

Date: 28.01.2022

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
P.J. Towers,
Dalal Street
MUMBAI – 400001, India

Scrip Code : 517334

Subject: Disclosure of allotment of equity shares by MotherSON Sumi Systems Limited pursuant to the composite scheme of amalgamation and arrangement amongst MotherSON Sumi Systems Limited, Samvardhana MotherSON International Limited, MotherSON Sumi Wiring India Limited and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013

Dear Sir / Madam,

This is with reference to our letter dated December 24, 2021 intimating receipt of certified copy of Order of the Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon’ble NCLT**”) dated December 22, 2021 (“**Order**”) sanctioning the composite scheme of amalgamation and arrangement amongst MotherSON Sumi Systems Limited (“**Company**” or “**MSSL**”), 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**”).

The Scheme, *inter alia*, broadly contemplates the following:

- (a) demerger of the Domestic Wiring Harness Undertaking (*as defined under the Scheme*) of the Company into and with MSWIL as per Section I of the Scheme (“**Demerger**”); and
- (b) a merger of SAMIL into resultant MSSL (after completion of step (a)) as per Section II of the Scheme (“**Merger**”).

In respect to the Merger of SAMIL into the Company, Clause 7 of Part C of Section II of the Scheme provides that, upon coming into effect of Merger as per Section II of the Scheme and in consideration of the amalgamation of the SAMIL into and with the Company, **the Company shall issue and allot 51 (Fifty One) equity shares of the Company of Re. 1 each (Rupee One only) for every 10 (Ten) equity shares of SAMIL of Rs. 10 each (Rupees Ten only) to the shareholders of SAMIL** (“**Merger Share Exchange Ratio**”). In this respect, January 25, 2022 (Tuesday) was fixed as the Record Date 2, in accordance with the terms of the Scheme, to determine the shareholders of SAMIL to whom equity shares of the Company was to be allotted as per the Merger Share Exchange Ratio.

Further, Clause 9 of Part C of Section II of the Scheme provides for cancellation of the existing issued and paid up equity share capital of the Company, as held by SAMIL, without any further application, act,



Mother'son 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.mother'son.com

instrument or deed, simultaneous with the issuance of the Equity Shares, in accordance with Clause 7 of Section II of this Scheme.

In compliance with the Order of Hon'ble NCLT, the Board of Directors of the Company in its meeting held on January 28, 2022, has approved the following:

- (a) cancellation of existing shareholding of SAMIL in the Company i.e. 105,57,50,653 (One Hundred Five Crores Fifty Seven Lakhs Fifty Thousand Six Hundred Fifty Three) equity shares of Re. 1/- each (Rupee One only) aggregating to 33.43% of the total paid up share capital of the Company; and
- (b) allotment of 241,54,30,660 (Two Hundred Forty One Crores Fifty Four Lakhs Thirty Thousand Six Hundred Sixty) equity shares of Re. 1/- each (Rupee One only) amounting to Rs. 241,54,30,660 (Rupees Two Hundred Forty One Crores Fifty Four Lakhs Thirty Thousand Six Hundred Sixty only) to the shareholders of SAMIL.

The aforesaid equity shares allotted pursuant to the Scheme shall rank *pari passu* with existing equity shares of the Company.

In view of the above, issued and paid up equity share capital of the Company stands increased to Rs. 451,76,14,244/- (Rupees Four Hundred Fifty One Crores Seventy Six Lakhs Fourteen Thousand Two Hundred Forty Four only) consisting of 451,76,14,244 (Four Hundred Fifty One Crores Seventy Six Lakhs Fourteen Thousand Two Hundred Forty Four only) equity shares of Re. 1/- each (Rupee One only).

The equity shares allotted by the Company shall be listed and admitted for trading on BSE Limited and National Stock Exchange of India Limited ("**the Stock Exchanges**") by virtue of the Scheme and in accordance with applicable laws.

The above is submitted under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Kindly take the same on your record.

Thanking you,

Yours truly,
For Mother'son 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)
Email: investorrelations@mother'son.com
CIN No.: L34300MH1986PLC284510