

Ref. No. Z-IV/R-39/D-2/NSE/207 & 174

Date : 03/01/2024

<b>National Stock Exchange of India Ltd.</b> Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	<b>BSE Ltd.</b> Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.
<b>NSE Scrip: UNOMINDA</b>	<b>BSE Scrip: 532539; UNOMINDA</b>

**Sub:- Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

This is in continuation of our earlier intimation dated 04 February, 2021, wherein we have given an update on the merger of Minda TG Rubber Private Limited (Transferor Company) with Toyoda Gosei Minda India Private Limited (Transferee Company). We have also given update in the said communication that the company, Minda Industries Limited (now known as Uno Minda Limited) was holding 47.80% stake in the said Transferor Company.

We wish to inform that, the Hon'ble National Company Law Tribunal, New Delhi and the Hon'ble National Company Law Tribunal, Jaipur, vide their order(s) pronounced on 26<sup>th</sup> October, 2023 and 23<sup>rd</sup> June 2022, respectively has sanctioned the Scheme of Amalgamation of Minda TG Rubber Pvt. Ltd. ("Transferor Company") with Toyoda Gosei Minda India Pvt. Ltd. ("Transferee Company") and their respective creditors and Shareholders;

This is to inform that the Transferee Company, M/s. Toyoda Gosei Minda India Private Limited, as per the allotment letter dated 03.01.2024, issued to the Company has allotted 1,65,17,135 equity shares to the company, fully paid up of the face value of Rs. 10/- each, as per the swap ratio, defined in the aforesaid Scheme of amalgamation.

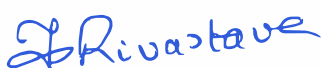
Further, the detailed disclosure pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("LODR Regulations") read with Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123, is enclosed as **Annexure-I**.

Please take the same on records.

Thanking you.

Yours faithfully,

**For Uno Minda Limited**



**Tarun Kumar Srivastava**

**Company Secretary & Compliance Officer** ★



Encl: as above

**Uno Minda Limited (formerly known as Minda Industries Limited)**


CIN: L74899DL1992PLC050333, Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052,  
(Corporate) Village Nawada Fatehpur, P.O. Sikanderpur Badda, Manesar, Distt. Gurgaon, Haryana - 122004, INDIA

T: +91 124 2290427/28, 2290693/94/96 Fax: +91 124 2290676/95, Email - info@unominda.com, www.unominda.com

**Annexure-I**

Details of acquisition of stake in Toyoda Gosei Minda India Pvt. Ltd. ("Transferee Company") by the Company.

Sr. No	Particulars												
a)	<p>Name of the target entity, details in brief such as size, turnover etc.;</p> <p>1. Name of the target entity: Toyoda Gosei Minda India Pvt. Ltd. ("Transferee Company")</p> <p>2. Brief Details of business: Transferee Company is a Joint Venture Company between the Company and Transferee Company (along with its group company) and is engaged in the manufacturing of Automotive Safety system like air bags, fuel cap and Weather-strip Sealing parts.</p> <p>3. Turnover Last 3 Financial Years based on audited financial statements:</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Financial Year</th> <th>Amount (In Rs. Millions)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>2022-23</td> <td>8304.29</td> </tr> <tr> <td>2</td> <td>2021-22</td> <td>5613.48</td> </tr> <tr> <td>3</td> <td>2020-21</td> <td>3787.60</td> </tr> </tbody> </table>	Sr. No	Financial Year	Amount (In Rs. Millions)	1	2022-23	8304.29	2	2021-22	5613.48	3	2020-21	3787.60
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1	2022-23	8304.29											
2	2021-22	5613.48											
3	2020-21	3787.60											
b)	<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? If yes, nature of interest and details thereof and whether the same is done at "arms-length";</p> <p>The acquisition is a related party transaction and the same is done at arms-length. Uno Minda Limited has acquired 1,65,17,135 Fully Paid up Equity Shares of Toyoda Gosei Minda India Pvt. Ltd as per the Scheme of Amalgamation of Minda TG Rubber Pvt. Ltd. ("Transferor Company") with Toyoda Gosei Minda India Pvt. Ltd. ("Transferee Company") and their respective creditors and Shareholders sanctioned by Hon'ble National Company Law Tribunal, New Delhi and Hon'ble National Company Law Tribunal, Jaipur vide their orders dated 26<sup>th</sup> October 2023 and 23<sup>rd</sup> June 2022, respectively.</p> <p>The promoter/promoter group/group companies of the Company do not have any interest in the transferee company except as mentioned above.</p>												
c)	<p>Industry to which the entity being acquired belongs;</p> <p>Automotive components</p>												
d)	<p>Objects and impact 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 listed entity);</p> <p>No such impact as the said acquisition was done as per the Scheme of Amalgamation of Minda TG Rubber Pvt. Ltd. ("Transferor Company") with Toyoda Gosei Minda India Pvt. Ltd. ("Transferee</p>												

*(Signature)*  


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		Company”) and their respective creditors and Shareholders. Further, the business of Target company is not outside the main line of business of the Company.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	No prior approval required.
f)	Indicative time period for completion of the acquisition;	Not applicable
g)	Nature of consideration - whether cash consideration or share swap and details of the same	The Shareholders of Transferor Company have been allotted 100 fully paid up Equity Shares of the face value of Rs. 10/- each of the Transferee Company each against 156 fully paid up Equity Shares of face value of Rs. 10/- each of Transferor Company as per share swap ratio defined in the scheme of amalgamation.
h)	Cost of acquisition or the price at which the shares are acquired;	No cost of acquisition or price involved as the shares have been allotted as per the scheme of amalgamation.
i)	Percentage of shareholding/ control acquired and / or number of shares acquired;	1,65,17,135 Equity Shares were allotted, pursuant to merger, being 0.13% of post-merger paid up capital of the Transferee Company.  Post-merger, the shareholding of the company along with its group company in the transferee company remains same as pre-merger i.e. 49.90%
j)	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 any other significant information (in brief);	For brief background and turnover refer point “(a)” above.  Date of Incorporation of acquired entity: 17.04.2008  Country Presence: India

*Rivastava*

