



## Samvardhana MotherSON International Limited

(formerly MotherSON 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.motherSON.com

January 27, 2023

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

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

**Scrip Code : MOTHERSON**

**Scrip Code : 517334**

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Regarding approval of Scheme of Amalgamation**

Dear Sir / Madam,

Pursuant to the Regulation 30 read with Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), we wish to inform the stock exchanges that the Board of Directors of Samvardhana MotherSON International Limited (“**Company**” or “**Transferee Company**”) (“**Board**”) at its meeting today, i.e., January 27, 2023, has, *inter alia*, considered and approved the Scheme of Amalgamation of MotherSON Consultancies Service Limited and MotherSON Invenzen Xlab Private Limited and Samvardhana MotherSON Polymers Limited and MS Global India Automotive Private Limited (collectively referred to as “**Transferor Companies**”) with the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) (“**Scheme**”). The Transferor Companies are the wholly owned subsidiaries of the Company.

In terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015, we are furnishing herewith the details of the Scheme as **Annexure I**. Further, key terms of the proposed amalgamation is enclosed as **Annexure II**.

The Scheme is subject to receipt of approval from Hon'ble National Company Law Tribunal and regulatory authorities as maybe required under the applicable law.

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

CIN No.: L34300MH1986PLC284510

Email: [investorrelations@motherSON.com](mailto:investorrelations@motherSON.com)

## Annexure I – Brief details of Amalgamation/ Merger

a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc	<ol style="list-style-type: none"> <li>1. <u>Motherson Consultancies Service Limited</u>  Turnover – INR 4.0 Crore as on 30<sup>th</sup> September 2022 (Standalone)</li> <li>2. <u>Motherson Invenzen Xlab Private Limited</u>  Turnover – INR 7.4 Crore as on 30<sup>th</sup> September 2022 (Standalone)</li> <li>3. <u>Samvardhana Motherson Polymers Limited</u>  Turnover – Nil as it is a Holding Company as on 30<sup>th</sup> September 2022 (Standalone)</li> <li>4. <u>MS Global India Automotive Private Limited</u>  Turnover – INR 276.5 Crore as on 30<sup>th</sup> September 2022 (Standalone)</li> <li>5. <u>Samvardhana Motherson International Limited</u>  Turnover – INR 3,429.0 Crore as on 30<sup>th</sup> September 2022 (Standalone)</li> </ol>
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”	<p>In terms of General Circular No 30/2014 dated 17<sup>th</sup> July 2014 issued by Ministry of Corporate Affairs (“<b>MCA Circular</b>”), the transactions arising out of compromises, arrangements and amalgamations under the Act, are exempted from the requirements of Section 188 of the Act. Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2), (3) &amp; (4) of Listing Regulations.</p> <p>As the Transferor Companies, being wholly owned subsidiaries of the Company, are proposed to be amalgamated with the Company through the scheme of amalgamation, there will be no issue of shares by the Transferee Company. Accordingly, no valuation will be required. Therefore, requirement of arm’s length criteria is not applicable.</p>
c)	Area of business of the entity(ies)	<ol style="list-style-type: none"> <li>1. <b>Motherson Consultancies Service Limited</b> is <i>inter alia</i> engaged in the business of providing purchase consultancy related to consumables and indirect purchase for all group companies in India.</li> <li>2. <b>Motherson Invenzen Xlab Private Limited</b> is <i>inter alia</i> engaged in the business of designing and/ or manufacturing and/ or sub-contracting of telematics devices, audio and infotainment systems.</li> <li>3. <b>Samvardhana Motherson Polymers Limited</b> is primarily engaged as a holding company to hold</li> </ol>

		<p>investments in a group of entities that are engaged in the manufacturing, buying and selling of all kinds of plastic mouldings, plastic items, plastic components, polymers.</p> <p>4. <b>MS Global India Automotive Private Limited</b> is <i>inter alia</i> engaged in the business of manufacturing of press stamping parts for passenger cars and commercial vehicles.</p> <p>5. <b>Samvardhana Motherson International Limited</b> (formerly known as <i>Motherson Sumi Systems Limited</i>) is <i>inter alia</i> engaged in the business of manufacture and sale of components to automotive original equipment manufacturers.</p>
d)	Rationale for amalgamation/merger	<p>The Transferee Company is desirous of consolidating the assets and liabilities of the Transferor Companies pursuant to the amalgamation. The Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company and will result in the following benefits:</p> <p>(a) streamlining and further simplification of the group corporate structure;</p> <p>(b) elimination of duplicate administrative functions across the Transferor Companies;</p> <p>(c) reduction in legal and regulatory compliance costs coupled with reduced time and effort for multiple record keeping; and</p> <p>(d) consolidation of the businesses presently being carried on by the Transferor Companies with the Transferee Company shall create greater synergies by enabling optimal utilisation of resources &amp; pooling of management.</p> <p>The Scheme is therefore in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to their interests or the public at large.</p>
e)	In case of cash consideration – amount or otherwise share exchange ratio	<p>The Transferor Companies are wholly owned subsidiaries of the Company and therefore, there shall be no issue of shares as consideration for the amalgamation of the Transferor Companies with the Company.</p>
f)	Brief details of change in shareholding pattern (if any) of listed entity	<p>There will not be any change in the existing shareholding pattern of the Company pursuant to the proposed Scheme.</p>



**Proud to be  
part of**

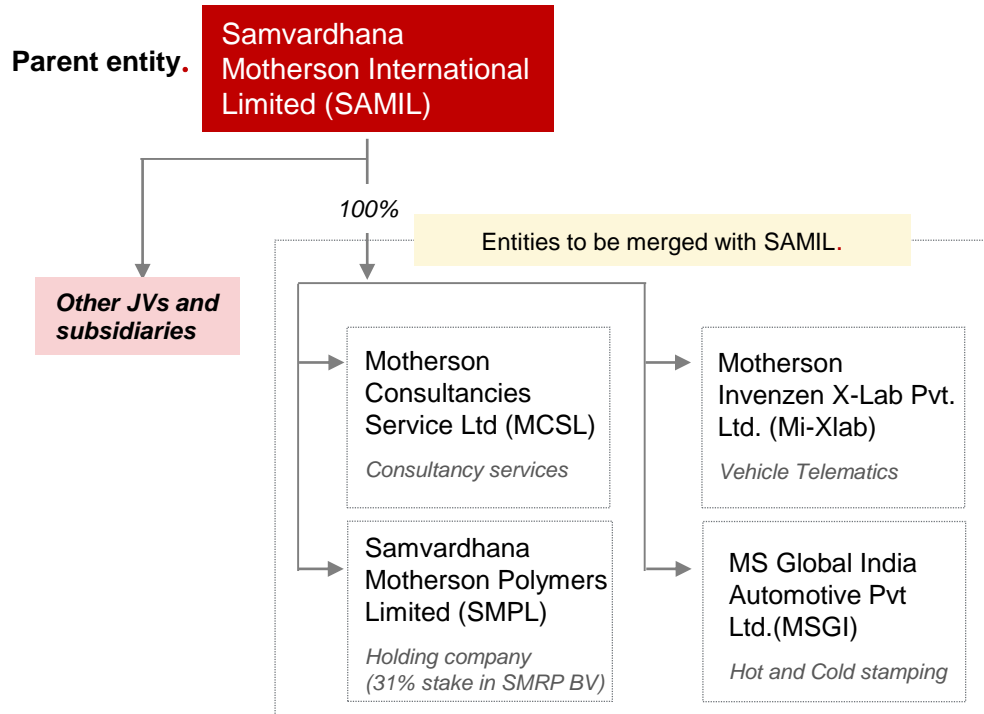
**Merger of Wholly owned subsidiaries (WOS)  
of Samvardhana Motherson International  
Limited (SAMIL)**

27<sup>th</sup> January 2023

**motherson** 

# Transaction involves, **merger of four wholly owned subsidiaries of Samvardhana Motherson International Limited (SAMIL) into SAMIL** via National Company Law Tribunal (NCLT) route

## Present structure



Business of these four entities will be part of SAMIL standalone post completion of this transaction

Above merger **will not** result in the following:

- Any change in the share capital of SAMIL or
- Any kind of dilution for the SAMIL's shareholders
- Any change in consolidated picture at SAMIL level

Key financial highlights of entities to be merged

- Combined Revenue: INR 486 Cr (FY22) & INR 288 Cr (H1FY23)

# Rationale and Indicative timelines for scheme execution.

- 1 Streamlining and **further simplification** of the group corporate structure
- 2 **Elimination** of duplicate administrative functions
- 3 **Reduction in legal and regulatory compliance costs** coupled with reduced time and effort for multiple record keeping
- 4 **Consolidation of the businesses** creating **greater synergies** by enabling optimal utilisation of resources & pooling of management

**Appointed Date**  
**1<sup>st</sup> April 2022.**

**Board Approval**

Filing with NCLT

NCLT/ Other regulatory process

Process of filing with ROC

27<sup>th</sup> January 2023

March 2023

August 2023

September 2023



# Thank you.

**Safe harbor** The contents of this presentation are for informational purposes only and for the reader's personal non-commercial use. The contents are intended, but not guaranteed, to be correct, complete, or absolutely accurate. This presentation also contains forward-looking statements based on the currently held beliefs and assumptions of the management of the Company, which are expressed in good faith and, in their opinion, are reasonable. Forward-looking statements involve known and unknown risks, contingencies, uncertainties, market conditions and other factors, which may cause the actual results, financial condition, performance, or achievements of the Company or industry results, to differ materially from the results, financial condition, performance or achievements expressed or implied by such forward-looking statements. The Company disclaims any obligation or liability to any person for any loss or damage caused by errors or omissions, whether arising from negligence, accident or any other cause. Recipients of this presentation are not to construe its contents, or any prior or subsequent communications from or with the Company or its representatives as investment, legal or tax advice. In addition, this presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of the Company, target entities or the proposed transaction. Recipients of this presentation should each make their own evaluation of the Company and of the relevance and adequacy of the information and should make such other investigations as they deem necessary.