

February 3, 2022

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 : MOTHERSUMI

BSE Limited
P.J. Towers, Dalal Street
MUMBAI – 400001, India

Scrip Code : 517334

Subject: Report under Regulation 10(6) read with Regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir / Madam,

This is with reference to letter dated January 28, 2022 of Motherson Sumi Systems Limited thereby intimating cancellation of 105,57,50,653 equity shares of Re. 1/- each and allotment of 241,54,30,660 equity shares of Re. 1/- each, pursuant to the composite scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited (“**the Company**”), Samvardhana Motherson International Limited (“**SAMIL**”), Motherson Sumi Wiring India Limited (“**MSWIL**”) and their respective shareholders and creditors (“**Scheme**”), duly sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon'ble NCLT**”) by way of order number CP(CAA)/91/MB-IV/2021 dated December 22, 2021 certified copy of which was received on December 23, 2021 (“**Order**”).

Pursuant to the provisions of the Scheme, it is be and hereby submitted that the Company have allotted equity shares of the Company on January 28, 2022, as per Merger Share Exchange Ratio (*as defined under the Scheme*), resulting into change in shareholding of the following Promoters and members of Promoter Group from 36.38% to 50.44% , in aggregate, of the total issued and paid share capital of the Company:

1. Mr. Vivek Chaand Sehgal
2. Mr. Laksh Vaaman Sehgal
3. Radha Rani Holdings Pte Limited
4. Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)
5. Motherson Engineering Research & Integrated Technologies Limited
6. Shri Sehgal Trustee Co. Private Limited
7. Advance Technologies & Automotive Resources Pte. Ltd.
8. Ms. Vidhi Sehgal
9. Ms. Geeta Soni
10. Ms. Nilu Mehra
11. Ms. Renu Sehgal

In view of above, the Report under Regulation 10(6) read with Regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith.

Kindly take the same on your record.

Thanking you,

Yours truly,

VIVEK CHAAND
CHAAND SEHGAL
SEHGAL



Digitally signed by VIVEK
CHAAND SEHGAL
Date: 2022.02.03
19:23:02 +05'30'

(Vivek Chaand Sehgal)

Acting for himself and on behalf of other promoter(s) / promoter group

Enclosure(s): as attached

c/c:

Motherhood Sumi Systems Limited
Unit 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India – 400051

FORMAT FOR DISCLOSURES UNDER REGULATION 10(6) –REPORT TO STOCK EXCHANGES IN RESPECT OF ANY ACQUISITION MADE IN RELIANCE UPON EXEMPTION PROVIDED FOR IN REGULATION 10 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

Sl. No.	Name of the Target Company (TC)	Motherson Sumi Systems Limited
1.	Name of the acquirer(s)	1. Mr. Vivek Chaand Sehgal 2. Mr. Laksh Vaaman Sehgal 3. Radha Rani Holdings Pte Limited 4. Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust) 5. Motherson Engineering Research & Integrated Technologies Limited 6. Shri Sehgal Trustee Co. Private Limited 7. Advance Technologies & Automotive Resources Pte. Ltd. 8. Ms. Vidhi Sehgal 9. Ms. Geeta Soni 10. Ms. Nilu Mehra 11. Ms. Renu Sehgal
2.	Name of the stock exchange where shares of the TC are listed	(a) BSE Limited; and (b) National Stock Exchange of India Limited
3.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Acquisition of equity shares pursuant to the composite scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited, Samvardhana Motherson International Limited (“SAMIL”), Motherson Sumi Wiring India Limited and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“Scheme”), duly sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“Hon'ble NCLT”) by way of an order dated December 22, 2021 certified copy of which was received on December 23, 2021.
4.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: <i>(1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,—</i> <i>(d) acquisition pursuant to a scheme,—</i> <i>(i) made under section 18 of the Sick Industrial Companies (Special Provisions) Act, 1985 (1 of</i>

		1986) or any statutory modification or re-enactment thereto; (ii) of arrangement involving the target company as a transferor company or as a transferee company, or reconstruction of the target company, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal under any law or regulation, Indian or foreign; or				
5.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.		No			
6.	Details of acquisition		Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
	a.	Name of the transferor / seller	N.A.	N.A.		
	b.	Date of acquisition	N.A.	N.A.		
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	N.A.	N.A.		
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	N.A.	N.A.		
	e.	Price at which shares are proposed to be acquired / actually acquired	N.A.	N.A.		
7.	<u>Shareholding details</u>		<u>Pre-transaction</u>		<u>Post-transaction</u>	
			<u>Nos. of shares held</u>	<u>% w.r.t. total share capital of TC</u>	<u>Nos. of shares held</u>	<u>% w.r.t. total share capital of TC</u>
	a.	Each Acquirer / Transferee(*)	1,14,89,88,904 (Details as per annexure – A)	36.38	2,27,88,41,560 (Details as per annexure – A)	50.44
	b.	Each Seller / Transferor	Not applicable		Not applicable	

Note: Pursuant to the merger of SAMIL into and with the Company in accordance with the terms of the Scheme, the entire issued and paid-up share capital of the Company, as held by SAMIL amounting to 105,57,50,653 equity shares of Re. 1 each was automatically cancelled.

Thanking you,

Yours truly,

**VIVEK
CHAAND
SEHGAL**

Digitally signed
by VIVEK
CHAAND SEHGAL
Date: 2022.02.03
19:23:23 +05'30'

(Vivek Chaand Sehgal)

Acting for himself and on behalf of other promoter(s) / promoter group

Date : 03.02.2022

Place : Noida

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

ANNEXURE A

Sr. No.	Shareholder	Pre Transaction		Post Transaction	
		No. of shares held in MSSSL	% with respect to total share capital of TC	No. of shares held in MSSSL	% with respect to total share capital of TC
1	Mr. Vivek Chaand Sehgal	7,31,65,402	2.32	58,58,55,096	12.97
2	Mr. Laksh Vaaman Sehgal	123	0.00	1,143	0.00
3	Samvardhana Motherson International Limited [Note 1]	1,05,57,50,653	33.43	0	0.00
4	Radha Rani Holdings Pte. Limited	34,42,623	0.11	34,40,20,623	7.62
5	Ms. Renu Sehgal	1,50,085	0.00	1,50,085	0.00
6	Ms. Geeta Soni	86,10,328	0.27	1,61,90,764	0.36
7	Ms. Nilu Mehra	78,69,690	0.25	1,03,12,590	0.23
8	Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)	0	0.00	56,01,08,958	12.40
9	Motherson Engineering Research & Integrated Technologies Limited	0	0.00	7,41,80,520	1.64
10	Shri Sehgal Trustee Co. Private Limited	0	0.00	62,01,13,431	13.73
11	Advance Technologies & Automotive Resources Pte. Ltd.	0	0.00	4,35,76,475	0.96
12	Ms. Vidhi Sehgal	0	0.00	2,43,31,875	0.54
	Total Holding (No. of Shares)	1,14,89,88,904	36.38	2,27,88,41,560	50.44
	Total no. of Shares	3,15,79,34,237	100.00	4,51,76,14,244	100.00

Note 1:

In compliance with the order of Hon'ble NCLT and in respect of merger of SAMIL into the Company as per Section II of the Scheme, the Board of Directors of the Company in its meeting held on January 28, 2022 approved the following:

- (a) cancellation of existing shareholding of SAMIL in the Company i.e. 105,57,50,653 equity shares of Re. 1/- each representing 33.43% of the pre-Transaction total paid up share capital of the Company; and
- (b) allotment of 241,54,30,660 equity shares of Re. 1/- each aggregating to Rs. 241,54,30,660 to the shareholders of SAMIL.

VIVEK
CHAAND
SEHGAL

Digitally signed by
VIVEK CHAAND
SEHGAL
Date: 2022.02.03
19:23:37 +05'30'

(Vivek Chaand Sehgal)

Acting for himself and on behalf of other promoter(s) / promoter group