

October 26, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400001,
Maharashtra, India

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

Scrip Code: 517334**Scrip Code: MOTHERSON**

**Sub.-: Disclosure under Regulation 30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is with reference to, and in furtherance of our letters dated February 07, 2025, February 28, 2025, May 31, 2025, and September 18, 2025, with respect to the composite scheme of arrangement by and amongst Samvardhana MotherSON International Limited (“**Company**”), Samvardhana MotherSON Innovative Solutions Limited, Samvardhana MotherSON Auto System Private Limited and MotherSON Machinery and Automations Limited (collectively referred to as the “**Participating Entities**”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**Scheme**”). The Participating Entities are the wholly owned subsidiaries of the Company.

The Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble NCLT**”), vide its order dated October 26, 2026 (“**Order**”), has approved the aforesaid Scheme. A copy of the Order as uploaded on the website of the Hon’ble Tribunal is attached herewith.

The above is disclosed pursuant to Regulation 30 read with Schedule III (Part A) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above is for your information and records.

Thanking you,

Yours truly,

For Samvardhana MotherSON International Limited

ALOK**GOEL**

Digitally signed by

ALOK GOEL

Date: 2026.10.26

19:23:26 +05'30'

Alok Goel

Company Secretary

Enclosed: As above

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.: L35106MH1986PLC284510

Email: investorrelations@motherSON.com

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH-II

C.P. (CAA) 188/MB/2025

Connected with C.A. (CAA) 79/MB/2025

[Under Sections 230 to Section 232 and other applicable provisions of the Companies Act, 2013 r/w the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

IN THE MATTER OF

SCHEME OF ARRANGEMENT BETWEEN

1. SAMVARDHANA MOTHERSON AUTO SYSTEM PRIVATE LIMITED

[CIN: U50300MH2014PTC440037]

Unit-705, C Wing,

ONE BKC, G Block, Bandra Kurla Complex,

Bandra East Mumbai 400051, Maharashtra.

... Amalgamating Company 1/ First

Petitioner Company

AND

2. MOTHERSON MACHINERY AND AUTOMATIONS LIMITED

[CIN: U74899MH2004PLC428253]

Unit 705, 'C' Wing,

ONE BKC, G Block, Bandra Kurla Complex,

Bandra East, Mumbai 400051, Maharashtra.

... Amalgamating Company 2 / Second

Petitioner Company

3. SAMVARDHANA MOTHERSON INNOVATIVE SOLUTIONS LIMITED

[CIN: U35100MH2006PLC285657]

Unit 705, 'C' Wing,

ONE BKC, G Block, Bandra Kurla Complex,

Bandra East, Mumbai 400051, Maharashtra

.. Demerged Company/ Amalgamated Company 2/

Third Petitioner Company

4. SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED

[CIN: L35106MH1986PLC284510]

Unit 705, 'C' Wing,

ONE BKC, G Block, Bandra Kurla Complex,

Bandra East, Mumbai 400051, Maharashtra

... Resulting Company/ Amalgamated Company 1/

Fourth Petitioner Company

(herein collectively referred to as Petitioner Companies)

AND

THEIR RESPECTIVE SHAREHOLDERS

Pronounced: 26.10.2026

CORAM:

HON'BLE SHRI ASHISH KALIA, MEMBER (JUDICIAL)

HON'BLE SHRI BANWARI LAL MEENA, MEMBER (TECHNICAL)

Appearances: (Hybrid)

For Petitioners : Mr. Hemant Sethi, Ms. Tanaya Sethi, a/w Mr. Tushar Ajinkya, Ms.
Ankita Kashyap, Mr. Tirth Mody and Mr. Adith Thottingal

For RD : Adv. Gaurav Jaiswal (Western Region-I & II) (VC)

ORDER

[PER: ASHISH KALIA, MEMBER (JUDICIAL)]

1. The sanction of this Tribunal, is sought under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 to the said Scheme of Arrangement between **SAMVARDHANA MOTHERSON AUTO SYSTEM PRIVATE LIMITED** (First Petitioner Company/ Amalgamating Company No.1); **MOTHERSON MACHINERY AND AUTOMATIONS LIMITED** (Second Petitioner Company / Amalgamating Company No.2); **SAMVARDHANA MOTHERSON INNOVATIVE SOLUTIONS LIMITED** (Third Petitioner Company/ Demerged Company/ Amalgamated Company 2) and **SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED** ("Fourth Petitioner Company/ Resulting Company/ Amalgamated Company 1") and their respective shareholders ('Scheme').
2. Heard the Learned Counsel for the Petitioner Companies and the representative of the Regional Director, Western Region-I, Ministry of Corporate Affairs, Mumbai ('RD').
3. The Board of Directors of each of the First, Second, Third and Fourth Petitioner Companies have approved the Scheme of Arrangement at their respective **Board Meetings held on 07.02.2025**. The certified copies of the Board Resolutions are placed on record.

4. The **Appointed Date** fixed under the proposed Scheme of Arrangement is **01.04.2024**.
5. The registered offices of all the Petitioner Companies are situated in Maharashtra and thus, the subject matter of this Company Petition is within the territorial jurisdiction of this Tribunal.
6. The Learned Counsel appearing on behalf of the Petitioner Companies submits that the Company Scheme Petition C.P.(CAA)/188/MB/2025 has been filed by the Petitioner Companies in consonance with the Order dated **30.05.2025** passed by this Hon'ble Tribunal in the Company Scheme Application No. C.A.(CAA)/79/MB/2025 (First Motion).
7. The Learned Counsel appearing on behalf of the Petitioner Companies submits that the Petitioner Companies have complied with the directions issued by this Tribunal vide order dated 30.05.2025 passed in C.A. (CAA) No. 79/MB/2025 and have filed the **Affidavit of Service dated 17.07.2025**. It is further submitted that the Petitioner Companies have filed further **Affidavits of Service dated 06.10.2025**, confirming compliance with the directions, inter alia, regarding service of notices upon the concerned regulatory authorities. The Petitioner Companies further undertake to comply with all statutory requirements under the Companies Act, 2013 and the rules made thereunder, to the extent applicable. The undertaking given by the Petitioner Companies is taken on record.
8. The Learned Counsel for the Petitioner Companies further submits that:
 - (i) *The First Petitioner Company is engaged in the business of manufacturing, servicing, trading, marketing, purchasing, selling,*

exporting, importing, distribution of parts, components, equipment, etc. for use in automotive/ non- automotive/ industrial or any other application or any industry as may be required and other engineering items for automobiles or any other applications as required.

(ii) The Second Petitioner Company is engaged in the business of designing, assembling, importing, buying, selling, exchanging, installing and providing after sales service, etc. for various automotive capital equipment.

(iii) The Third Petitioner Company is engaged in the business of manufacturing, fabricating, assembling, buying, selling, importing, exporting, distributing and dealing in automobile parts of all kinds and descriptions, automotive and other parts including but not limited to tools, springs, fittings, head lamps, sealed beam component parts, spare parts, accessories and fittings of all kinds for the P.V.C., polypropylene, P.F. resin, electrical wires, switch controls, sintered powder metal parts, engage in sintering process and making parts from powder metal by heating/ pressing process and such other processes which are related, assembly of refrigeration units for automobiles, home composing, onsite household and garden waste containments systems, broaches and other machines and machine tools and small tools, cutting tools, precision tools, instruments, rolls, gauge, slitting sews, spline mandrels, master gears, index plates, gear hobs, shaper cutters, tool bits, shaving cutters, auto components etc, moulding of plastic and/or any other polymer parts and

assembly thereof, die-casting of components and the assembly thereof of automobiles or any other application as required, metal sheet pressing for making clips, moulds and other parts for automobiles or any other application as required, and other engineering items for automobiles or any other application as required and to act as broker and marketing agents for aforesaid items and/or to make/hold investment in entities engaged in auto components or related sectors.

(iv) The Fourth Petitioner Company is engaged in the business of manufacturing automotive components, inter alia, wiring harness, manufacturing of vision system, manufacturing of moulded and polymer products etc., directly and/or through its subsidiaries.

9. The Learned Counsel for the Petitioner Companies submits that the rationale given in Clause 3 of the Scheme is as follows:

3.1 Rationale for Demerger of Demerged Undertaking of Samvardhana
Motherson Innovative Solutions Limited to Samvardhana Motherson
International Limited:

The proposed Demerger pursuant to this Scheme is expected, inter-alia, to result in following benefits:

- (i) To ensure focused management attention and leadership it is proposed to segregate the Demerged Undertaking from the Demerged Company into the Resulting Company.*
- (ii) The structure post Demerger will provide independence and flexibility to the management in decisions regarding the use of*

their respective cash flow under various projects. Further, it will enable respective projects to be carried more consistently and advantageously.

(iii) Overall, Demerger would enhance operational efficiency and effectiveness by creating leaner and focused organisation.

(iv) The Demerger will create enhanced value for the shareholders and allow a focused strategy in operations, which would be in the best interest of the shareholders, employees and other stakeholders of the company.

(v) The Demerger will facilitate a reduction of layers of investments, leading to a simpler structure.

(vi) The Demerger will enable more transparent shareholding, improving visibility and accountability for stakeholders.

(vii) There will be a greater focus on operationality within the amalgamated structure, allowing for streamlined and integrated management.

3.2 Rationale for Amalgamation of Samvardhana Motherson Auto System Private Limited with Samvardhana Motherson International Limited and Amalgamation of Motherson Machinery and Automations Limited with Samvardhana Motherson Innovative Solutions Limited:

This Scheme shall be in the interest of the shareholders, creditors, employees and other stakeholders of the Amalgamating Companies and the Amalgamated Company 1 and the Amalgamated Company 2,

as the case may be, and is expected to result in the following, inter-alia, benefits:

- (i) Simplification of the corporate structure by elimination of multiple entities in the group.*
- (ii) Incremental operational efficiencies and administrative synergies by pooling of financial, human, technological, managerial resources and expertise.*
- (iii) Cost reduction as a result of elimination of duplication of administrative expenses, overheads, compliances etc., and optimum utilization of the resources.*
- (iv) Better alignment, coordination and streamlining of day-to-day operations.*
- (v) Unlocking potential synergies across products, customers, technology and manufacturing excellence.*

10. The Learned Counsel for the Petitioner Companies further submits that the provisions relating to consideration under the Scheme of Arrangement are set out in Clause 14.1 of Part B and Clauses 25.1, 25.2 of Part C and 37.1 of Part D of the Scheme, which read as under:

Part B – Demerger

14. ISSUE OF SHARES

14.1. Since the Demerged Company is 100% (one hundred percent) subsidiary of the Resulting Company, no shares will be issued by the Resulting Company.

25 CONSIDERATION:

Cancellation of share capital of SMAS (First Petitioner Company)

25.1 As SMAS is a step-down wholly owned subsidiary of SAMIL, upon this Scheme becoming effective, SAMIL would not be required to issue and allot any shares to the shareholders of SMAS.

25.2 Upon the Scheme becoming effective, the entire issued and paid-up capital of SMAS shall stand cancelled on the Effective Date. The said cancellation of existing share capital of SMAS shall be effected as an integral part of this Scheme.

Cancellation of share capital of MMAL

37.1 MMAL is 100% (one hundred percent) subsidiary of SMISL. Upon Scheme becoming effective, no shares will be issued to the shareholders of MMAL and the stated capital/ issued and paid-up capital of MMAL shall stand cancelled on the Effective Date.

11. The Petitioners have placed on record the certificates issued by R. K. Khanna & Co., Chartered Accountants, and S.R. Batliboi & Co. LLP, Chartered Accountants, in respect of the accounting treatment proposed under the Scheme. The certificate issued by R. K. Khanna & Co. relates to the accounting treatment in the books of the Third Petitioner Company pursuant to the

demerger of the Demerged Undertaking and the amalgamation of the Second Petitioner Company with the Third Petitioner Company. The report issued by S.R. Batliboi & Co. LLP, the Statutory Auditors of the Fourth Petitioner Company, examines the proposed accounting treatment relating to the demerger under Clause 15.2 of Part B and the amalgamation of the First Petitioner Company with the Fourth Petitioner Company under Clause 26 of Part C of the Scheme.

12. The Scheme provides for the transfer of assets, liabilities and employees in the following manner:

- (i) **under Clauses 5, 8 and 11 of Part B**, the Demerged Undertaking of Samvardhana Motherson Innovative Solutions Limited (Third Petitioner Company), together with its assets and liabilities, shall be transferred to Samvardhana Motherson International Limited (Fourth Petitioner Company), in accordance with the terms of the Scheme. The Remaining Business of the Third Petitioner Company shall not be transferred to the Fourth Petitioner Company, in terms of Clause 5.2 of Part B;
- (ii) **under Clauses 16, 18 and 20 of Part C**, the Undertaking of Samvardhana Motherson Auto System Private Limited (First Petitioner Company), together with its assets and liabilities, shall be transferred to Samvardhana Motherson International Limited (Fourth Petitioner Company), and the employees of the First Petitioner Company shall become employees of the Fourth Petitioner Company; and
- (iii) **under Clauses 28, 30 and 32 of Part D**, the Undertaking of Motherson Machinery and Automations Limited (Second Petitioner Company),

together with its assets and liabilities, shall be transferred to Samvardhana Motherson Innovative Solutions Limited (Third Petitioner Company), and the employees of the Second Petitioner Company shall become employees of the Third Petitioner Company, in each case in accordance with the terms of the Scheme.

13. The Regional Director (Western Region-I), Ministry of Corporate Affairs, Mumbai ('RD') has filed his report dated **24.10.2025**, ('RD Report'), inter alia, stating its observations on the Scheme in paragraph 2 (a) to (o) of the RD Report. In response to the observations made by the RD, the Petitioner Companies have filed an **affidavit in rejoinder dated 06.11.2025**, and have given necessary clarifications and undertakings which are brought out in the table below:

Para (2)	<i>Observation by the Regional Director vide report dated 24th October, 2025</i>	Undertaking of the Petitioner Companies vide Rejoinder dated 6th November, 2025
2(a)	<i>In compliance of AS-14 (IND AS-103), the Applicant Companies 1, 2, 3 & 4 shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.</i>	Insofar as the observation in Paragraph 2 (a) of the Report of the Regional Director is concerned, the Petitioners submit that in addition to compliance with AS-14 (IND AS-103), in connection with the Scheme, the Petitioner Companies shall pass such

		accounting entries which are necessary to comply with all other applicable Accounting Standards such as AS-5 (IND AS-8) etc. to the extent applicable.
2 (b)	As per Definition of the Scheme: 1.8. <i>“Appointed Date” means April 1, 2024, or such other date as may be decided or approved by the Tribunal (as defined hereinafter) or such other Appropriate Authority and accepted by the Board of Directors for the purpose of Amalgamation and Demerger;</i> 1.16. <i>“Effective Date” means the date on which the Scheme shall become effective pursuant to Clause 41 of this Scheme. Any references in this Scheme to the date of “Scheme becoming effective” or “coming into effect of this Scheme” or “effectiveness of the Scheme” or “Scheme taking effect” shall mean the Effective Date;</i> <u>Clause 41:</u> <u>“41. CONDITIONALITY OF THE SCHEME</u> <i>Unless otherwise decided (or waived) by the Participating Companies, the Scheme is conditional upon and subject to the following conditions precedent:</i>	Insofar as the observation in paragraph 2(b) of the Report of the Regional Director is concerned, the Petitioner Companies submit that the Appointed Date is 1st April 2024 as per the Scheme. The Petitioner Companies further submit that the Company Scheme Application was filed on 6th March, 2025 i.e. within 1 (one) year from the Appointed Date and hence the Petitioner Companies are in compliance with section 232(6) of the Companies Act, 2013 and the requirements as to Appointed Date and Effective Date, as clarified vide circular no. F. No. 7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.

	41.1. The sanctions and orders of the NCLT, under Sections 230 to 232 of the Act being obtained by the Participating Companies. 41.2. the certified / authenticated copies of the orders of the NCLT under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the jurisdictional ROC by the Participating Companies as per the NCLT order; and 41.3. the requisite consent, approval or permission of Appropriate Authority which by Applicable Law or contract, agreement may be necessary for the implementation of this Scheme” The Applicant Companies 1, 2, 3 & 4 may be directed to show the compliance with the requirements as clarified vide general circular no. 09/2019 having F.No.7112/2019/CL -1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.	
2 (c)	The Applicant Companies (who are being dissolved under present proposed scheme) have to undertake to comply with section 232 (3) (i) of Companies Act, 2013, where the transferor companies are dissolved, the fee and stamp duty paid by the transferor companies on its authorised capital shall be set-off against fees and stamp duty payable by the transferee companies on its authorised capital subsequent to the	In so far as the observation in Paragraph 2 (c) of the Report of the Regional Director is concerned, the Petitioner Companies undertake to comply with the provisions set out in Section 232(3)(i) of the Companies Act, 2013 and that the fee, if any, paid by the transferor companies on its authorized share

	<i>amalgamation and therefore, Applicant Companies (who are not getting dissolved) to undertake that they shall pay the difference of fees and stamp duty.</i>	capital shall be set off against any fees payable by the Transferee Companies on its authorized share capital subsequent to the amalgamation, if applicable. Further the Transferee Companies undertake that the Transferee Companies shall pay the difference of fees and stamp duty, if applicable.
2 (d)	<i>The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of Section 230(1) read with 7subsection (3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.</i>	Insofar as the observation in paragraph 2(d) of the Report of the Regional Director is concerned, the Petitioner Companies state that Order dated 30 th May, 2025 in CA/CAA/79/MB/2025 records that (i) meeting of the equity shareholders of First Petitioner Company, Second Petitioner Company and Third Petitioner Company was dispensed with in lieu of 100% of the consent affidavits provided by all its equity shareholders. (ii) Meeting of the Preference Shareholder of the First and Third Petitioner Company was dispensed with in lieu of 100% of the consent affidavits provided by all its preference shareholders.

		(iii) Meeting of the Secured Creditors of the First and Third Petitioner Company was dispensed with in lieu of consent affidavits by over 90% of its secured creditors (iv) There was no secured creditor in the Second Petitioner Company hence there was no question of convening meeting (v) Meeting of the Unsecured Creditors of the First and Third Petitioner Company was dispensed with in lieu of consent affidavits by over 90% of its unsecured creditors (vi) There was no unsecured creditor in the Second Petitioner Company hence there was no question of convening meeting (vii) In so far as the Fourth Petitioner Company is concerned, meetings of its shareholders and creditors was dispensed with as the transferor companies were wholly owned subsidiaries in lieu of judgements such as the (i) Hon'ble National Company Law Appellate Tribunal, DLF Phase-IV Commercial Developers Limited & Ors, (ii) In Company Appeal (AT) No. 180 of 2019, Ambuja Cements Limited,
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		(iii) In Company Appeal (AT) No. 19 of 2021, and Patel Hydro Power Private Limited, (iv) In Company Appeal (AT) No. 137 of 2021, and (v) in Company Appeal (AT) No 109 of 2023 in case of Reliance Industries Limited have held that Scheme of arrangement/Amalgamation between subsidiary and Holding Company does not warrant meetings of its shareholders and creditors. The Fourth Petitioner Company was directed to serve notices upon the Secured Creditor(s) with a value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) and above and serve notices upon the Unsecured Creditor(s) with a value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) and above. Hence, the Scheme is approved by requisite majority of members and creditors of all Petitioner Companies in compliance with the Companies Act, 2013.
2 (e)	<i>The Applicant Companies 1, 2, 3 & 4 shall be in compliance with provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the Applicant Companies 1, 2, 3 & 4 shall ensure</i>	Insofar as the observation in paragraph 2(e) of the Report of the Regional Director is concerned, Petitioner Companies submits that the

	<i>compliance of all the provisions of Income Tax Act and Rules thereunder;</i>	Petitioner Companies shall comply with the provisions of the Income Tax Act, 1961 and all the other applicable provisions of Income Tax Act, 1961 and Rules thereunder.
2(f)	<i>The Hon'ble Tribunal may kindly direct the Applicant Companies 1, 2, 3 & 4 to file an affidavit to the extent that the Scheme enclosed to the Company Application and the Company Petition are one and the same and there is no discrepancy, or no changes is made.</i>	Insofar as the observation in paragraph 2(f) of the Report of the Regional Director is concerned, the Petitioner Companies submit that the Scheme enclosed to the Company Application and the Company Petition are one and same and there is no discrepancy, and no change is made.
2(g)	<i>The Applicant Companies 1, 2, 3 & 4 shall be directed u/s 230 (5) of CA, 2013 to serve notices to concerned Authorities which are likely to be affected by the present amalgamation or arrangement. Further the approval of the scheme by the Hon'ble Tribunal may not deter such authorities from dealing with any of the issues arising after giving effect to the scheme and the decision of such authorities shall be binding on the Applicant Companies 1, 2, 3 & 4.</i>	Insofar as the observation in paragraph 2(g) of the Report of the Regional Director is concerned, it is submitted that the Petitioner Companies in compliance with the order dated 30th May, 2025 in CA/CAA/79/MB/2025 and order dated 21st August, 2025 passed in CP/188/2025 had served notices upon all the regulatory authorities and had subsequently filed an Affidavit of Service dated 17th July, 2025 and Affidavit of Service dated 6th October, 2025 where to copies of the notices and acknowledgements of service

		have been annexed. Further, the Petitioner Companies undertake approval of the present Scheme shall not deter such authorities to deal with any issues arising pursuant to giving effect to the Scheme and the decisions of such authorities shall be binding.
2(h)	<i>The shares of the Transferee Company are listed with Bombay Stock Exchange (BSE) & National Stock Exchange (NSE) and the petitioners have vide their letter dated 10.09.2025 (Annexed as Annexure A-1 Colly.) submitted clarification along with copy of notice given to BSE & NSE that:</i> <i>"The Fourth Petitioner Company is listed on both BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").</i> <i>However, since the Scheme involves a holding company and its wholly owned subsidiaries, the Petitioner Companies are exempt from obtaining a No-Objection Certificate (NOC) from the said stock exchanges. They are only required to intimate the stock exchanges in accordance with SEBI Circular No. SEBI/ HO/ DDHS/ DDHS- RACPOD 1/ P/ CIR/ 2022/ 170 dated December 09, 2022, Master Circular No. SEBI/HO/CFD/POD- 2/P/CIR/2023/93 dated June 20, 2023, and SEBI/HO/DDHS/DDHS-</i>	Insofar as the observation in paragraph 2(h) of the Report of the Regional Director is concerned, the same is merely factual. The Petitioner Companies reiterate that in compliance with the SEBI Master Circular No. SEBI/HO/CFD/POD- 2/P/CIR/2023/93 dated 20th June, 2023, read with Master Circular No. SEBI/HO/DDHS/DDHS- PoD- 1/5/CIR/2024/48 dated 21st May, 2024, the Fourth Petitioner Company vide its letter dated 28th February, 2025 has uploaded a copy of the Scheme along with the resolution passed by the Board of Directors to BSE and NSE.

	<i>PoD1/P/CIR/2024/48 dated May 21, 2024, issued by the Securities and Exchange Board of India.”</i> <i>Accordingly, the above fact/ clarification for not issuing notice/producing NoC by BSE and NSE as submitted by the petitioners is brought to the kind attention of this Hon’ble Tribunal for consideration and passing of appropriate order as may deems think fit.</i>	
2(i)	<i>The Applicant Companies 1, 2, 3 & 4 shall undertake to comply with the directions of the concerned sectoral Regulators, if so required.</i>	Insofar as the observation in paragraph 2(i) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Petitioner Companies undertakes to comply with the directions of the concerned sectoral regulators, if any.
2(j)	<i>The Applicant Companies 1, 2, 3 & 4 shall undertake to comply with the directions of the I.T. Department and GST Department, if any.</i>	Insofar as the observation in paragraph 2(j) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Petitioner Companies undertakes to comply with the directions of the concerned Income Tax and GST Department, if any.
2(k)	<i>It is submitted that the present proposed scheme of arrangement provides for:</i> <i>a. Demerger of demerged undertaking i.e. Automotive Manufacturing and Services Business (defined in scheme) of</i>	Insofar as the observation in paragraph 2(k) of the Report of the Regional Director is concerned, the Petitioner Companies state that the pre and post arrangement net worth of

	<i>Applicant Company no.3 / Demerged Company / Amalgamated Company 2 i.e. Samvardhana Motherson Innovative Solutions Limited and thereafter merger of the said demerged undertaking to Applicant Company no. 4 / Resulting Company/ Amalgamated Company 1 i.e. Samvardhana Motherson International Limited;</i> <i>b. Amalgamation of Applicant Company no. 1/ Amalgamating Company 1 i.e. Samvardhana Motherson Auto System Private Limited with Applicant Company no 4 / Resulting Company/ Amalgamated Company 1 i.e. Samvardhana Motherson International Limited.</i> <i>c. Amalgamation of Applicant Company no.2 / Amalgamating Company 2 i.e. Motherson Machinery and Automations Limited with Applicant Company no. 3/ Demerged Company / Amalgamated Company 2 i.e. Samvardhana Motherson Innovative Solutions Limited;</i> <i>With respect to point a above, it is submitted that the Petitioners have vide their letter dated 10.09.2025 (Annexed as Annexure A-1) has given indicative details of the assets and liabilities to be transferred from Demerged</i>	both the Demerged Company and the Resulting Company is positive, and the Petitioner Companies further undertake to protect the interest of their creditors.
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	company to Resulting Company (Automotive Manufacturing and Services Business) with a disclaimer that same is not being specified in scheme and the said indicative details is submitted below for kind consideration of this Hon'ble Tribunal. However, it is observed as per the list given that more assets are being transferred so the Petitioners shall undertake to protect the interest of creditors.													
2(l)	It is observed from the financial statement for F.Y. 2024 2025 that Applicant Companies 1, 2 & 3 has the following corporate body shareholders having more than 10% shareholding: <table border="1"> <thead> <tr> <th>Name of the companies</th><th>Name of the shareholder</th><th>Percentage Of shareholding (%)</th></tr> </thead> <tbody> <tr> <td>Samvardhana</td><td>Samvardhana</td><td>100.00</td></tr> <tr> <td>Motherson Auto System Private Limited. (Applicant Companies 1)</td><td>Motherson Innovation Solutions Limited</td><td></td></tr> <tr> <td>Motherson Machinery and Automations</td><td>Samvardhana Motherson Innovation Solutions</td><td>100.00</td></tr> </tbody> </table>	Name of the companies	Name of the shareholder	Percentage Of shareholding (%)	Samvardhana	Samvardhana	100.00	Motherson Auto System Private Limited. (Applicant Companies 1)	Motherson Innovation Solutions Limited		Motherson Machinery and Automations	Samvardhana Motherson Innovation Solutions	100.00	Insofar as the observation in paragraph 2(l) of the Report of the Regional Director is concerned, the concerned Petitioner Companies have filed Forms BEN-2. The copies of challans of Form BEN-2 filed by the First Petitioner Company, Second Petitioner Company and Third Petitioner Company are enclosed as <u>Annexure- 'C1' to 'C3' to the affidavit in response to the Regional Director's Report.</u>
Name of the companies	Name of the shareholder	Percentage Of shareholding (%)												
Samvardhana	Samvardhana	100.00												
Motherson Auto System Private Limited. (Applicant Companies 1)	Motherson Innovation Solutions Limited													
Motherson Machinery and Automations	Samvardhana Motherson Innovation Solutions	100.00												

	<i>Limited (Applicant Companies 2)</i>	<i>Limited. (Formerly known as Tigers Connect Travel Systems and Solutions Limited)</i>		
	<i>Samvardhana Motherson Innovative Solutions Limited. (Applicant Companies 3)</i>	<i>Samvardhan a Motherson International Limited (Formerly known as Motherson Sumi Systems Limited)</i>	<i>100.00</i>	
<i>Therefore, Applicant Companies 1, 2 & 3 shall be directed to show the compliance of the section 90 of Companies Act, 2013 r/w. Rule 8 (b) of the Companies (Significant Beneficial Owners) Amendment Rules, 2019, by placing on record Form BEN-2 or if not filed then filing the Form BEN-2 for declaring name of the significant beneficial owner with concerned ROC.</i>				

2(m)	<i>It is observed from the documents given by the Petitioners that Applicant Company no. 4 / Amalgamating Company 2 i.e. Motherson Machinery and Automations Limited has non-resident/foreign shareholders.</i> <i>Hence, the Petitioner companies may be directed to undertake compliance of rules made in this regard under RBI, FEMA/FERA Act.</i>	Insofar as the observation in paragraph 2(m) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Petitioner Companies undertakes to comply with rules made in this regard under FEMA, RBI Regulations, to the extent as and when applicable.
2(n)	<i>In the Balance Sheet of the Applicant Companies 3 company as on 31st, March 2025, Security Premium of Rs. 1,92,35,00,000/- respectively is showing.</i> <i>In view of the above, if agreed, Hon'ble NCLT may direct the petitioners to clarify that Income Tax Department has properly assessed the increase of share capital from time-to time u/ s.68 of the Income Tax Act, 1961 and payment of Income Tax by existing shareholders, if they have purchased shares at lower price than issued price from above allottees or seek the reply from Income tax department about issue of share capital at high premium as this Directorate has flagged the issue and the matter falls under domain of Income Tax.</i> <i>It is further submitted that CBDT vide circular dated 17.03.2023 appointed the following nodal</i>	Insofar as the observation in paragraph 2(n) of the Report of the Regional Director is concerned, it is submitted that the Third Petitioner Company have complied with the provisions of Income Tax Act, 1961. The Third Petitioner Company has filed its Income Tax Returns in accordance with the said Act, and there are no outstanding tax demands against the Third Petitioner Company. No cash credits as specified in Section 68 of the Income Tax Act, 1961 is made in the books of the Third Petitioner Company.

	<i>officer for income tax department for the Region of Mumbai & Goa, which is as follows:</i> Pr. CCIT, Mumbai Address: - 3rd Floor, Aayakar Bhawan, Maharishi Karve Road, Mumbai - 400020. Phone No. 022-22017654 Email: - Mumbai.pccit@incometax.gov.in	
2(o)	<i>That on examination of the report of the Registrar of Companies, Mumbai dated 15.10.2025 (Annexed as Annexure A-3) that Applicant Companies 1, 2, 3 & 4 falls within the jurisdiction of ROC, Mumbai. It is submitted that no complaint and / or representation regarding the present proposed scheme of Arrangement has been received against the Applicant Companies 1, 2, 3 & 4. Further, the Applicant Companies 1 & 4 and 2 & 3 have filed Financial Statements up to 31.03.2025 & 31.03.2024 respectively. The observations in ROC report are as under:</i> <i>i. That ROC Mumbai in his report dated 15.10.2025 has stated that no such Inquiry/ Inquiry Follow up/ Inspection Follow Up/ Investigation Follow up was found to be pending against the Applicant Companies 1, 2, 3 & 4.</i> <i>ii. From the Financials of the Amalgamating Company 1 i.e.</i>	Insofar as the observation in paragraph 2(o) of the Report of the Regional Director is concerned, i. As regards the observation made in Paragraph 2 (o)(i) of the said Report is concerned, it is submitted that the observation made by the ROC is merely factual in nature and hence no reply. ii. With respect to the observation in paragraph 2(o)(ii) of the Report of the Regional Director, it is respectfully submitted that the Scheme has been approved by more than 90% (ninety percent) of the secured and unsecured creditors and by all the shareholders of

	Samvardhana Motherson Auto System Private Limited as at 31.03.2025, it is observed that the company is having negative net worth. iii. Interest of the creditors & Employees should be protected. iv. May be decided on its merits. The Applicant Companies 1, 2, 3 & 4 may please be directed to submit reply on the above observations of RoC, Mumbai and the Hon'ble NCLT may consider the scheme on merit after receipt of reply of Applicant Companies 1, 2, 3 & 4.	Amalgamating Company 1, through their respective consent affidavits/letters. It is further submitted that there is no provision under the Companies Act, 2013, which stipulates that only companies having a positive net worth may undertake a merger. In the absence of any express prohibition, companies with a negative net worth are also eligible to undertake a merger. Reliance is placed upon judgement of the Supreme Court in matter of <i>Rajendra Prasad Gupta vs. Prakash Chandra Mishra & Ors.</i> The court had due regard of the view taken up by the Hon'ble Allahabad High Court in <i>Narsingh Das v Mangal Dubey</i>, the court observed that <i>the courts are not to act upon the principle that every procedure is to be taken prohibited unless it is expressly provided for by</i>
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		<i>the Code, but on the converse principle that every procedure is to be understood as permissible till it is shown to be prohibited by the law.</i> Copy of the judgement of the Hon'ble Supreme Court is marked and annexed as <u>Annexure- 'D'</u> to the Affidavit in Reply. It is further submitted that similar observations were raised in the matter of Essel Airport Infrastructure Private Limited, and vide order dated 14.12.2023 in CP(CAA)/21/2023 the Hon'ble Tribunal, Mumbai Bench passed an order sanctioning the scheme, a copy of the order passed in CP(CAA)/21/2023 is marked and annexed as <u>Annexure- 'E'</u> to the Affidavit in Reply. iii. With respect to the observation in paragraph 2(o)(iii) of the Report of the Regional Director, the
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		Petitioner Companies undertake to protect the interest of the creditors and employees. iv. With respect to the observation in paragraph 2(o)(iv) of the Report of the Regional Director, the contents thereof merit no reply.
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14. The observations of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai, and the responses thereto filed by the Petitioner Companies in their rejoinder dated 06.11.2025 have been dealt with in Paragraph 12 above. The observations, inter alia, relate to accounting treatment, the Appointed Date and Effective Date, statutory and regulatory compliances, tax implications, compliance with applicable SEBI requirements, protection of creditors, and filing of Forms BEN-2. With regard to the negative net worth of Samvardhana Motherhood Auto System Private Limited, the Petitioner Companies have submitted that the Companies Act, 2013 does not prohibit a merger on account of negative net worth. The Petitioner Companies' clarifications, submissions and undertakings are taken on record, subject to compliance with applicable law.

15. The **Official Liquidator**, High Court, Bombay, has filed its report on **10.11.2025** ('**OL Report**') in respect of Samvardhana Motherhood Auto System Private

Limited, the First Petitioner Company and Motherson Machinery and Automations Limited, the Second Petitioner Company, stating that, upon perusal of the records and documents furnished by the said companies, their affairs do not appear to have been conducted in a manner prejudicial to the public interest or the interest of their creditors. The report of the Official Liquidator is taken on record.

16. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy.
17. Since all the requisite statutory compliances have been fulfilled, Company Petition **C.P. (CAA)/188/(MB)2025 connected with C.A.(CAA) /79/(MB)2025** is made absolute in terms of prayer in the Petition.

Accordingly, this Tribunal orders as under:

18. The Scheme of Arrangement annexed to the Petition being “Annexure F”, is hereby sanctioned by this Tribunal to be binding with effect from the **‘Appointed Date, i.e. 01.04.2024**, on all the Petitioner Companies and their respective shareholders.
19. Upon the Scheme becoming effective, Samvardhana Motherson Auto System Private Limited and Motherson Machinery and Automations Limited, being the Amalgamating Companies, shall stand dissolved without being wound up, in terms of **Clauses 27.1 and 39.1, respectively, of Part C and Part D** of the Scheme.
20. While approving the Scheme, this Tribunal clarifies that this Order shall not be construed as granting any exemption from payment of stamp duty, taxes,

including Income Tax and GST, or any other charges payable under applicable law, or from obtaining any permission or complying with any other requirement specifically prescribed under any law.

21. The copy of the **Scheme of Arrangement** filed as '**Annexure-F**' which is mentioned at **Page Nos. 555 - 625** of the Company Scheme Petition shall form an integral part of this order.
22. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this Scheme and it shall be open to the Income Tax authorities to take necessary action, if any, as warranted under the applicable provisions of the Income-tax Act, 1961.
23. The Petitioner Companies are directed to file a certified copy of this Order along with a copy of the Scheme of Arrangement with the concerned Registrar of Companies, electronically along with **e-Form INC-28**, in addition to physical copy within 30 days from the date of receipt of the Order from the Registry of this Tribunal.
24. The Petitioner Companies are further directed to provide a copy of this Order and the Scheme duly authenticated by the Designated Registrar of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable within 60 days from the date of receipt of certified copy from the Registry of this Tribunal.
25. All authorities concerned to act on a copy of this Order along with the Scheme duly authenticated by the Deputy Registrar of this Tribunal.
26. Any person interested in the above matter is at liberty to apply to this Tribunal for such directions as may be necessary.

27. All concerned authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.

28. Accordingly, the above **C.P.(CAA) No. 188/MB/2025** is **allowed and disposed of.**

Sd/-

BANWARI LAL MEENA

MEMBER (TECHNICAL)

Sd/-

ASHISH KALIA

MEMBER (JUDICIAL)

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