



Samvardhana MotherSON International Limited

(formerly MotherSON Sumi Systems Limited)

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July 4, 2023

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051, India

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

Scrip Code : MOTHERSON

Scrip Code : 517334

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir / Madam,

MSSL Consolidated Inc. (**'MSSL Consol'**), an indirect wholly owned subsidiary of Samvardhana MotherSON International Limited (formerly MotherSON Sumi Systems Limited) (**'SAMIL'**) has signed an Agreement for an investment of USD 14 Million, 12% optionally convertible secured note of Prysm Systems Inc. (**'Prysm'**).

Prysm is engaged in design development, manufacturing and sale of large format touch enabled display screens with embedded collaborative software. Prysm is developing a new "Gen-3" prototype for mass production.

Upon successful delivery of Gen-3 prototype as per agreed specification and associated conditions, which is expected by quarter 4 of F.Y. 2023-24, further invest USD 20 Million and convert secured note to equity for majority stake i.e. not less than 72% on a fully diluted basis. Further, MSSL Consol may assign the investment in Prysm to any of the subsidiaries of SAMIL.

In this respect, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, please find enclosed details as **Annexure**.

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
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Investment (Optionally convertible debt)

Sr. no.	Details of Events that need to be provided	Information about such events
a)	Name of target entity, details in brief such as size, turnover etc.	<p>1) <u>Name of the Target:</u></p> <p>Prysm Systems, Inc. (“Prysm” or “Target” or “Company”)</p> <p>2) <u>Business of the Target:</u></p> <p>The target is engaged in design development, manufacturing, and sale of large format touch enabled display screens with embedded collaborative software. The target has developed proprietary technology in laser phosphorus display (LPD) with display sizes starting from 100+ inches. The Target company has a customer base for existing products and collaborative solutions. The Target Company is developing a new “Gen-3” prototype for mass production.</p>  <p>3) <u>Turnover for 12 months ended December 31st 2022 of USD 6.15 Mn</u></p>
b)	Whether the acquisition/investment 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, nature of interest and details thereof and whether the same is done at arms-length	This is not a related party transaction for the company, None of the promoter / promoter group / group companies have interest in the Target group.
c)	Industry to which the entity being acquired/invested in belongs	The Target is engaged in design development, manufacturing, and sale of large format touch enabled display screens with collaborative software.
d)	Objects and effects of acquisition / investment (including but not limited to,	An indirect wholly owned subsidiary of Samvardhana Motherson International Limited (SAMIL), MSSL Consolidated Inc. has signed an agreement to

Sr. no.	Details of Events that need to be provided	Information about such events
	disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);	<p>subscribe in multiple tranches to the optionally convertible secured note of the target company. MSSL Consolidated Inc may assign the investment in Target Company to any of the subsidiaries of SAMIL.</p> <p>The Transaction rationale can be summarized as follows</p> <ul style="list-style-type: none"> • Investment to support development of advanced laser phosphorus displays (LPD) technology. LPD offers higher resolution and is more power efficient compared to other technologies with multiple applications with collaborative software for use in corporate meeting rooms, video conferences, indoor large displays etc. • The technology is supported and protected by over 200 global patents. • Successful development of “Gen-3” prototype and agreed functional specifications and associated conditions will lead to a unique value proposition for large screen display users. • Entry into new market segments aligned with diversification into non-automotive as outlined in vision 2025 plan.
e)	Brief details of any governmental or regulatory approvals required for the acquisitions / investment	No governmental or regulatory approvals required for optionally convertible secured note of Target Company.
f)	Indicative time period for completion of the acquisition / investment	<p>The agreement is for an investment of USD 14 Mn, 12% optionally convertible secured note to be signed and closed simultaneously on July 4th 2023. At the time of closing the initial purchase consists of USD 8 Mn with the remaining to be discharged in multiple tranches.</p> <p>Conversion of 12% optionally convertible secured note is conditional upon the successful development of “Gen-3” prototype as per the agreed specifications and associated conditions on or before, end of Feb-2024.</p> <p>If the development of “Gen-3” prototype is successful the secured note will be converted to equity of majority control (i.e. not less than 72% on a fully diluted basis) within 30 days of satisfaction of agreed specification and associated conditions i.e. March,31 2024. If the development is not successful, the parties will mutually agree on the next steps.</p>
g)	Nature of consideration – whether cash consideration or share swap and details of the same	Cash transaction.
h)	Cost of acquisition/ investment	

Sr. no.	Details of Events that need to be provided	Information about such events								
	or the price at which the shares are acquired	<ul style="list-style-type: none"> • Phase-1: Agreement for an investment of USD 14 Mn, 12% optionally convertible secured note to be signed and closed simultaneously on July 4th 2023. At the time of closing the initial purchase consists of USD 8 Mn with the remainder to be discharged in multiple tranches for design and development of “Gen-3” prototype. • Phase-2: Upon successful delivery of Gen-3 prototype expected by Q4FY24 with the agreed functional specifications and associated conditions. <ul style="list-style-type: none"> ○ further invest capital of USD 20 Mn. ○ convert secured note to equity of majority control (i.e. not less than 72% on a fully diluted basis). • Maturity of secured convertible note is 12 months from signing of agreement. 								
i)	Percentage of shareholding / control acquired and / or number of shares acquired	Structured as an optionally convertible secured debt instrument, would result in majority control (i.e. not less than 72% on a fully diluted basis) of the target company only upon conversion of the note to equity with successful development of prototype as per required functional specifications and associated conditions by Feb-2024.								
j)	Brief background about the entity acquired/invested in in terms of products/line of business acquired, date of incorporation, history of last 2 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>The Target is engaged in design development, manufacturing, and sale of large format touch enabled display screens with embedded collaborative software.</p> <p>2) <u>Date of incorporation of the Target:</u> August 28th, 2020.</p> <p>3) <u>Turnover of last three financial years:</u></p> <table border="1" data-bbox="743 1473 1414 1688"> <thead> <tr> <th>Particular</th> <th>2020</th> <th>2021</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>Turnover (in USD Mn)</td> <td>NA</td> <td>6.05</td> <td>6.15</td> </tr> </tbody> </table> <p>4) <u>Presence:</u> The Target has two facilities : one in Massachusetts and one in California, along with offices in Middle East and India</p>	Particular	2020	2021	2022	Turnover (in USD Mn)	NA	6.05	6.15
Particular	2020	2021	2022							
Turnover (in USD Mn)	NA	6.05	6.15							