

MUNJAL SHOWA LIMITED

Registered Office & Works : 9-11, Maruti Industrial Area, Sector - 18, Gurugram - 122 015 (Haryana) INDIA
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net
Corporate Identity Number : L34101HR1985PLC020934, PAN : AAACM0070D
Phone : 0124-4783000 Fax : 0124-2341359

To,
BSE Limited
Scrip Code - 520043
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

To,
National Stock Exchange of India Limited
Scrip Symbol- MUNJALSHOW
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Date - 20th January 2021

Sub: Intimation of disclosures received from Showa Corporation, Japan and Hitachi Automotive Systems Ltd., Japan as per Regulation 29 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')

Dear Sir/Madam,

We have received disclosures from Showa Corporation, Japan and Hitachi Automotive Systems Ltd., Japan pursuant to regulation 29(1) and 29(2) of the Takeover Regulations, respectively, regarding transfer of 99,60,077 number of equity shares of the Company, pursuant to the merger of Showa Corporation, Japan into Hitachi Automotive Systems Ltd., Japan and to name Hitachi Astemo Ltd.

Please take the attached disclosures on your record.

Thanking you,

For Munjal Showa Limited,


(Geetanjali Sharma)

Company Secretary & Compliance Officer
Membership No. – A42219



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To,
Munjal Showa Limited,
9-11, Maruti Industrial Area,
Gurugram,
Haryana – 122 015.

Date - January 20, 2021

Sub: Disclosure under Regulation 29 (1) & 29 (3) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')

Dear Sir/Madam,

With reference to the aforementioned subject, please find enclosed herewith the disclosure as per Regulation 29(1) read with 29(3) of the Takeover Regulations, with regard to the acquisition of 99,60,027 shares of Munjal Showa Limited ('the Target Company') from Showa Corporation, Japan on account of merger and integration of Showa Corporation, Japan into Hitachi Automotive Systems, Ltd., Japan (now renamed as Hitachi Astemo, Ltd.).

Please take the attached disclosure on your record.

Thanking you,

For Hitachi Astemo, Ltd. (formerly known as Hitachi Automotive Systems, Ltd.) (Acquirer),



Takeshi Miyamoto
CFO

Date: January 20, 2021

Place: Japan

Encl: As above

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Munjal Showa Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Hitachi Automotive Systems, Ltd., Japan, now renamed as Hitachi Astemo, Ltd.		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	i. BSE Limited ii. National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	a) Nil	a) Nil	a) Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) Nil c) Nil d) Nil	b) Nil c) Nil d) Nil	b) Nil c) Nil d) Nil
c) Voting rights (VR) otherwise than by equity shares	e) Nil	e) Nil	e) Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
e) Total (a+b+c+d)			
Details of acquisition			
a) Shares carrying voting rights acquired	a) 99,60,027 shares b) Nil	a) 24.9% b) Nil	a) 24.9% b) Nil
b) VRs acquired otherwise than by	c) Nil	c) Nil	c) Nil

equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)	d) Nil e) 99,60,027 shares	d) Nil e) 24.9%	d) Nil e) 24.9%
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d)	a) 99,60,027 shares b) Nil c) Nil d) Nil e) 99,60,027 shares	a) 24.9% b) Nil c) Nil d) Nil e) 24.9%	a) 24.9% b) Nil c) Nil d) Nil e) 24.9%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pursuant to the merger of Showa Corporation, Japan into Hitachi Automotive Systems, Ltd., Japan, now renamed as Hitachi Astemo, Ltd.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to	January 1, 2021		

receive shares in the TC.	
Equity share capital / total voting capital of the TC before the said acquisition	3,99,95,000 shares
Equity share capital/ total voting capital of the TC after the said acquisition	3,99,95,000 shares
Total diluted share/voting capital of the TC after the said acquisition	3,99,95,000 shares

Part-B***

Name of the Target Company: Munjal Showa Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Hitachi Automotive Systems, Ltd., Japan, now renamed as Hitachi Astemo, Ltd.	No	

For Hitachi Astemo, Ltd. (formerly known as Hitachi Automotive Systems, Ltd.) (Acquirer),



Takeshi Miyamoto
CFO

Date: January 20, 2021

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(on behalf of Showa Corporation which has merged into Hitachi Astemo, Ltd. from Jan 1, 2021)

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Mumbai – 400051.

To,
Munjal Showa Limited,
9-11, Maruti Industrial Area,
Gurugram,
Haryana – 122 015.

Date – 14th January 2021

Sub: Disclosure under Regulation 29(2) & 29(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')

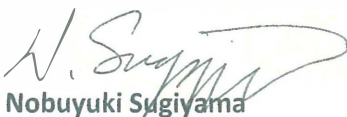
Dear Sir/Madam,

Please find enclosed herewith the disclosure under Regulation 29(2) read with 29(3) of the Takeover Regulations with respect to the change in the number of shares held by Showa Corporation, Japan in Munjal Showa Limited, pursuant to the merger of Showa Corporation, Japan into Hitachi Automotive Systems, Ltd., Japan, now renamed as Hitachi Astemo, Ltd.

Please take the attached disclosure on your record.

Thanking you,
Hitachi Astemo, Ltd.

(on behalf of Showa Corporation which has merged into Hitachi Astemo, Ltd. from Jan 1, 2021)


Nobuyuki Sugiyama
Executive Vice President,
Executive Officer

Date: 14th January 2021

Place: Japan

Encl: As above

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Munjal Showa Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Hitachi Automotive Systems, Ltd., Japan, now renamed as Hitachi Astemo, Ltd.		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE Limited 2. National Stock Exchange of India Limited		
Details of the disposal as follows:	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the sale under consideration, holding of:			
a) Shares carrying voting rights	99,60,027 shares	24.90%	24.90%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	99,60,027 shares	24.90%	24.90%
Details of sale			
a) Shares carrying voting rights sold	99,60,027 shares	24.90%	24.90%
b) VRs sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares encumbered / invoked / released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	99,60,027 shares	24.90%	24.90%
After the sale, holding of:			

a) Shares carrying voting rights	-	-	-
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	-	-	-
Mode of sale	Pursuant to merger of Showa Corporation, Japan with Hitachi Automotive Systems, Ltd., Japan, now renamed as Hitachi Astemo, Ltd.		
Date of sale of shares	1 January 2021		
Equity share capital / total voting capital of the TC before the said sale	3,99,95,000 shares		
Equity share capital/ total voting capital of the TC after the said sale	3,99,95,000 shares		
Total diluted share/voting capital of the TC after the said sale	3,99,95,000 shares		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Hitachi Astemo, Ltd.

(on behalf of Showa Corporation which has merged into Hitachi Astemo, Ltd. from Jan 1, 2021)



Nobuyuki Sugiyama
Executive Vice President,
Executive Officer

Date: 14th January 2021

Place: Japan

Encl: As above