



Connect with the Best

Sumitomo Wiring Systems,Ltd.

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Date: February 01, 2022

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 : MOTHERSUMI

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI – 400001, India
Scrip Code : 517334

Subject: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir / Madam,

This is with reference to letter dated January 28, 2022 of Motherson Sumi Systems Limited thereby intimating cancellation of 105,57,50,653 equity share of Re. 1/- each and allotment of 241,54,30,660 equity share of Re. 1/- each, pursuant to the composite scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited (“**Company**”), Samvardhana Motherson International Limited (“**SAMIL**”), Motherson Sumi Wiring India Limited (“**MSWIL**”) and their respective shareholders and creditors (“**Scheme**”), duly sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon'ble NCLT**”) by way of order number CP(CAA)/91/MB-IV/2021 dated December 22, 2021 certified copy of which was received on December 23, 2021 (“**Order**”).

The aforesaid allotment of equity shares pursuant to Section II of the Scheme was in respect of the merger of SAMIL into the Company i.e. 51 equity shares of the Company of Rs. 1 each for every 10 equity shares of SAMIL of Rs. 10 each to the shareholders of SAMIL (“**Merger Share Exchange Ratio**”). In this respect, SAMIL had fixed January 25, 2022 (Tuesday) as the Record Date 2 (as defined under the Scheme) to determine the shareholders of SAMIL to whom equity shares of the Company were allotted.

Since Sumitomo Wiring Systems Limited (“**SWS**”) and H.K. Wiring Systems Limited were not the shareholders of SAMIL as on Record Date 2, there is no change in number of equity shares being held by SWS and H.K. Wiring Systems Limited post allotment of equity shares by the Company on January 28, 2022. Accordingly, the percentage of shareholding of SWS and H.K. Wiring Systems Limited has consequently reduced from 25.34% to 17.72% of the total issued and paid share capital of the Company. In view of above, the disclosure required under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith.

Kindly take the same on your record.

Thanking you,

Yours truly,

For and on behalf of Sumitomo Wiring Systems Limited and H.K. Wiring Systems Limited

Name : Norikatsu Ishida
Designation : Managing Executive Officer

Enclosure(s): as attached

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

1.	Name of the Target Company (TC)	Motherson Sumi Systems Limited ("Company")		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Sumitomo Wiring Systems Limited and H.K. Wiring Systems Limited		
3.	Whether the acquirer belongs to Promoter / Promoter group	Yes		
	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
4.	Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
5.	Before the acquisition under consideration, holding of:			
a)	Shares carrying voting rights	80,02,97,642	25.34	25.34
b)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c)	Voting rights (VR) otherwise than by shares	N.A.	N.A.	N.A.
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)	N.A.	N.A.	N.A.
e)	Total (a+b+c+d)	80,02,97,642	25.34	25.34
6.	Details of acquisition / sale			
a)	Shares carrying voting rights acquired / sold	N.A.	N.A.	N.A.
b)	VRs acquired /sold otherwise than by shares	N.A.	N.A.	N.A.
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	N.A.	N.A.	N.A.
d)	Shares encumbered / invoked / released by the acquirer	N.A.	N.A.	N.A.
e)	Total (a+b+c+/-d)	N.A.	N.A.	N.A.
7.	After the acquisition / sale, holding of:			
a)	Shares carrying voting rights acquired / sold	80,02,97,642	17.72 #	17.72 #
b)	VRs acquired /sold otherwise than by shares	N.A.	N.A.	N.A.

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	N.A.	N.A.	N.A.
d)	Shares encumbered / invoked / released by the acquirer	N.A.	N.A.	N.A.
e)	Total (a+b+c+/-d)	80,02,97,642	17.72 #	17.72 #
8.	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Change in the percentage of shareholding of the Sumitomo Wiring Systems Limited and H.K. Wiring Systems Limited with respect to the total paid up share capital of TC pursuant to the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (“SAMIL”), Motherson Sumi Wiring India Limited (“MSWIL”) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“Scheme”), duly sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“Hon'ble NCLT”) by way of an order dated December 22, 2021 certified copy of which was received on December 23, 2021		
9.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Not applicable #		
10.	Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 315,79,34,237/- divided into 315,79,34,237 equity shares of Re. 1/- each		
11.	Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 451,76,14,244/- divided into 451,76,14,244 equity shares of Re. 1/- each		
12.	Total diluted share/voting capital of the TC after the said acquisition	INR 451,76,14,244/- divided into 451,76,14,244 equity shares of Re. 1/- each		

For and on behalf of Sumitomo Wiring Systems Limited and H.K. Wiring Systems Limited



Name : Norikatsu Ishida
Designation : Managing Executive Officer
Date : 1 February 2022
Place : Yokkaichi, Mie, Japan

Notes:

In compliance with aforesaid order of Hon'ble NCLT and in respect of merger of SAMIL into the Company as per Section II of the Scheme, the Board of Directors of the Company in their meeting held on January 28, 2022, approved the following:

- (a) cancellation of existing shareholding of SAMIL in the Company i.e. 105,57,50,653 equity shares of Re. 1/- each representing 33.43% of the pre - transaction total paid up share capital of the Company; and
- (b) allotment of 241,54,30,660 equity shares of Re. 1/- each aggregating to Rs. 241,54,30,660 to the shareholders of SAMIL.

For the purpose of the aforesaid allotment of equity shares i.e. 51 equity shares of the Company of Re. 1 each for every 10 equity shares of SAMIL of Rs. 10 each to the shareholders of SAMIL ("Merger Share Exchange Ratio"), SAMIL had fixed January 25, 2022 (Tuesday) as the Record Date 2 (as defined under the Scheme) to determine the shareholders of SAMIL to whom equity shares of the Company were allotted.

Since Sumitomo Wiring Systems Limited ("SWS") and H.K. Wiring Systems Limited were not the shareholders of SAMIL as on Record Date 2, there is no change in number of equity shares being held by SWS and H.K. Wiring Systems Limited post allotment of equity shares by the Company on January 28, 2022.

Accordingly, the percentage of shareholding of SWS and H.K. Wiring Systems Limited has consequently reduced from 25.34% to 17.72% of the total issued and paid share capital of the Company given as under:

S. No.	Name of shareholders	Equity shares held pre-transaction	% of shareholding w.r.t. to total paid up capital pre-transaction	Equity shares held post-transaction	% of shareholding w.r.t. total paid up capital post-transaction
1	SWS	79,26,37,291	25.1	79,26,37,291	17.55
2	H.K. Wiring Systems Limited	76,60,351	0.24	76,60,351	0.17
		80,02,97,642	25.34	80,02,97,642	17.72

(*) 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.