



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

Sub. : Outcome of Board Meeting held on August 07, 2018

Dear Sir(s) / Madam(s),

The Board of Directors of the Company in their meeting held on Tuesday, August 07, 2018, *inter-alia*, subject to the approval of Hon'ble National Company Law Tribunal, New Delhi Bench and Mumbai Bench and such other approval(s), as may be required, approved the amalgamation of Motherson Polymers Compounding Solutions Limited (a wholly-owned subsidiary) of the Company with Motherson Sumi Systems Limited ("the Company").

The requisite information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are enclosed as Annexure-A.

The Board meeting commenced at 09:30 a.m. and concluded at 12:20 p.m.

The above is for your information and records.

Thanking you

Yours faithfully,
For Motherson Sumi Systems Limited

Alok Goel
Company Secretary



Annexure-A

Amalgamation of Motherson Polymers Compounding Solutions Limited with Motherson Sumi Systems Limited

Sr. No.	Details to be furnished	Information
1.	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.;	<p>1. Transferor Company Motherson Polymers Compounding Solutions Limited (MPCSL)</p> <p>2. Transferee Company Motherson Sumi Systems Limited (MSSL)</p> <p>3. Net Worth as on March 31, 2018: Transferor Company- Rs. 6.61 Million Transferee Company- Rs. 61,802 Million</p> <p>4. Turnover as on March 31, 2018: Transferor Company - Rs. 2.77 Million Transferee Company- Rs. 76,673 Million</p> <p>5. The Transferor Company is a wholly owned subsidiary of the Transferee Company.</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company and thus related with the Transferee Company. Further, the accounts of the Transferor Company are consolidated with the accounts of the Transferee Company and placed before the shareholders at general meeting for approval.</p> <p>Subject to necessary approval(s) and upon scheme becoming effective, there will be no issue and allotment of any shares by the Transferee Company in consideration of amalgamation of the Transferor Company with the Transferee Company as the Transferor Company is wholly owned subsidiary of the Transferee Company and the entire paid up share capital of the Transferor Company is held by Transferee Company and its nominees.</p> <p>Further, upon the scheme becoming effective, entire issued, subscribed and paid-up equity share capital of Transferor Company shall stand extinguished and cancelled and no new shares of the Transferee Company will be issued or allotted with respect to the equity shares held by the Transferee Company and its nominee in the Transferor Company.</p>



		In view of aforesaid, the provisions with respect to arm's length consideration is not applicable to the proposed amalgamation.
3.	Area of business of the entity(ies);	a) Transferor Company: To carry on the business in the development, manufacturing and sales of General Purpose and Engineering Plastic Products. b) Transferee Company: Manufacturing of automobiles parts and components.
4.	Rationale for amalgamation/ merger;	The main business of Transferor Company is polymer compounding and the Transferee Company is also, <i>inter-alia</i> , engaged in the similar / related business activities, through it division, <i>namely</i> , Motherson Polymer Solutions ("MPS"). Further, MPCSL is also performing job work for MPS. Thus, in order to bring efficiencies in management and operation of both of the entities, it is proposed to merge MPCSL with the Company.
5.	In case of cash consideration – amount or otherwise share exchange ratio;	Not Applicable. As amalgamation is taking place between wholly owned subsidiary company with its holding company, there will be no issue and allotment of any shares by the Transferee Company in consideration of amalgamation of the Transferor Company. Accordingly, the above provisions are not applicable.
6.	Brief details of change in shareholding pattern, if any, of the listed entity	Not applicable for the reasons mentioned in para 2 and 5 above.

