

May 31, 2025

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI – 400001, India**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: 517334****Scrip Code: MOTHERSON****Sub: - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)****Re.: - Intimation regarding receipt of First Motion Order passed by the Hon’ble National Company Law Tribunal, Mumbai Bench in relation to the Composite Scheme of Arrangement**

Dear Sir/Madam,

This is with reference to the captioned subject and our earlier communications dated February 7, 2025 and February 28, 2025, with respect to approval granted by the Board of Directors of Samvardhana MotherSON International Limited (“**Company**” or “**SAMIL**”) to the composite scheme of arrangement by and amongst the Company, Samvardhana MotherSON Innovative Solutions Limited (“**SMISL**”), Samvardhana MotherSON Auto System Private Limited (“**SMAS**”) and MotherSON Machinery and Automations Limited (“**MMAL**”) (collectively referred to as “**Participating Entities**”) and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (“**Scheme**”) SMISL, SMAS and MMAL are wholly owned subsidiaries of the Company.

We would like to inform that the Company Application No. C.A.(CAA)/79(MB)2025 (“**First Motion Application**”) filed by the Participating Entities with the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Tribunal**”), has been disposed of and the meeting of shareholders, secured creditors and unsecured creditors of Participating Entities have also been dispensed by the Hon’ble Tribunal *vide* its order dated May 30, 2025 (“**Order**”). The Order has been uploaded on the website of Hon’ble Tribunal on May 30, 2025. A copy of the Order as uploaded on the website of the Hon’ble Tribunal is attached.

The above is for your information and records.

Thanking you,

Yours truly,
For Samvardhana MotherSON International LimitedAlok Goel
Company Secretary**Enclosed:** As above



IN THE NATIONAL COMPANY LAW TRIBUNAL MUMBAI BENCH-II

CA (CAA) No. 79/MB/2025

[Under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

IN THE MATTER OF

SCHEME OF AMALGAMATION (DEMERGER) OF

Samvardhana Motherson Auto System Private Limited

[CIN: U50300MH2014PTC440037]

Unit-705, 'C' Wing, ONE BKC, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai - 400051

Maharashtra.

...First Applicant Company/ Amalgamating Company

Motherson Machinery and Automations Limited

[CIN: U74899MH2004PLC428253]

Unit 705, 'C' Wing, ONE BKC, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai - 400051

Maharashtra.

...Second Applicant Company/ Amalgamating Company 2

Samvardhana Motherson Innovative Solutions Limited

[CIN: U35100MH2006PLC285657]

Unit 705, 'C' Wing, ONE BKC, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai - 400051

Maharashtra.

...Third Applicant Company/

Demerged Company/ Amalgamated Company 2



Samvardhana Motherson International Limited

[CIN: L35106MH1986PLC284510]

Unit 705, 'C' Wing, ONE BKC, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai - 400051

Maharashtra.

... Fourth Applicant Company/

Resulting Company/ Amalgamated Company 1

AND THEIR RESPECTIVE SHAREHOLDERS

Pronounced:30.05.2025

CORAM:

HON'BLE SHRI ASHISH KALIA, MEMBER (JUDICIAL)

HON'BLE SHRI SANJIV DUTT, MEMBER (TECHNICAL)

Appearances: Hybrid

For the Applicant(s) : Mr. Hemant Sethi, Ms. Tanaya Sethi, a/w Mr. Tushar
Ajinkya and Ms. Ankita Kashyap, Advocates.

ORDER

[PER: SANJIV DUTT, MEMBER (TECHNICAL)]

1. This is a First Motion Company Application jointly filed by four Companies on 05.03.2025 seeking appropriate directions from this Tribunal in relation to the Composite Scheme of Arrangement between Samvardhana Motherson Auto System Private Limited (hereinafter referred to as 'First Applicant Company' or 'Amalgamating Company 1'), Motherson Machinery and Automations Limited (hereinafter referred to as 'Second Applicant Company' or 'Amalgamating Company 2'), Samvardhana Motherson Innovative Solutions Limited (hereinafter referred to as 'Demerged Company' or 'Third Applicant Company' or 'Amalgamated Company 2') and Samvardhana Motherson International Limited (hereinafter referred to



as 'Resulting Company 2' or 'Fourth Applicant Company' or 'Amalgamated Company 1') and their respective shareholders under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as "the CAA Rules"). All the four companies are hereinafter collectively referred to as 'the Applicant Companies'.

2. The registered offices of all the Applicant Companies are situated in Maharashtra and thus, the subject matter of this Company Application is within the territorial jurisdiction of this Tribunal.
3. The Board of Directors of the Applicant Companies in their respective Board meetings held on 07.02.2025 have approved the proposed Scheme. Certified true copies of the respective Board Resolutions have been placed on record.
4. It is submitted that the Appointed Date of the proposed Scheme of Demerger is 01.04.2024.
5. The First Applicant Company was incorporated under the Companies Act, 2013 whereas, the Second, Third and Fourth Applicant Company were incorporated under Part IX of the Companies Act, 1956.
6. The nature of Business of the Applicant Companies is as follows:
 - i. The First Applicant 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 Applicant Company is engaged in the business of designing, assembling, importing, buying, selling, exchanging, installing and providing after sales service, etc. for various automotive capital equipments.
- iii. The Third Applicant 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, 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 Applicant 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.

7. The Ld. Counsel for the Applicant Companies submits that the Composite Scheme of Arrangement involves:

- i. Demerger of Demerged Undertaking of Third Applicant Company and thereafter merger of the Demerged Undertaking to Fourth Applicant Company;*
- ii. Amalgamation of First Applicant Company with Fourth Applicant Company; and*
- iii. Amalgamation of Second Applicant Company with Third Applicant Company.*

8. The rationale for the proposed Scheme is stated as under:-

Rationale for Demerger of Demerged Undertaking of Third Applicant Company to Fourth Applicant Company:

- 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 flows 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.

Rationale for Amalgamation of First Applicant Company with Fourth Applicant Company and Amalgamation of Second Applicant Company with Third Applicant Company:

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.
9. The details of authorised, issued, subscribed and paid-up share capital of the Applicant Companies as on 31.03.2024 are as under:-

i. First Applicant Company:

Particulars	Amount (In Rs.)
Authorized Share Capital	
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000
20,00,000 2% Optionally convertible non - cumulative redeemable preference shares of Rs.10/- each	2,00,00,000
Total	7,00,00,000
Issued, Subscribed and Paid-up Share Capital	
10,10,000 Equity Shares of Rs.10/- each	1,01,00,000
15,00,000 2% Optionally convertible non - cumulative redeemable preference shares of Rs.10/- each	1,50,00,000
Total	2,51,00,000

The entire Paid-up Equity Shares as well as preference shares of the First Applicant Company are held by Third Applicant Company including the shares held by nominee shareholders. Hence, the First Applicant Company is a wholly owned subsidiary of the Third Applicant Company.

ii. Second Applicant Company:

Particulars	Amount (In Rs.)
Authorized Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	50,00,000



Issued, Subscribed and Paid-up Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Total	50,00,000

The entire Issued, Subscribed and Paid-up Share Capital of the Second Applicant Company is held by the Third Applicant Company, including equity shares held by its nominee shareholders. Hence, the Second Applicant Company is a wholly owned subsidiary of the Third Applicant Company.

iii. Third Applicant Company:

Particulars	Amount (In Rs.)
Authorized Share Capital	
36,20,00,000 Equity Shares of Rs.10/- each	362,00,00,000
8,65,00,000 7% Optionally convertible cumulative redeemable preference shares of Rs.10/- each	86,50,00,000
Total	448,50,00,000
Issued, Subscribed and Paid-up Share Capital	
35,96,47,307 Equity Shares of Rs.10/- each	359,64,73,070
20,00,000 Preference Shares of Rs.10/- each	200,00,000
7% Optionally Convertible Cumulative Redeemable Preference Shares of Rs.10/- each	250,00,000
Total	364,14,73,070

Subsequent to 31.03.2024, the Authorised Share Capital of the Company has been increased from the existing Rs.448,50,00,000/- divided into 36,20,00,000 Equity Shares of Rs.10/- each and 8,65,00,000 7% Optionally Convertible Cumulative Redeemable Preference Shares of Rs.10 each to Rs.948,50,00,000/- divided into 86,20,00,000 Equity Shares of Rs.10/- each and 8,65,00,000 7% Optionally Convertible Cumulative Redeemable Preference Shares of Rs.10/- each by creation of an additional 50,00,00,000 Equity Shares of Rs.10/- each.



Post balance sheet date, the Third Applicant Company has allotted Equity Shares to the existing shareholders on rights basis in the following manner:

Sr. No.	Details of rights issue	No. of shares	Amount including premium (in Rs.)
1.	Allotment of 4,54,54,546 Equity Shares of Rs.33/- per share including a premium of Rs.23/- per share on rights basis on 27.09.2024.	4,54,54,546	150,00,00,018
2.	Allotment of 7,27,27,272 Equity Shares of Rs.33/- per share including a premium of Rs.23/- per share on rights basis on 22.10.2024.	7,27,27,272	239,99,99,976
3.	Allotment of 6,51,51,515 Equity Shares of Rs.33/- per share including a premium of Rs.23/- per share on rights basis on 07.01.2025.	6,51,51,515	214,99,99,995
4.	Allotment of 10,45,45,454 Equity Shares of Rs.33/- per share including a premium of Rs.23/- per share on rights basis on 05.02.2025.	10,45,45,454	344,99,99,982

**iv. Fourth Applicant Company:**

Particulars	Amount (In Rs.)
Authorized Share Capital	
1230,00,00,000 Equity Shares of Re.1/- each	1230,00,00,000
Total	1230,00,00,000
Issued, Subscribed and Paid-up Share Capital	
677,64,21,366 Equity Shares of Re.1/- each	677,64,21,366
Total	677,64,21,366

*The Fourth Applicant Company has allotted 25,98,73,701 Equity Shares having face value of Re. 1/- each through QIP on 20.09.2024.***The Applicant Companies are directed to confirm while filing the Company Scheme Petition that such allotment has been made in compliance with the relevant SEBI Regulations/Guidelines.**

10. Consideration for Demerger:

For Part-B: Demerger of Demerged Undertaking of Third Applicant Company/ Demerged Company to Fourth Applicant Company/Resulting Company.

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

Consideration for Amalgamation:

For Part-C: Amalgamation of First Applicant Company/ Amalgamating Company 1 with Fourth Applicant Company/Resulting Company.

As First Applicant Company is a step-down wholly owned subsidiary of Third Applicant Company, upon the Scheme becoming effective, Fourth Applicant Company would not be required to issue and allot



any shares to the shareholders of First Applicant Company. Upon the Scheme becoming effective, the entire issued and paid-up capital of First Applicant Company shall stand cancelled on the Effective Date. The said cancellation of existing share capital of First Applicant Company shall be effected as an integral part of the Scheme.

For Part-D Amalgamation of Second Applicant Company/ Amalgamating Company 2 with Third Applicant Company/Demerged Company.

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

11. It is observed that the equity shares of the Fourth Applicant Company are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). In terms of Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no prior approval of the Stock Exchanges is required where the Scheme solely provides for the merger of a wholly owned subsidiary or its division with the parent company. The Fourth Applicant Company has already submitted the Scheme along with the requisite documents to the Stock Exchanges for their no-objection, in compliance with Regulations 30, 37, 37(6) and 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the acknowledgment receipts dated 28.02.2025, issued by BSE and NSE, is annexed to the Company Scheme Application.



12. Upon the Scheme becoming effective, the First Applicant Company and Second Applicant Company shall be dissolved without winding up. The names of both Applicant Companies shall be struck off from the records of the Registrar of Companies.
13. The Ld. Counsel for the Applicant Companies submits that there are no proceedings or investigations pending against them under Sections 210 to 217, 219, 220 and 223 to 227 of the Act. Further, no winding-up petition is pending against any of the Applicant Companies under the Act or the Insolvency and Bankruptcy Code, 2016. A disclosure of material pending litigations against the Applicant Companies is annexed to the Company Scheme Application.
14. The details of Corporate Guarantees and performance guarantees given by/ given to the Applicant Companies as on 25.02.2025 have been provided in the Scheme Application. Further, information pertaining to Letters of Credit sanctioned and utilized by First Applicant Company has also been furnished.
15. A Certificates from the statutory auditors, R K Khanna & Co., and S.R. Batliboi & Co. LLP, Chartered Accountants dated 07.02.2025 has been placed on record certifying and confirming that the accounting treatment as specified in the clauses 15, 26 and 38 of the Scheme, is in compliance with the applicable accounting standards notified by the Central Government under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
16. The net-worth of the Applicant Companies is positive except for the First Applicant Company. Copies of the certificates dated 14.02.2025 issued by Teotia & Co., Chartered Accountant stating the net-worth of the Applicant Companies as on 31.03.2024 is annexed to the



Company Scheme Application.

17. It is submitted that the First Applicant Company has 1 (One) Secured Creditor, amounting to Rs.2,72,46,032/- as on 31.01.2025. This sole Secured Creditor of the First Applicant Company has provided its written consent through affidavit for the approval of the Scheme. Its affidavit has been annexed to the Company Scheme Application, along with a certificate from the Chartered Accountant dated 14.02.2025, confirming the status of the Secured Creditor. **In view of this, the requirement of convening and holding a meeting of the Secured Creditor of the First Applicant Company is hereby dispensed with.**
18. It is submitted that the First Applicant Company has 48 (Forty-Eight) Unsecured Creditors, amounting to Rs.14,87,48,122/- as on 31.01.2025. Out of this, 16 (Sixteen) Unsecured Creditors amounting to Rs.14,01,16,786/- being 94.23% of the total value have consented to the proposed Scheme. The consent affidavits have been annexed to the Company Scheme Application, along with a certificate from the Chartered Accountant dated 24.02.2025, confirming the status of the Unsecured Creditors. It is further submitted that the present Scheme is an arrangement between the First Applicant Company and their respective shareholders as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Act and as there is no compromise and/or arrangement with the Creditors, no diminution of liabilities of the Creditors or no sacrifice is called for and they shall be paid off in ordinary course of business. **In view of the fact that more than 90% of the Unsecured Creditors by value have consented to the proposed Scheme, the requirement of convening and holding a meeting of the Unsecured Creditors of the First Applicant Company is hereby dispensed with.**



19. It is observed that the First Applicant Company has 7 (Seven) equity shareholders holding 10,10,000 equity shares of Rs. 10 each of which 6 (six) are nominee shareholders of the Third Applicant Company. All equity shareholders of the First Applicant Company have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the scheme Application, along with a certificate from the Chartered Accountant dated 26.02.2025, confirming the status of the equity shareholders. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the First Applicant Company is dispensed with.**
20. It is observed that the First Applicant Company has 1 (One) Preference Shareholder holding 15,00,000 equity shares of Rs. 10. This sole Preference shareholder of the First Applicant Company has provided its written consent through affidavit for the approval of the Scheme and the same has been annexed to the scheme Application, along with a certificate from the Chartered Accountant dated 26.02.2025, confirming the status of the Preference Shareholder. **Accordingly, the requirement of convening and holding a meeting of the preference shareholders of the First Applicant Company is dispensed with.**
21. The Second Applicant Company has no Secured Creditor as on 31.01.2025, as per the certificate dated 14.02.2025 issued by AKAS & Associates LLP, Chartered Accountants. **Therefore, the question of convening and holding meeting of Secured Creditors of the Second Applicant Company does not arise.**
22. Further, it is observed that the Second Applicant Company has no Unsecured Creditor as on 22.02.2025, as per the certificate dated 22.02.2025 issued by AKAS & Associates LLP, Chartered Accountants. **Therefore, the question of convening and holding**



meeting of Unsecured Creditors of the Second Applicant Company does not arise.

23. It is observed that the Second Applicant Company has 7 (Seven) equity shareholders holding 5,00,000 equity shares of Rs. 10 each of which 6 (six) are nominee shareholders of the Third Applicant Company. All equity shareholders except the 1 (One) deceased nominee shareholder of the Second Applicant Company, have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the scheme Application, along with a certificate from the Chartered Accountant dated 26.02.2025, confirming the status of the equity shareholders. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the Second Applicant Company is dispensed with.**
24. It is submitted that the Third Applicant Company has 3 (Three) Secured Creditors, amounting to Rs.13,18,58,634/- as on 31.01.2025. Out of 3 Secured Creditors, 2 Secured Creditors amounting to 95.39% of the value of Rs.13,16,02,651/- have consented to the proposed Scheme by way of consent affidavits. The consent affidavits have been annexed to the Company Scheme Application, along with a certificate from the Chartered Accountant dated 14.02.2025, confirming the status of the Secured Creditors. **In view of the fact that more than 90% of the Secured Creditors by value have consented to the proposed Scheme, the requirement of convening and holding a meeting of the Secured Creditors of the Third Applicant Company is hereby dispensed with.**
25. It is submitted that the Third Applicant Company has 315 (Three hundred and fifteen) Unsecured Creditors, amounting to Rs.3,59,47,05,510/- as on 31.01.2025. The Third Applicant Company



has obtained consent affidavits from 2 (Two) unsecured creditors amounting to Rs.3,42,86,89,681/- being 95.39% of the value of the Unsecured Creditors of the Third Applicant Company. The consent affidavits of said Unsecured Creditors have been annexed to the Company Scheme Application, along with a certificate from the Chartered Accountant dated 24.02.2025, confirming the status of the Unsecured Creditors. It is further submitted that the present Scheme is an arrangement between the Third Applicant Company and their respective shareholders as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Act and as there is no compromise and/or arrangement with the Creditors, no diminution of liabilities of the Creditors or no sacrifice is called for and they shall be paid off in ordinary course of business. **In view of the fact that more than 90% of the Unsecured Creditors by value have consented to the proposed Scheme, the requirement of convening and holding a meeting of the Unsecured Creditors of the Third Applicant Company is hereby dispensed with.**

26. It is observed that the Third Applicant Company has 9 (Nine) equity shareholders holding 64,75,26,094 equity shares of Rs. 10 each of which 8 (Eight) are nominee shareholders of the Fourth Applicant Company. All equity shareholders except the 1 (One) deceased nominee shareholder of the Third Applicant Company, have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the scheme Application, along with a certificate from the Chartered Accountant dated 26.02.2025, confirming the status of the equity shareholders. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the Third Applicant Company is dispensed with.**

27. It is observed that the Third Applicant Company has 1 (One)



Preference Shareholder holding 45,00,000 equity shares of Rs.10. This sole Preference shareholder of the Third Applicant Company has provided its written consent through affidavit for the approval of the Scheme and the same has been annexed to the scheme Application, along with a certificate from the Chartered Accountant dated 26.02.2025, confirming the status of the Preference Shareholder. **Accordingly, the requirement of convening and holding a meeting of the preference shareholders of the Third Applicant Company is dispensed with.**

28. It is observed that as on 31.12.2024, there are 7,03,62,95,067 equity shares of Re. 1 each held by various shareholders including the promoter directors and the general public in the Fourth Applicant Company as per the record of Registrar & Share Transfer Agent of the Fourth Applicant Company. Further, it is noted that there is 1 (One) Secured Creditor of value of Rs.550,00,00,000/- and 3,670 (Three thousand six hundred and seventy) Unsecured Creditors of value of Rs.48,75,55,20,855/- as on 31.01.2025.

29. The Ld. Counsel for the Applicant Companies submits that:

- a. The proposed Scheme does not entail any compromise or arrangement whatsoever between the Fourth Applicant Company and its shareholders and creditors within the meaning of Sections 230 to 232 of the Act.
- b. The rights of Secured Creditors and Unsecured Creditors of the Fourth Applicant Company are not affected as there is no compromise or arrangement with them. The net worth of the Fourth Applicant Company is positive. On merger of the First Applicant Company with the Fourth Applicant Company and demerger of Demerged Undertaking from the Third Applicant



Company to the Fourth Applicant Company there is no issue and allotment of shares by the Fourth Applicant Company to the shareholders of the First Applicant Company and the Third Applicant Company as the First Applicant Company is a wholly owned step-down subsidiary of the Fourth Applicant Company and the Third Applicant Company is a wholly owned subsidiary of the Fourth Applicant Company.

- c. Post sanctioning the Scheme, the shareholding pattern of the Fourth Applicant Company will remain unchanged and there will be no re-organization of the share capital of the Fourth Applicant Company. The shareholding pattern of the Fourth Applicant Company available on the website of BSE and NSE authenticated by the signatory of the Fourth Applicant Company and separately certified by the Chartered Accountant are annexed to the Company Scheme Application along with the details of Secured and Unsecured Creditors of the Fourth Applicant Company.

30. The Ld. Counsel for the Applicant Companies further relied on judgment of Hon'ble NCLAT in the matter of ***Reliance Industries Ltd. v. Registrar of Companies [judgment dated 14.07.2023 in Company Appeal (AT) No.109 of 2023]*** wherein it has been held that the transfer of demerged undertaking from the wholly owned subsidiary into the parent/ transferee company by way of demerger is akin to merger of wholly owned subsidiary with the parent company and directed that convening and holding of meetings of equity shareholders and creditors of the parent company was dispensed with and further consent affidavits of 90% (ninety percent) of the total value of shareholders and all creditors will not be necessary at this stage. It is thus pointed out that the facts in the present case are similar to the



facts of above cases and, therefore, it is prayed that the requirement of holding meeting of Equity Shareholders, Secured and Unsecured Creditors of the Fourth Applicant Company may be dispensed with. Further, attention is invited to judgements of *Hon'ble NCLAT in the case of DLF Phase-IV Commercial Developers Limited & Ors, In Company Appeal (AT) No. 180 of 2019, Ambuja Cements Limited, In Company Appeal (AT) No. 19 of 2021, and Patel Engineering Limited, In Company Appeal (AT) No. 137 of 2021*, wherein it was held that a scheme of arrangement/amalgamation between subsidiary and holding company does not warrant meetings of its shareholders and creditors.

31. Keeping in view the averments of the Applicant Companies and following the aforesaid judgments cited by them, we find that the prayer of the **Fourth Applicant Company** for granting dispensation from **convening and holding of meeting of the its Equity shareholders as well as Secured and Unsecured Creditors deserves to be allowed and we hold accordingly. However, it is hereby directed to issue individual notices upon the Secured and Unsecured Creditors of the Fourth Applicant Company having outstanding amount of Rs. 10,00,000/- (Ten Lakh Rupees) and above as on 31.12.2024 as required in terms of Section 230(9) of the Act, with instructions that they may submit their representation, if any, to this Tribunal within a period of 30 (thirty) days from the date of receipt of such notice and copy of such representation shall simultaneously be served upon the Fourth Applicant Company. The Notice shall state that "If no representation/response is received by the Tribunal from Secured/Unsecured Creditor(s) within a period of 30 (thirty) days from the date of receipt of such notice, it shall be presumed that Secured/Unsecured Creditor(s) has no representation/objection to the Scheme in terms of the**

**CAA Rules”.**

32. The Applicant Companies are directed to serve notices of the present Application complete with enclosures in **Form No.CAA.3** by way of Registered Post A.D./ Speed Post/ Hand Delivery and email upon the following authorities:-

- i. The Central Government through the office of Regional Director, Western Region, Ministry of Corporate Affairs Mumbai;
- ii. Registrar of Companies, Mumbai;
- iii. Concerned Income-tax Authorities within whose jurisdiction the assessments of the Applicant Companies are made:

Name of the Company	PAN	Income Tax Jurisdiction
Samvardhana Motherson Auto System Private Limited	AAVCS1306B	ITO, WARD 22(1), CR building, New Delhi
Samvardhana Motherson International Limited	AAACM0405A	DCIT, CIRCLE 22(2), CR building, New Delhi
Samvardhana Motherson Innovative Solutions Limited	AAECM7741D	DCIT, CIRCLE 22(2), CR building, New Delhi
Motherson Machinery and Automations Limited	AAECM1052F	DCIT, CIRCLE 16(1), CR building, New Delhi

- iv. Nodal Authority in the Income-tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:
- 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai-400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in]
- v. Jurisdictional GST Authority within whose jurisdiction the



Applicant Companies assessed to tax under GST law;

- vi. The Securities and Exchange Board of India for the Fourth Applicant Company;
- vii. BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') in so far as the Fourth Applicant Company is concerned;
- viii. Any other Sectoral Regulators or Authorities relevant to the Applicant Companies or their business.

pursuant to Section 230(5) of the Act and as per Rule 8 of the CAA Rules. If the above authorities desire to make any representation, the same shall be sent to this Tribunal within a period of 30 days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies. If no response is received by the Tribunal from such authorities within 30 days of the date of receipt of the notices, it will be presumed that they have no objection to the Scheme in terms of Rule 8(3) of the CAA Rules. It is clarified that service of notice through courier shall be taken on record only in cases where it is supported with proof of delivery having acknowledgement of the noticee.

33. The Applicant Companies are directed to serve a Copy of the Scheme upon the Official Liquidator, Hon'ble High Court of Bombay pursuant to Section 230(5) of the Act and as per Rule 8 of the CAA Rules. If no representation / response is received by the Tribunal from the Official Liquidator, within a period of thirty (30) days from the date of receipt of such notice, it will be presumed that the Official Liquidator has no objection to the Scheme as per Rule 8 of the CAA Rules.



34. The Applicant Companies except for the First Applicant Company shall submit –
- i. Details of all Letters of Credit sanctioned and utilised as well as Margin Money details, if any.
35. The Applicant Companies shall host the notices directed herein on their respective websites, if any.
36. The Applicant Companies are directed to file Affidavit of Service with the Registry within 15 days from service of notices complete with enclosures upon the Secured/Unsecured Creditors of the Fourth Applicant Company and the Statutory Regulatory Authorities mentioned above and report to this Tribunal that all the directions in this regard have been duly complied with.
37. The Appointed Date of the Scheme of Amalgamation is **01.04.2024**.
38. The Company Application is **disposed of** in terms of the aforesaid directions.

Sd/-

SANJIV DUTT
MEMBER (TECHNICAL)
//LRA-Deepa//

Sd/-

ASHISH KALIA
MEMBER (JUDICIAL)