



# Samvardhana MotherSON International Limited

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December 14, 2024

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  
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**

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

Dear Sir / Madam,

The Board of Directors of Samvardhana MotherSON International Limited (“SAMIL”) at its meeting held on December 14, 2024, *inter-alia*, approved an acquisition via a wholly owned subsidiary of Samvardhana MotherSON Automotive Systems Group B.V. (“**SMRP B.V**”). Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular SEBI/HO/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023, details of proposed acquisition is enclosed as **Annexure A**.

The Board Meeting of the Company commenced at 1730 Hours (IST) and concluded at 1830 Hours (IST).

The above is for your information and records.

Thanking You

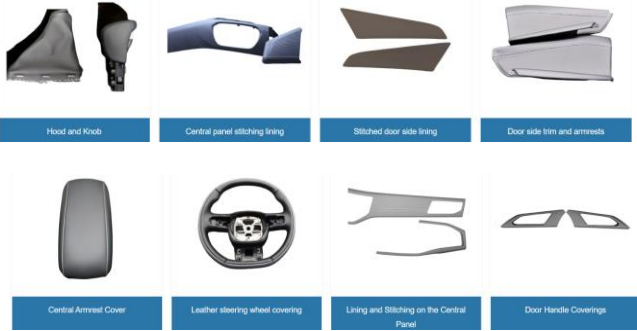
Yours truly  
For Samvardhana MotherSON International Limited

Alok Goel  
Company Secretary

Regd Office:  
Unit – 705, C Wing, ONE BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai – 400051, Maharashtra (India)  
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**ANNEXURE - A**

**Acquisition (including agreement to acquire)**

Sr. no.	Details of Events that need to be provided	Information about such events
1.	Name of target entity, details in brief such as size, turnover etc.	<p>1) <u>Name of the Target:</u></p> <p>BALDI INDUSTRIA E COMERCIO LTDA.</p> <p>2) <u>Business of Target:</u></p> <p>BALDI INDUSTRIA E COMERCIO LTDA. ("Target or Baldi") is a Tier 2 automotive supplier providing wrapping solutions and soft touch surfaces for door panels, IP, steering wheels and other interior components. The manufacturing capabilities include PVC and Fabric cutting, sewing, and wrapping for door panels, armrests, IP Pads, Steering Wheel, and Shift Knob and Boots.</p>  <p>3) <u>CY 23 Reported Turnover :</u></p> <p>BRL 68.3 million (~ USD 11.3 million) (Reported EBITDA margin of 10.7%)</p> <p>Samvardhana Motherson International Limited ("SAMIL") via SMP Automotive PRODUTOS AUTOMOTIVOS DO BRASIL LTDA. ("SMP Brasil") a wholly owned subsidiary of Samvardhana Motherson Automotive Systems Group B.V. ("SMRP B.V."); to acquire 100% shareholding of the Target.</p>
2.	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?	<p>This is not a related party transaction for the company.</p> <p>None of the promoter / promoter group / group companies of SAMIL have any interest in the Target.</p>

Sr. no.	Details of Events that need to be provided	Information about such events
	If yes, nature of interest and details thereof and whether the same is done at arms-length	
3.	Industry to which the entity being acquired belongs	Automotive Industry
4.	Objects and effects 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 Company);	<p>Transaction Rationale can be summarized as follows:</p> <ul style="list-style-type: none"> <li>• Provides high level of vertical integration thereby supporting existing Module and Polymer footprint in South America Region with enhanced capabilities in wrapping solutions and soft touch interior surfaces for door panels and instrument panels.</li> <li>• Facilitates further cost optimization and enhanced operational efficiency.</li> <li>• Increase content per vehicle with product portfolio further aligned with premium segment trends and demand for soft-touch interior surfaces and PVC/Vinyl finishes.</li> <li>• Improve overall competitiveness by offering locally developed solutions specifically for the South American Market.</li> </ul>
5.	Brief details of any governmental or regulatory approvals required for the acquisitions	No governmental or regulatory approvals are required for this transaction.
6.	Indicative time period for completion of the acquisition	Subject to satisfactory completion of all conditions precedent, the transaction is expected to be closed by Q1FY2026.
7.	Nature of consideration – whether cash consideration or share swap and details of the same	Cash Transaction
8.	Cost of acquisition or the price at which the shares are acquired.	<p>The agreement is cash consideration of BRL 47 million (~USD 7.8 million) to acquire 100% ownership of the Target, Subject to any adjustment to above transaction such as leakages etc.</p> <p>Out of which approximately BRL 17 million (~ USD 2.8 Mn) will be held back to secure seller indemnification obligations for a maximum period of 5 years.</p>
9.	Percentage of shareholding / control acquired and / or	Upon closing of the transaction, SAMIL will hold 100% of the Target.

Sr. no.	Details of Events that need to be provided	Information about such events												
	number of shares acquired.													
10.	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 other significant information (in brief)	<p>1) <u>Main line of business:</u></p> <p>Target inter-alia is a Tier 2 automotive supplier providing wrapping solutions and soft touch surfaces for door panels, IP, steering wheels and other interior components.</p> <p>2) <u>Date of incorporation of the Target:</u></p> <p>February 22, 1993</p> <p>3) <u>Turnover of last three calendar years:</u></p> <table border="1" data-bbox="730 795 1388 1146"> <thead> <tr> <th data-bbox="730 795 917 952">Particular (‘000)</th> <th data-bbox="917 795 1050 952">CY 2021</th> <th data-bbox="1050 795 1209 952">CY 2022</th> <th data-bbox="1209 795 1388 952">CY 2023</th> </tr> </thead> <tbody> <tr> <td data-bbox="730 952 917 1048">Turnover (BRL)</td> <td data-bbox="917 952 1050 1048">46,182</td> <td data-bbox="1050 952 1209 1048">61,052</td> <td data-bbox="1209 952 1388 1048">68,308</td> </tr> <tr> <td data-bbox="730 1048 917 1146">Turnover (USD)</td> <td data-bbox="917 1048 1050 1146">7,628</td> <td data-bbox="1050 1048 1209 1146">10,084</td> <td data-bbox="1209 1048 1388 1146">11,282</td> </tr> </tbody> </table> <p>Conversion from BRL to USD done at constant exchange of 6.05 per USD as of 13<sup>th</sup> December 2024.</p> <p>4) <u>Presence:</u></p> <p>The Target is headquartered in Brazil along with its one manufacturing facility.</p>	Particular (‘000)	CY 2021	CY 2022	CY 2023	Turnover (BRL)	46,182	61,052	68,308	Turnover (USD)	7,628	10,084	11,282
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