL/OPR/2017-18

Date: December 10, 2019

Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
Motherson Sumi Systems Limited Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai Mumbai City MH 400051 IN	

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge of shares of The Mandhana Retail Ventures Limited

Pursuant to the disclosure required to be made under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the release of pledged shares of Motherson Sumi Systems Limited in favour of IDBI Trusteeship Services Limited (ITSL) in the capacity of Debenture Trustee for the benefit of Debenture Holder for debentures issued by Samvardhana Motherson International Limited.

For and on behalf of

IDBI Trusteeship Services Ltd**Authorized Signatory**

Part A

Annexure

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Part- A – Details of Acquisition

1. Name of the Target Company (TC)	Motherson Sumi Systems Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IDBI Trusteeship Services Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	No. IDBI Trusteeship Services Limited is acting as Debenture Trustee for NCDs issued by Samvardhana Motherson International Limited, the said company has issued debentures and to secure the debentures, the shares of the target company have been pledged in our favour for the benefit of Debenture holders pursuant to respective share pledge agreements.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited , National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration (under pledge), holding of acquirer along with PACs of:</u>			
a) Shares carrying voting rights			
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	18,46,16,512	5.84%	5.84%
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	18,46,16,512	5.84%	5.84%



Details of acquisition (under pledge)			
a) Shares carrying voting rights acquired/sold			
b) VRs acquired/sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	3,02,00,000	0.96%	0.96%
e) Total (a+b+c+d)	3,02,00,000	0.96%	0.96%
After the acquisition under consideration (under pledge) holding of acquirer along with PACs of :			
a) Shares carrying voting rights			
b) VRs otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.			
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	15,44,16,512	4.88%	4.88%
e) Total (a+b+c+d)	15,44,16,512	4.88%	4.88%
6. Mode of acquisition/Release (e.g.open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Basis prepayment of certain NCDs by the company and upon receipt of No Due Certificate from Debenture holder made release of 3,02,00,000 equity shares of target		



	company which were pledged by the company as a security for the said NCDs and thus making this disclosure		
7.Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Basis prepayment of certain NCDs by the company and upon receipt of No Due Certificate from Debenture holder made release of 3,02,00,000 equity shares of target company which were pledged by the company as a security for the said NCDs and thus making this disclosure		
8. Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable*	09-12-2019 * Basis prepayment of certain NCDs by the company and upon receipt of No Due Certificate from Debenture holder made release of 3,02,00,000 equity shares of target company which were pledged by the company as a security for the said NCDs and thus making this disclosure		
9.Equity share capital /total voting capital of the TC before the said acquisition/ sale	3,15,79,34,237 equity shares of face value of as disclosed in the shareholding pattern dated		



	September 30, 2019 disclosed on the website of BSE Limited.		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	3,15,79,34,237 equity shares of face value of as disclosed in the shareholding pattern dated September 30, 2019 disclosed on the website of BSE Limited.		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	3,15,79,34,237 equity shares of face value of as disclosed in the shareholding pattern dated September 30, 2019 disclosed on the website of BSE Limited.		

* Basis prepayment of certain NCDs by the company and upon receipt of No Due Certificate from Debenture holder made release of 3,02,00,000 equity shares of target company which were pledged by the company as a security for the said NCDs and thus making this disclosure.



Signature of the acquirer:

IDBI Trusteeship Services Ltd

D. Sarda

Authorized Signatory



Place: Mumbai

Date: December 10, 2019

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(****) We are the Trustees and holding the shares by way of Share Pledge as Security and we do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in Payment of interest or repayment of Principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.