

July 3, 2020

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

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI – 400001, India

Scrip Code : MOTHERSUMI

Scrip Code : 517334

Ref.: Updated Investor Presentation on the reorganization of the Company

Dear Sir(s) / Madam(s),

This is with reference to our letter dated July 2, 2020 in respect of Investor Presentation.

In this respect, please find enclosed an updated Investor Presentation on the proposed reorganization of the Company.

The above is pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your information and records.

Thanking you,

Yours truly,
For Motherson Sumi Systems Limited

Sd/-
Alok Goel
Company Secretary

Encl(s).: As above



motherson

Poised for Next Phase of Growth



The contents of this presentation are for informational purposes only and for the reader's personal non-commercial use. The contents are intended, but not guaranteed, to be correct, complete, or absolutely accurate. This presentation also contains forward-looking statements based on the currently held beliefs and assumptions of the management of the Company, which are expressed in good faith and, in their opinion, are reasonable. Forward-looking statements involve known and unknown risks, contingencies, uncertainties, market conditions and other factors, which may cause the actual results, financial condition, performance, or achievements of the Company or industry results, to differ materially from the results, financial condition, performance or achievements expressed or implied by such forward-looking statements. The Company does not make any representation, warranty or prediction that the results anticipated by such forward looking statements will be achieved. Neither the Company nor its affiliates or advisors or representatives nor any of their respective affiliates or any such person's officers or employees guarantees that the assumptions underlying such forward looking statements or management estimates are free from errors and the Company disclaims any obligation or liability to any person for any loss or damage caused by errors or omissions, whether arising from negligence, accident or any other cause. A multitude of factors including, but not limited to, changes in demand, competition, technology, the effect of COVID 19 in India and globally, and any macroeconomic conditions in India and globally can cause actual events, performance or results to differ significantly from any anticipated development. Forward looking statements speak only as of the date of this presentation and are not guarantees of future performance. As a result, the Company expressly disclaims any obligation or undertaking to release any update or revisions to any forward looking statements in this presentation as a result of any change in expectations or any change in events, conditions, assumptions or circumstances on which these forward looking statements are based. Given these uncertainties and other factors, viewers of this presentation are cautioned not to place undue reliance on these forward looking statements and management estimates.

Recipients of this presentation are not to construe its contents, or any prior or subsequent communications from or with the Company or its representatives as investment, legal or tax advice. In addition, this presentation does not purport to be all inclusive or to contain all of the information that may be required to make a full analysis of the Company or the proposed transaction. Recipients of this presentation should each make their own evaluation of the Company and of the relevance and adequacy of the information and should make such other investigations as they deem necessary.

This presentation is not a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or an offer document under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or any other applicable law in India.

This presentation does not constitute or form part of and should not be construed as, directly or indirectly, any offer or invitation or inducement to sell or issue or an offer, or any solicitation of any offer, to purchase or sell any securities nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract or commitment therefor. This presentation does not solicit any action based on the material contained herein. This presentation should not be considered as a recommendation that any person should subscribe for or purchase any securities of Motherson Sumi Systems Limited or its subsidiaries (collectively, the "Group") and should not be used as a basis for any investment decision. This presentation has not been approved and will not or may not be reviewed or approved by any statutory or regulatory authority in India or by any stock exchange in India. This presentation does not purport to be a complete description of the markets conditions or developments referred to in the material.

The information contained in this presentation is only current as of its date, unless specified otherwise, and has not been independently verified. Please note that, you will not be updated in the event the information in the presentation becomes stale. You must make your own assessment of the relevance, accuracy and adequacy of the information contained in this presentation and must make such independent investigation as you may consider necessary or appropriate for such purpose. Moreover, no express or implied representation or warranty is made as to, and no reliance should be placed on, the accuracy, fairness or completeness of the information presented or contained in this presentation. None of the Company, its directors, promoter or affiliates, nor any of its or their respective employees, advisers or representatives or any other person accepts any responsibility or liability whatsoever, whether arising in tort, contract or otherwise, for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this presentation or its contents or otherwise in connection with this presentation, and makes no representation or warranty, express or implied, for the contents of this presentation including its accuracy, fairness, completeness or verification or for any other statement made or purported to be made by any of them, or on behalf of them. Further, past performance is not necessarily indicative of future results. Any opinions expressed in this presentation or the contents of this presentation are subject to change without notice. The presentation should not be construed as legal, tax, investment or other advice.

THIS ANNOUNCEMENT AND/OR PRESENTATION IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (the "U.S.>"). This announcement does not constitute nor form part of any offer or invitation to sell, issue or subscribe for securities in the U.S. or any other jurisdiction. No securities have been or will be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state of the U.S. or any other jurisdiction. No securities may be offered, sold or delivered in the U.S. except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. No public offering is being made in the U.S. or in any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful. Neither this announcement nor any portion hereof may be sent or transmitted into the U.S. or any jurisdiction where it is unlawful to do so. Any failure to comply with these restrictions may result in a violation of the Securities Act or the applicable laws of other jurisdictions. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.

The extract(s), reconciliations or the explanation(s) provided in this presentation has been prepared only for illustrative purposes and the Company does not (i) hereby commit in any form that these differences will exist in subsequent periods, or (ii) necessarily intend to provide this in future.

None of the Group or any of its affiliates, advisers or representatives accepts any liability whatsoever for any loss howsoever arising from any information presented or contained in this presentation. Furthermore, no person is authorized to give any information or make any representation which is not contained in, or is inconsistent with, this presentation. Any such extraneous or inconsistent information or representation, if given or made, should not be relied upon as having been authorized by or on behalf of the Group.

This presentation is strictly confidential and may not be copied or disseminated, reproduced, re-circulated, re-distributed, published or advertised in any media, website or otherwise, in whole or in part, and in any manner or for any purpose. Any unauthorized use, disclosure or public dissemination of information contained herein is prohibited. No person is authorized to give any information or to make any representation not contained in or inconsistent with this presentation and if given or made, such information or representation must not be relied upon as having been authorized by any person. Failure to comply with this restriction may constitute a violation of the applicable securities laws. The distribution of this presentation in certain jurisdictions may be restricted by law. Accordingly, any persons in possession of this presentation should inform themselves about and observe any such restrictions. By reviewing this presentation, you agree to be bound by the foregoing limitations.

By accessing this presentation, you accept that this disclaimer and any claims arising out of the use of the information from this presentation shall be governed by the laws of India and only the courts in New Delhi, India and no other courts, shall have jurisdiction over the same.

Motherson Group – Poised for Next Phase of Growth

Transaction Overview

Overview of Businesses under Resultant Structure

- MSSL
- DWH

Appendix

Today



motherson is one of the world's leading specialized manufacturing companies for OEMs

2010-20¹ CAGR = 18+%

Working with 33 joint venture partners.

Over 135,000 people worldwide.

Operating over 270 facilities in 41 countries.

US\$ 11.3 Bn. in yearly revenues.

Engineering focused company, strong Tier 1 OEM supplier.

Group Business Portfolio Today

Transformation from a wiring harness manufacturer to a diversified group



01.
Wiring harness



02.
Vision systems



03.
Modules & polymer products



04.
Technology & software



05.
Metal products



06.
Retail & services



07.
Aerospace



08.
Logistics



09.
Health & Medical

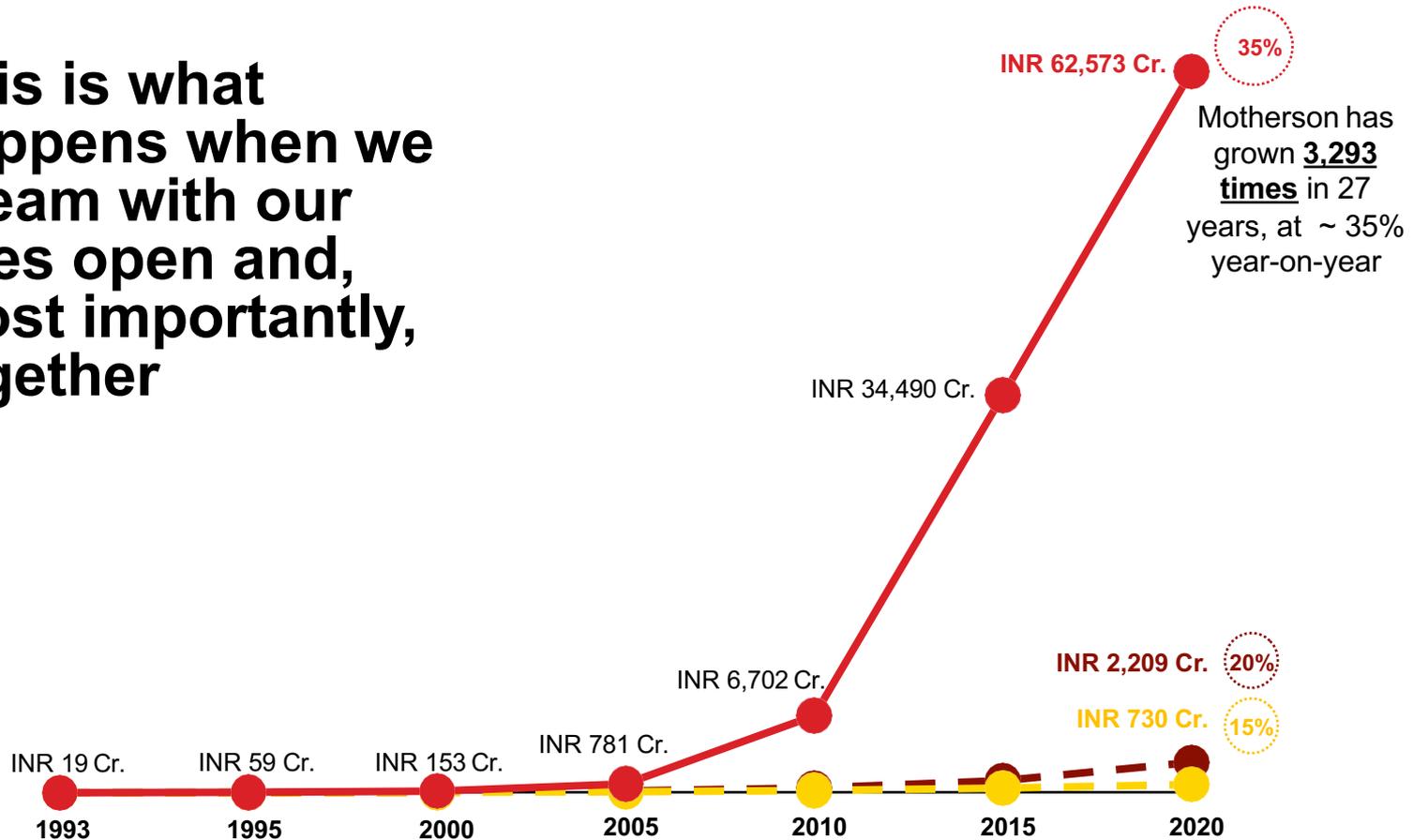


VISION

To be a
globally
preferred
solutions
provider

Be part of the
success of
our customers

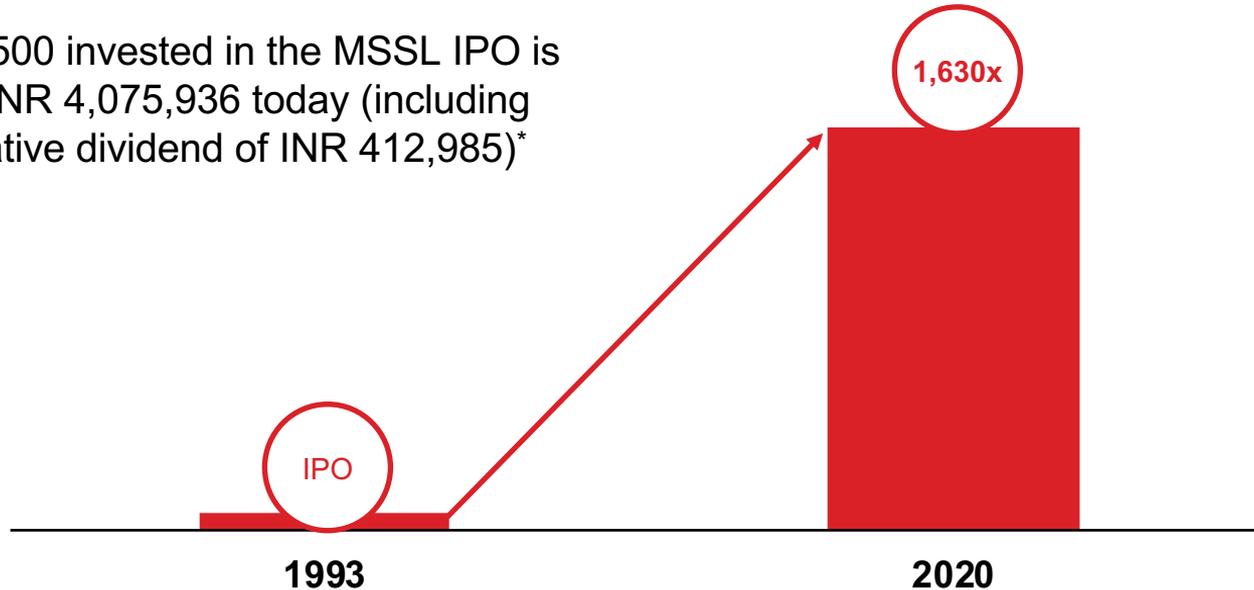
This is what happens when we dream with our eyes open and, most importantly, together



Proud to be part of the increasing wealth of our investors

An investor who invested in the IPO in 1993 has earned a compounded annual return of **32%** over 27 years

INR 2,500 invested in the MSSL IPO is worth INR 4,075,936 today (including cumulative dividend of INR 412,985)*



Preparing for the next stage of growth

Mother's Group – Poised for Next Phase of Growth

Transaction Overview

Overview of Businesses under Resultant Structure

- MSSL
- DWH

Appendix

Proposed Reorganization

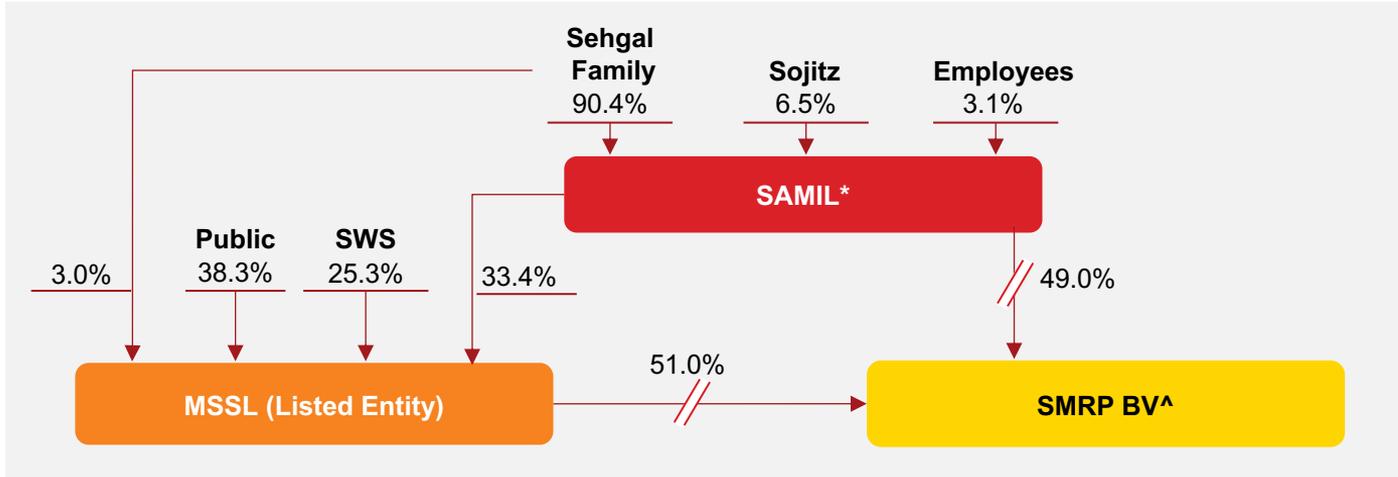
Key objectives:

- (a) Simplification of the Group structure**
- (b) Alignment of the interests of all stakeholders**
- (c) Creation of strong platforms for growth**



Next chapter
of growth in
the history of
Motherson

Current Holding Structure and Business Segments



SAMIL	
Diverse Businesses	
1.	Automotive Lighting Systems
2.	Moulds and Toolings
3.	Sheet Metals
4.	Shock Absorbers
5.	Information Technology
6.	Others

MSSL CONSOLIDATED (Listed Entity)

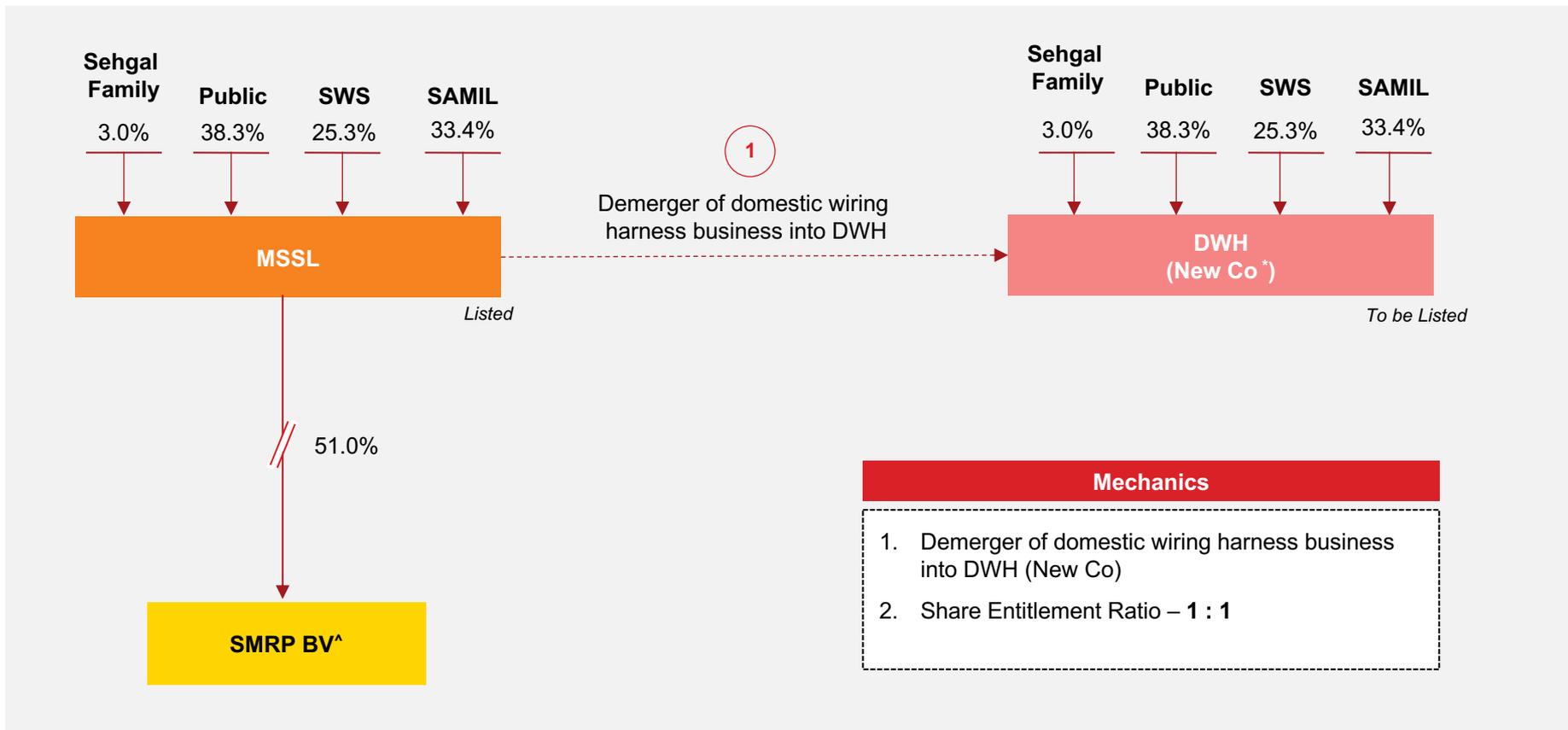
MSSL

1. Wiring Harness (Domestic & Exports PV, CV, 2W and Others, International CV, Rolling Stock and Off Highway)
2. Polymer (International and Domestic)
3. Elastomer
4. Others

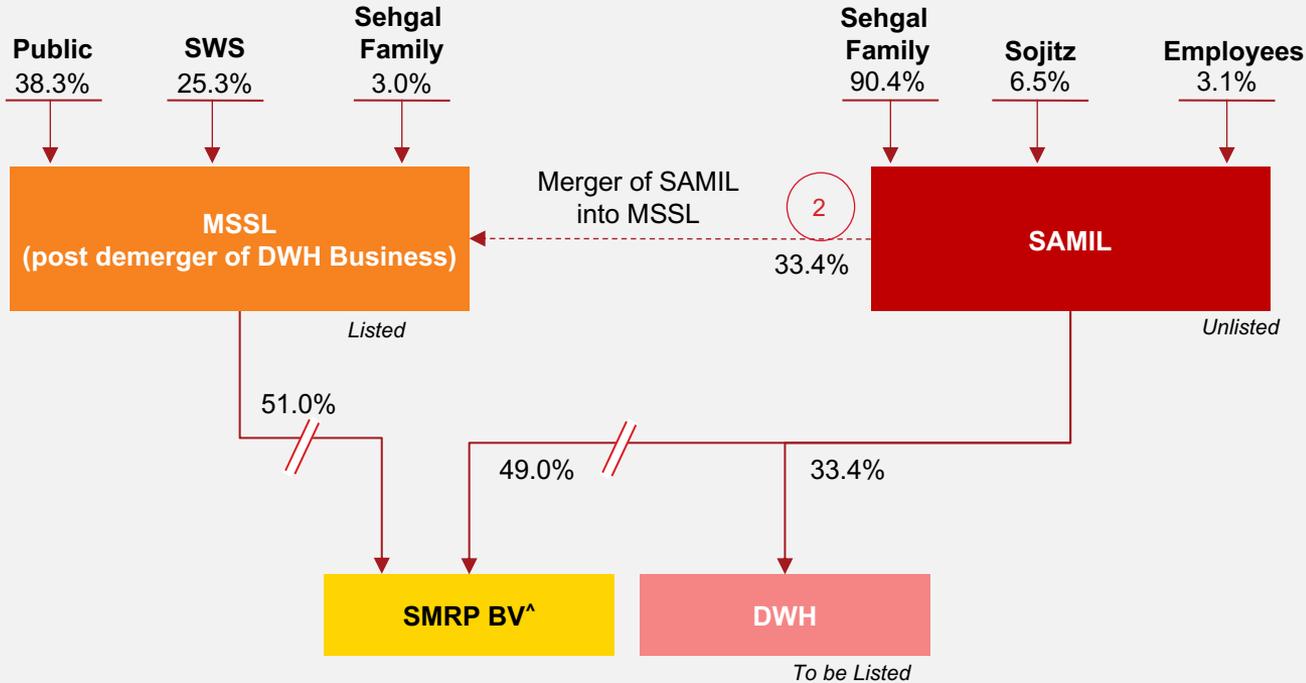
SMRP BV

1. Polymer
2. Mirrors

Part 1 - Vertical Demerger of Domestic Wiring Harness Business into DWH



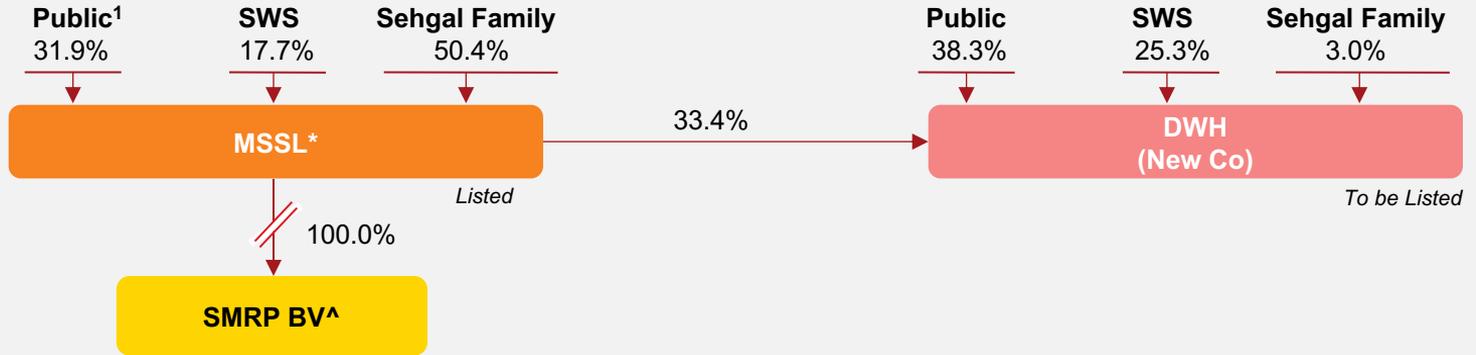
Part 2 - Merger of SAMIL# into MSSL*



Mechanics

1. Merger of SAMIL# into MSSL
2. Share Entitlement Ratio - **51** shares of MSSL* for **10** shares of SAMIL#

Resultant Holding Structure and Business Segments



MSSL*

<ol style="list-style-type: none"> 1. Wiring Harness (Exports - PV, CV, 2W and Others, International CV, Rolling Stock and Off Highway) 2. Polymer (International and Domestic) 3. Mirrors 4. Elastomer 5. Automotive Lighting 	<ol style="list-style-type: none"> 6. Moulds and Toolings 7. Sheet Metal 8. Shock Absorbers 9. Information Technology and Others
---	--

DWH

<ol style="list-style-type: none"> 1. Wiring Harness (Domestic - PV, CV, 2W and Others)

Proposed reorganization creates focused entities with fully aligned shareholder interests

Benefits of Proposed Reorganization

Simplification of Group Structure

- ✓ Consolidation of 100% shareholding in SMRP BV under MSSL*
 - *Value creation from future growth of SMRP BV to fully accrue to MSSL* shareholders*
- ✓ MSSL* to retain stake in DWH to ensure continuity of benefits
 - *MSSL* retains exposure to the fast-growing India auto market and share of cash flow*

Aligns Interest of All Stakeholders

- ✓ All auto-component businesses under one Motherson umbrella i.e. MSSL*
- ✓ Meets SWS' objective of focused participation in the Domestic Wiring Harness business while MSSL* consolidates its shareholding in SMRP BV to 100%
- ✓ Partnership with SWS to continue unabated – Sehgal Family and SWS intend to undertake a voluntary lock in of shares of MSSL* and DWH for 1 year post completion of merger

Create strong platforms for growth

- ✓ Diversification of revenue mix (products/customers/geography) – in line with stated 3CX10 strategy
- ✓ Brings support functions (like logistics, travel, IT etc.) in-house – helps in being self sufficient
- ✓ Flexibility to raise capital (debt and equity) at MSSL*

We expect the merger of SAMIL# to be EPS accretive for MSSL* shareholders in the 1st year of merger

Motherson Group – Poised for Next Phase of Growth

Transaction Overview

Overview of Businesses under Resultant Structure

- **MSSL**
- DWH

Appendix

MSSL* – Poised for Next Phase of Growth



Delivering full system solutions globally

Pillar Trim		Wiring Harness	Cockpit	Bumper	Front end Module	Door Trim	Extruded Plastic Parts
Spoiler							
Tail Gates							
Inside Handle							
Fuse Box							
Junction Box							
Grommets & Rubber Parts							
Connectors							
Battery Tray							
Outside Handle							
Scuff Plate							
Box Floor Console							
Exterior Mirror		Interior Mirror	HVAC Systems	Compressor	Body Control Module	Vehicle Electronics	

Auto / Auto ancillary

	Lighting Systems		Injection Molding Tools
	Shock Absorbers		Cutting Tools
	Bus / Truck ACs & Cooling Systems		Gear Cutting Tools
	Hot and Cold Stamped Structural Parts		Thin Film Coating
	Aluminum Die Casted Parts		Compressors
	Air Intake Manifolds		Accessories for Molding Machines
	Telematics		Paint Coating Equipment
	Cabins		Intelligent Cooling Systems

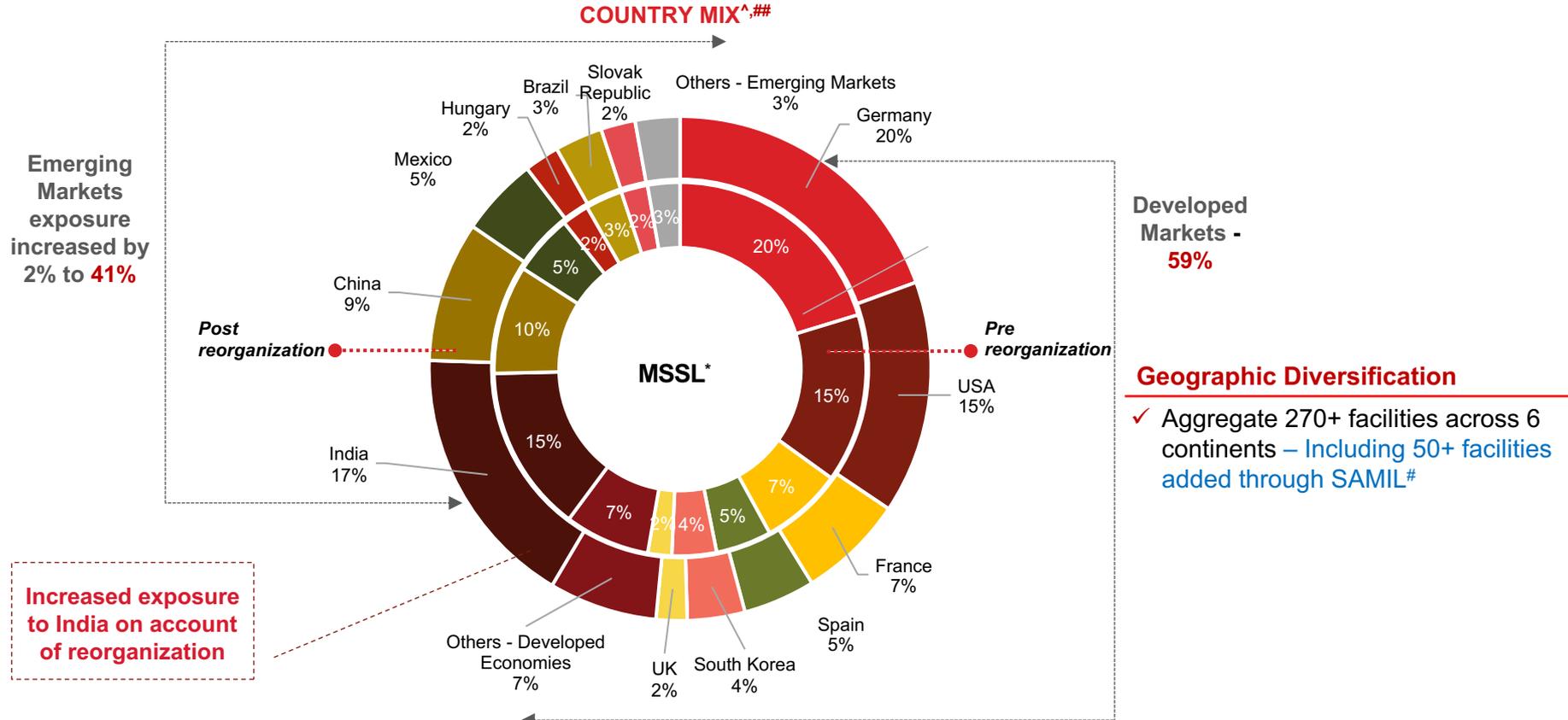
Non-Auto

	Software Solutions
	Logistics
	Aerospace



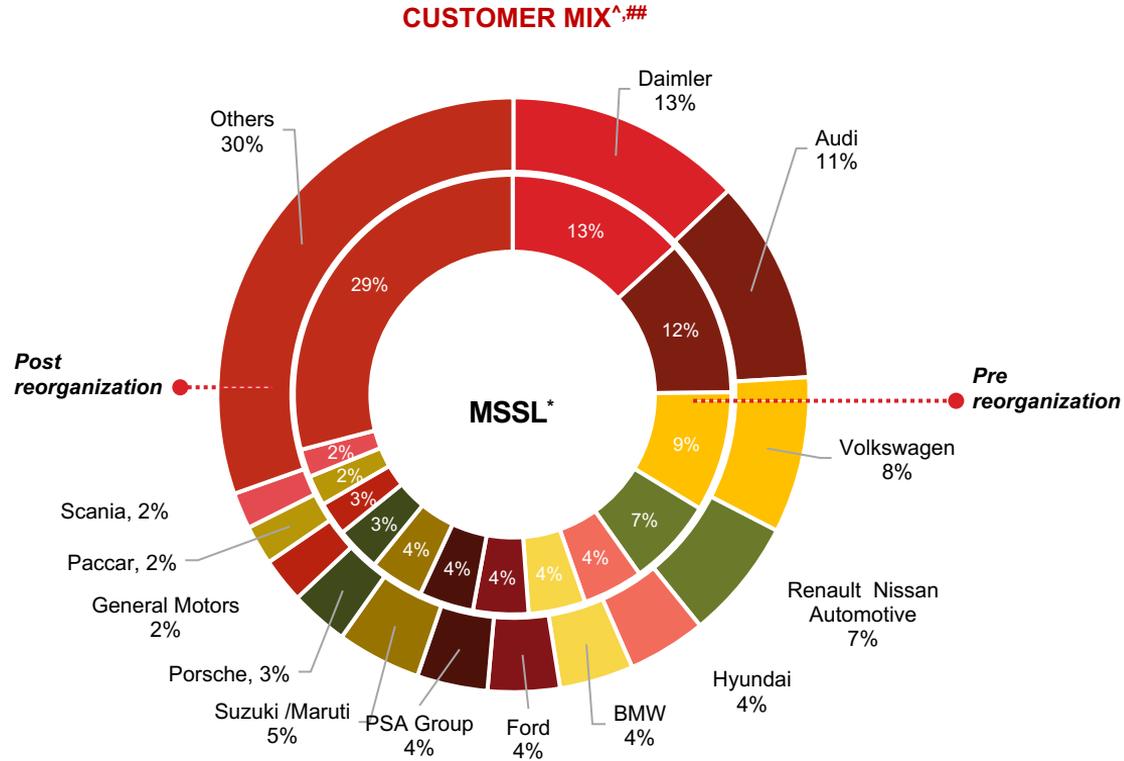
Reinforces MSSL's* position as a leading, globally diversified and preferred component supplier

1 Diversified Portfolio Enhancing 3CX10 Strategy (2/4)



[^]For FY 20, including 100% share of revenues in DWH, CKM, KIML, SMR NBHX, PKC SY subsidiaries as well as Joint Ventures / Associates of SAMIL#
^{##}Outer chart is post reorganization and inner chart is pre reorganization ; *Name of MSSL will be changed to SAMIL ; # Refers to current SAMIL ; Text in blue shows addition on account of reorganization

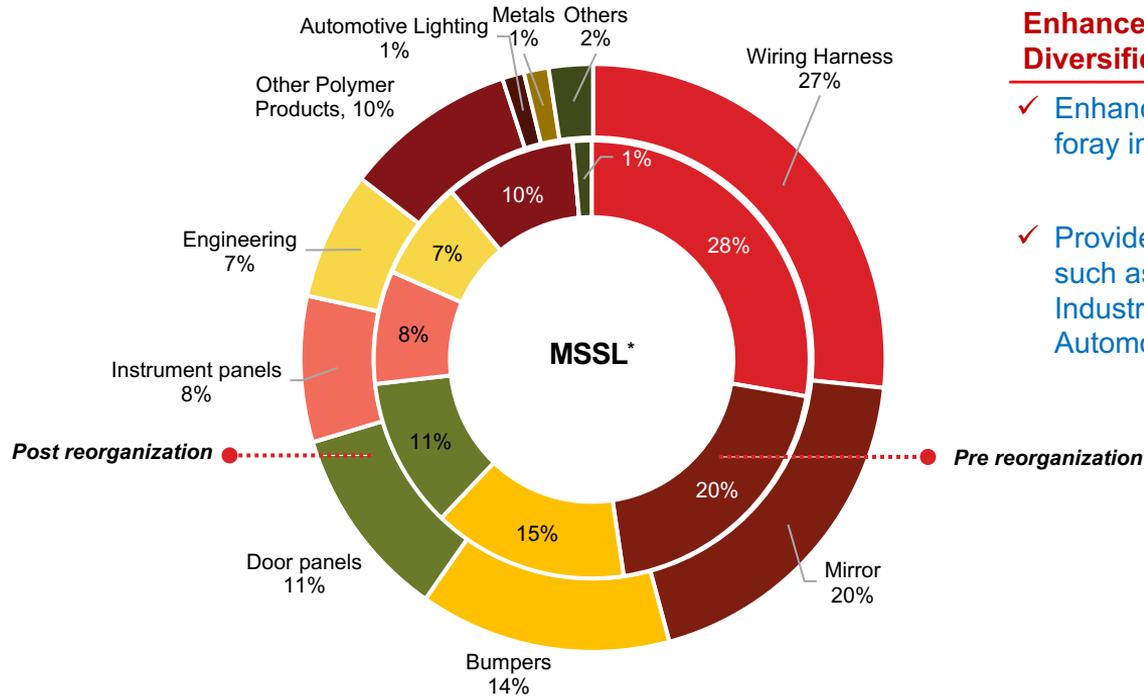
1 Diversified Portfolio Enhancing 3CX10 Strategy (3/4)



[^]For FY 20, including 100% share of revenues in DWH, CKM, KIML, SMR NBHX, PKC SY and subsidiaries as well as Joint Ventures / Associates of SAMIL[#]
^{##}Outer chart is post reorganization and inner chart is pre reorganization ; *Name of MSSL will be changed to SAMIL; [#] Refers to current SAMIL

1 Diversified Portfolio Enhancing 3CX10 Strategy (4/4)

COMPONENT MIX^{^,##}



Enhances Product and Technology Diversification

- ✓ Enhances offerings in auto and enables foray in the non-automotive space
- ✓ Provides access to newer technologies such as Hot Stamping, Vehicle Telematics, Industry 4.0 Solutions, LED based Automotive Lighting etc.

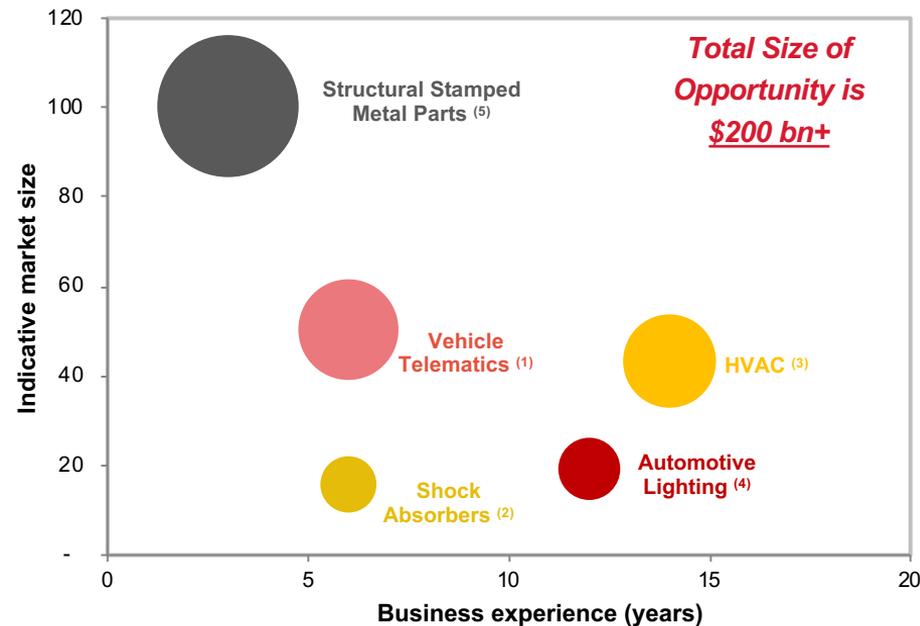
[^]For FY 20, including 100% share of revenues in DWH, CKM, KIML, SMR NBHX, PKC SY and subsidiaries as well as Joint Ventures / Associates of SAMIL#

^{##}Outer chart is post reorganization and inner chart is pre reorganization ; ^{*}Name of MSSL will be changed to SAMIL ; Text in blue shows addition on account of reorganization ; # Refers to current SAMIL

Business Segments	Revenues (INR bn)	# of Plants	# of Countries	# of Acquisitions
Between 2000 - 2020				
Wiring Harness ^{^^}	1.8 → 183 <i>~100x growth</i>	14 → 87	2 → 22	5
Polymers	0.1 → 352 <i>> 3,000x growth</i>	1 → 103	1 → 23	9
Mirrors ^{^^}	0.1 → 137 <i>> 1,000x growth</i>	1 → 29	1 → 15	1

Established market leadership over time through organic and inorganic growth

Indicative Global Opportunity Size[^] (\$ bn)



Merger of SAMIL[#] provides exposure to new business segments and aligns pursuits of inorganic growth opportunities

[#]Refers to current SAMIL ; [^]Size of the bubble indicates market size; Source: (1) Allied Market Research (2018) (2) <https://www.absolutereports.com/13909248> (2019) (3) Allied Market Research (2019) (4) Automotive Lighting: Technology, Industry and Market Trends 2018 report, Yole Développement; (5) Global Automotive Stamping Study, Roland Berger (2017);

^{^^} Includes unconsolidated JVs

Powertrain Neutral Portfolio Favorably Positioned for Mega-Trends

3 (1/2)

Key trends		Wiring Harness	Vision	Modules & Polymer	SAMIL# Portfolio
Increasing electronic content and digitalization	Example	<ul style="list-style-type: none"> SMART Modules and Semiconductor Devices (in place of Electromechanical Relays) Specialized Multimedia and High-Speed Cables 	<ul style="list-style-type: none"> Camera systems and smart functionality New actuations solutions 	<ul style="list-style-type: none"> Integrated sensor solutions. Additional features i.e. light integration, and HMI technologies 	<ul style="list-style-type: none"> Use of ECUs and electronics in sensor fusion and lighting Electronic coms devices
Light-weighting and Aerodynamics	Example	<ul style="list-style-type: none"> 'AI' Wires, Compact Ultra Thin Wires, Miniaturizing Connection Systems 	<ul style="list-style-type: none"> Eco mirrors Light weight structures 	<ul style="list-style-type: none"> New light-weight plastics, slush skins and bionic structures for interior components Active aerodynamic surfaces 	<ul style="list-style-type: none"> Hot stamping for light weighting Aluminum die casting
Increasing premiumization / Customization	Example	<ul style="list-style-type: none"> Scalable electronic architecture, Modular Designs of Function Modules (e.g. Relay Box / Junction Box) 	<ul style="list-style-type: none"> High level modularity allowing customized feature content, styling and branding opportunities Existing premium segment features cascade into lower market segments 	<ul style="list-style-type: none"> Expertise in premium interior surfaces and individualization solutions Synthetic and natural high quality leather substitutes and premium surface finishes. 	<ul style="list-style-type: none"> Full LED automotive lighting from conventional lighting Complex molding tools
Product Examples			 <p>Eco Mirror</p>	 <p>Premium interior surfaces</p>	 <p>LED Lighting</p>

#Refers to current SAMIL

Powertrain Neutral Portfolio Favorably Positioned for Mega-Trends

3 (2/2)



Key trends		Wiring Harness	Vision	Modules & Polymer	SAMIL# Portfolio
Driver / Occupant assistance & comfort	Example	<ul style="list-style-type: none"> Electronic distribution systems with increasing sensors and features connected via Complex Harness Sub Systems 	<ul style="list-style-type: none"> Digital mirrors: greater field of vision and integrated features for cars and trucks Intelligence in cameras and HMLs 	<ul style="list-style-type: none"> Increased sensor technology content in front end modules Surface feature content such as heating and wireless power 	<ul style="list-style-type: none"> V2X integrated telematics
Environmental and sustainability	Example	<ul style="list-style-type: none"> Advanced Engine Control System to meet emission requirements (BS VI) connected via complex harness sub systems and high content modules Solutions for electrification power train applications - involves High Voltage harness Systems and Junction Boxes 	<ul style="list-style-type: none"> Products with natural and recycled materials Environmental footprint reductions 	<ul style="list-style-type: none"> Products with natural and recycled materials Environmental footprint reductions. Open Innovation solutions 	<ul style="list-style-type: none"> Industry 4.0 manufacturing Open Innovation solutions
Product Examples					

Portfolio to benefit from increase in complexity, content and value driven by automotive trends

4 Partnership with Global Technology Leaders



Existing Marquee Partnerships...

Technology Partners



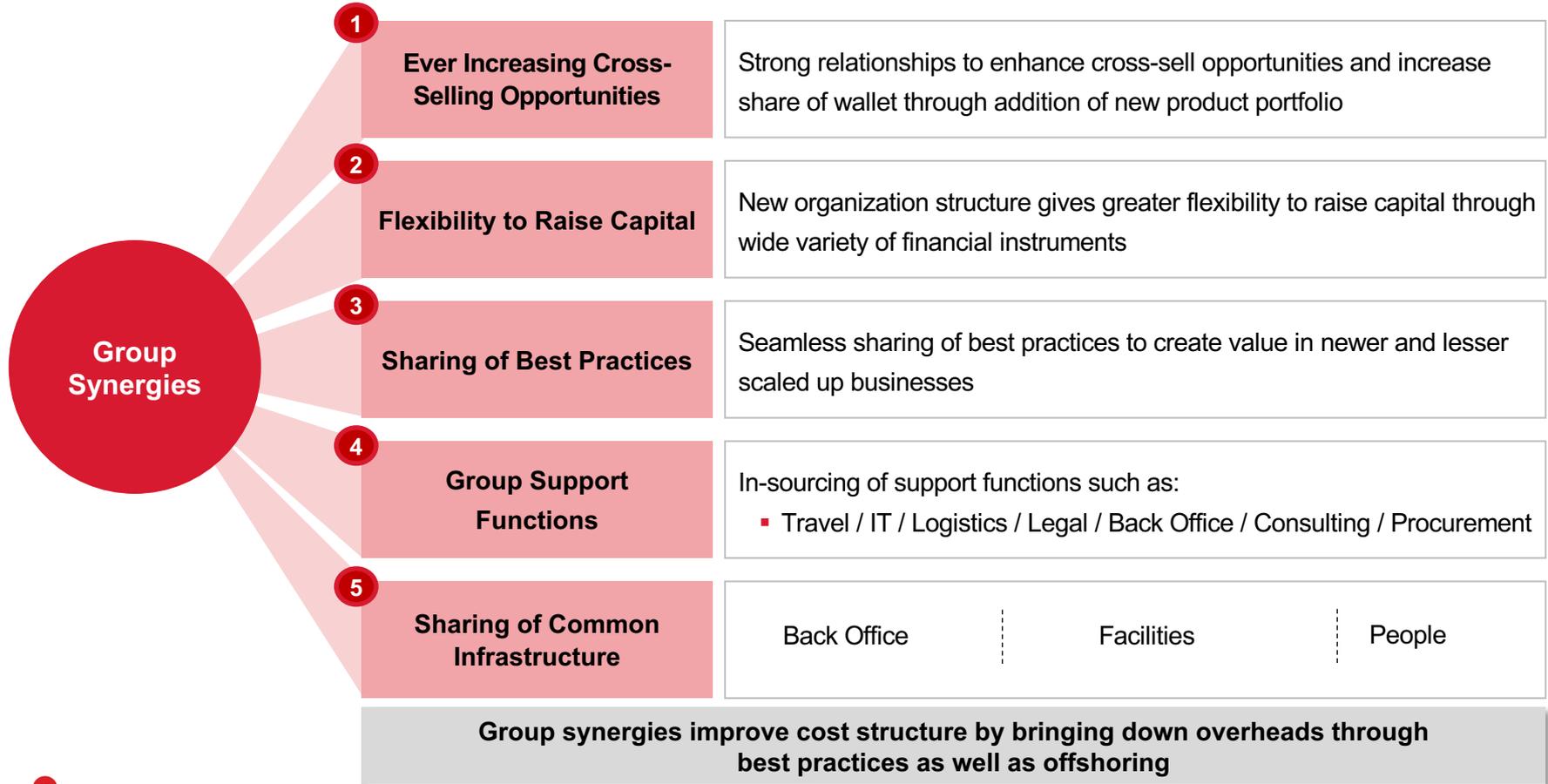
Local Partners



...SAMIL# introduces partners who are global champions in their product areas

 12 years	 6 years	 14 years
<p><i>Top premium Automotive Lighting Supplier in India for PV (50:50 JV)</i></p> <p>FY20 Revenue: INR 8,679 Mn</p>	<p><i>Amongst the Leading Shock Absorber Suppliers in India for PV (50:50 JV)</i></p> <p>FY20 Revenue: INR 1,485 Mn</p>	<p><i>HVAC Solutions for CV Increases Group's presence in the Indian CV Segment (51:49 JV)</i></p> <p>FY20 Revenue: INR 1,111 Mn</p>
+		
 20 years	 14 years	 14 years
<p><i>Provides Air Compressor Solutions - Enhances Presence in the Non-Auto Space (51:49 JV)</i></p> <p>FY20 Revenue: INR 926 Mn</p>	<p><i>Cabin Solutions Marks strong addition in the Off Highway Segment (50:50 JV)</i></p> <p>FY20 Revenue: INR 771 Mn</p>	<p><i>Auxiliary Equipment for Moulding Machines (50:50 JV)</i></p> <p>FY20 Revenue: INR 705 Mn</p>

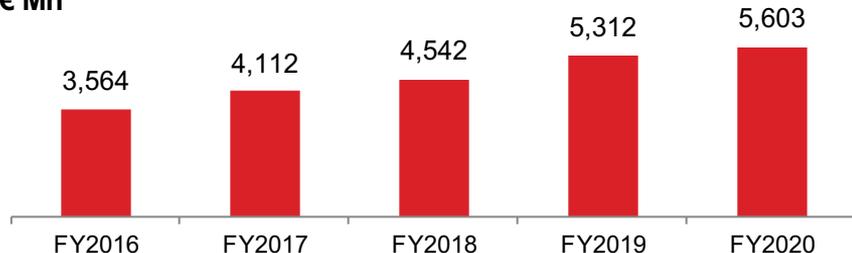
Long standing partnerships enhance MSSL's technological capabilities and geographic reach



SMRP BV

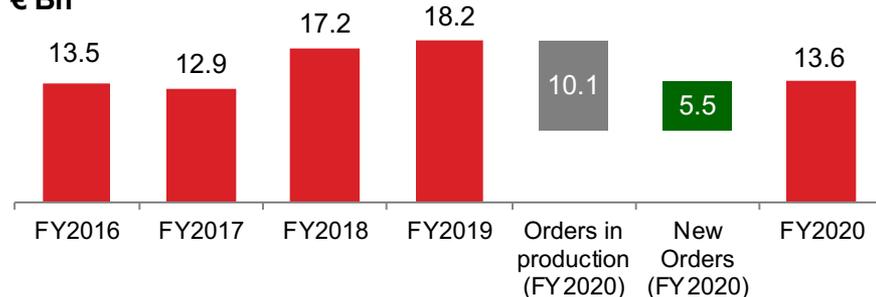
Revenue¹ growth @ 12% CAGR...

€ Mn



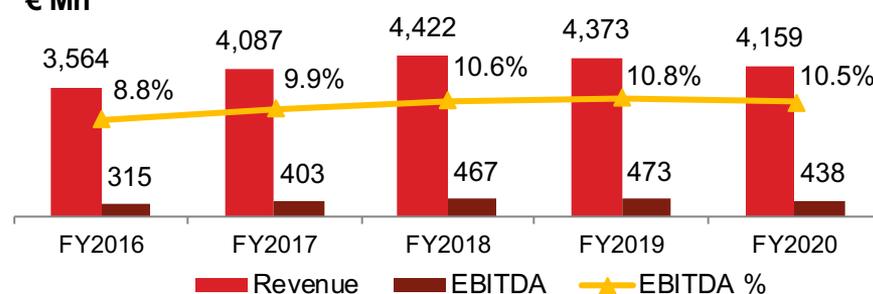
Healthy order book...

€ Bn



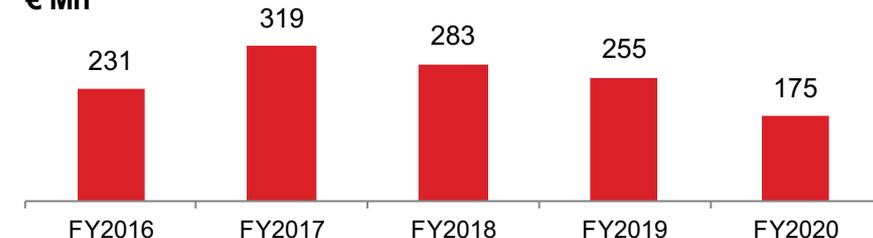
... with consistent EBITDA² Margins
(adjusted for Greenfields & SMRC)

€ Mn



... with major greenfield expenditure already completed

€ Mn



Proposed Reorganization would ensure that the entire benefit of future growth accrues to MSSL* shareholders

6 Investors to Participate in Full Growth of SMRP BV (2/2)

SMRP BV (€ Mn)

Particulars	FY 16	FY 17	FY 18	FY19	FY20
EBITDA	292	362	378	347	336
EBIT	170	244	255	179	99
PBT	143	213	209	148	37
<i>Less: Tax</i>	<i>29</i>	<i>66</i>	<i>71</i>	<i>45</i>	<i>41</i>
PAT	114	147	138	103	(4)
<i>Less Minority Shareholders at SMRP BV</i>	<i>17</i>	<i>20</i>	<i>30</i>	<i>24</i>	<i>23</i>
PAT attributable to SMRP BV Shareholders	97	127	109	78	(27)
<i>Profit Attributable to MSSSL</i>	<i>50</i>	<i>65</i>	<i>55</i>	<i>40</i>	<i>(14)</i>
<i>Profit Attributable to SAMIL</i>	<i>48</i>	<i>62</i>	<i>53</i>	<i>38</i>	<i>(13)</i>
PAT attributable to SMRP BV Shareholders (Excl. Greenfield Impact)				217	164
<i>Profit Attributable to MSSSL</i>				<i>111</i>	<i>84</i>
<i>Profit Attributable to SAMIL</i>				<i>106</i>	<i>80</i>

- Reorganization results in consolidation of 100% shareholding of SMRP BV into MSSSL*
- As a result, share of profit which is attributable to SAMIL[^] becomes a part of MSSSL* earnings going forward
- MSSSL* shareholders to get full benefit of future growth and profitability driven by operational improvements in SMRP BV

MSSL* : Summary Proforma Financials^



Financials (INR Mn)								
	MSSL - Standalone ex DWH (a)		MSSL - Consolidated ex DWH(b)		SAMIL^(c)		Combined (b+c)	
Year	FY19	FY20	FY19	FY20	FY19	FY20	FY19	FY20
Net Revenue	43,694	40,088	604,206	607,529	13,907	12,863	614,906	616,248
EBITDA	6,747	6,898	52,540	49,173	1,800	1,263	54,340	50,434
<i>EBITDA Margin (%)</i>	15.4%	17.2%	8.7%	8.1%	12.9%	9.8%	8.8%	8.2%
EBIT	4,846	4,585	28,802	21,963	1,021	324	29,823	22,285
<i>EBIT Margin (%)</i>	11.1%	11.4%	4.8%	3.6%	7.3%	2.5%	4.9%	3.6%
Profit of associates	NA	NA	2,441	1,530	7,863	3,603	2,822	2,153
Less: Minority Interest	NA	NA	-4,850	-1,244	-306	-80	-2,537	-2,213
PAT (concern share)	3,983	5,943	12,888	9,611	7,594	2,808	15,619	8,548
<i>PAT Margin (%)</i>	9.1%	14.8%	2.1%	1.6%	54.6%	21.8%	2.5%	1.4%
Gross Debt (excl. lease liability)	11,294	13,861	115,279	117,368	19,282	22,381	128,858	137,533
Cash	1,136	1,988	35,223	48,411	6,404 ¹	11,234 ¹	35,924	57,520
Net Debt	10,158	11,873	80,056	68,957	12,878¹	11,147¹	92,934	80,013
Lease liability (under Ind AS116)	781	780	13,500	13,515	721	887	14,221	14,402
Net Leverage (with Ind AS116)²				1.7x				1.9x
Net Leverage (Ex Ind AS116)²				1.5x				1.7x

**Proforma financials represent the reorganization impact across each of the entities
Adjustments are undertaken historically to make the numbers comparable across the financial years**

*Name of MSSL will be changed to SAMIL ; ^ For details on the procedures followed to compute the proforma financials, refer to Appendix VII ; # Refers to current SAMIL ; 1. Adjusted for Intercompany deposit of EUR 25.5 MN in FY 20 and EUR 73.5 MN in FY 19 given to SMGHL ; 2. Leverage to decrease by ~0.1x if proportionate EBITDA and net debt from unconsolidated JVs are considered

Motherson Group – Poised for Next Phase of Growth

Transaction Overview

Overview of Businesses under Resultant Structure

- MSSL
- **DWH**

Appendix

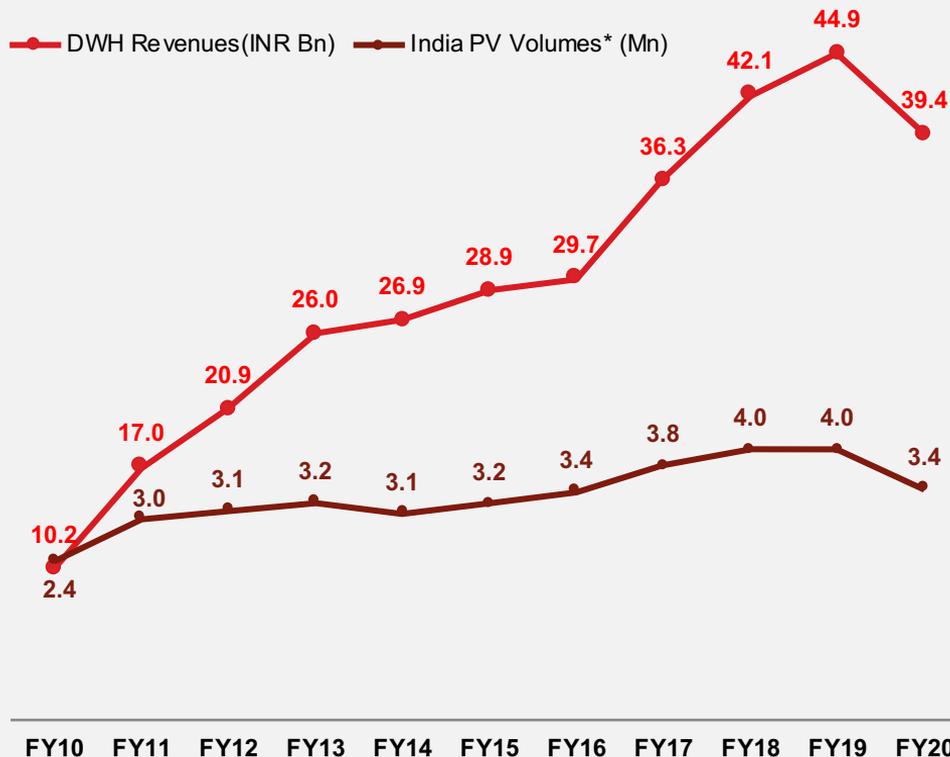
1983 - Our First Wiring

Harness Order

Started building Maruti 800 wiring harnesses in a structured way.



Outperformance over Industry Volumes Driven by Sustained Leadership Position and Increasing Content per Car



	CAGR (FY10-FY20)	CAGR (FY15- FY20)	CAGR (FY17- FY20)
DWH Revenues	14.4%	6.3%	2.5%
PV Industry Volumes	3.8%	1.3%	-3.2%

DWH – Sustained Leadership and Competitive Advantage in India

DWH



#1

Diversified and Pan-India Industrial Footprint



#2

Strong Customer relationships across OEMs



#3

Facilitating OEMs for End-to-End Product Design and Development



#4

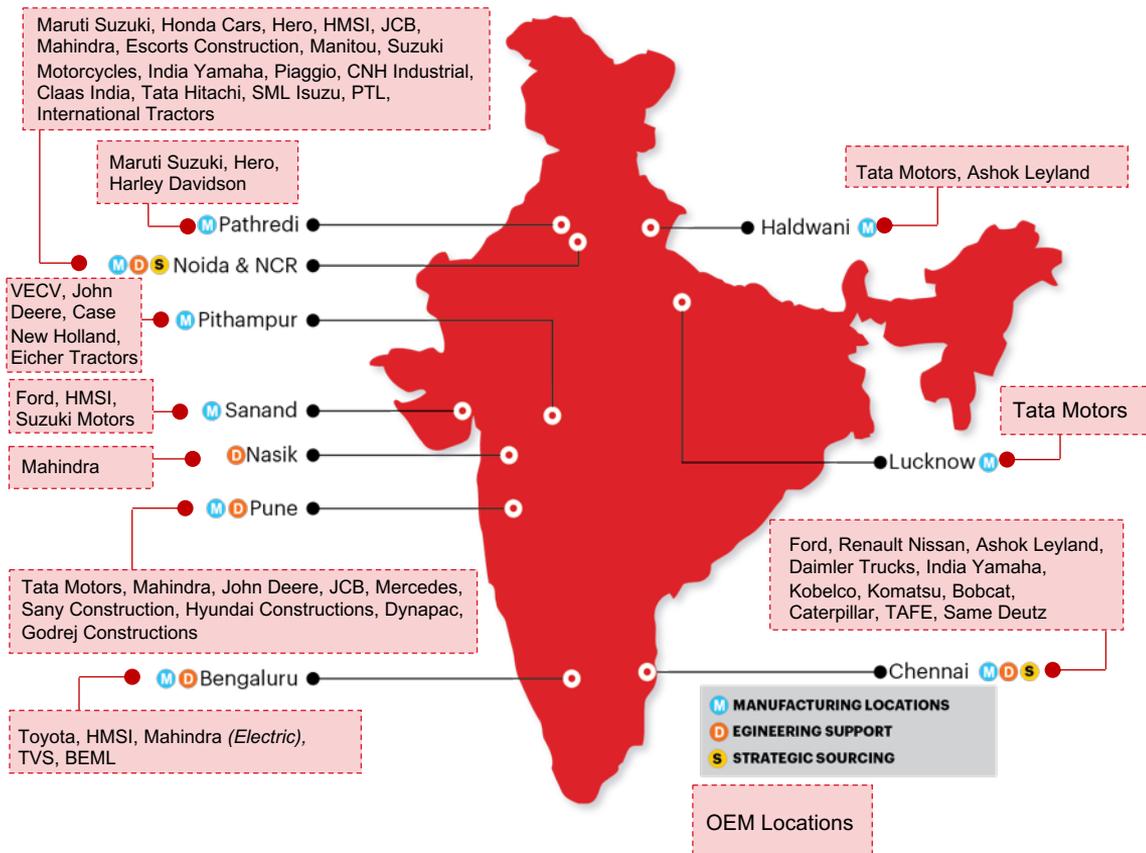
Access to World Class Technology



#5

Well Positioned to Leverage on Industry Mega Trends

1 Diversified and Pan-India Industrial Footprint



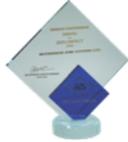
23 Wiring harness plants across India

Proximity to customer locations

Strategically located multiple locations for de-risking

2 Strong Customer Relationships Across OEMs

Customer Delight being the bedrock of Sustainability

<p>Maruti Suzuki</p>  <p>Overall Performance Award Part Development</p>	<p>Toyota</p>  <p>Supplier of the Year Silver award Zero PPM Award</p>	<p>Ford</p>  <p>Q1 Certification-Preferred Quality Status</p>	<p>Honda Cars</p>  <p>Gold Award Customer Satisfaction And Quality</p>	<p>Mahindra</p>  <p>Supplier Excellence Award</p>	<p>Mercedes</p>  <p>Business Partner of the Year</p>	<p>Daimler</p>  <p>Partners for Asia</p>	<p>Renault Nissan</p>  <p>Quality & Customer Satisfaction (Mind-set Award)</p>	
<p>Tata Motors</p>  <p>Quality Award Energy Conservation and Management</p>	<p>Ashok Leyland</p>  <p>Best in Class Performance-Delivery</p>	<p>Volvo Eicher</p>  <p>Outstanding Performance New Product Development</p>	<p>India Yamaha</p>  <p>Excellence Award for Quality Performance</p>	<p>Honda Motorcycles</p>  <p>Strong CR efforts in localization</p>	<p>Suzuki Motorcycle</p>  <p>Quality Award</p>	<p>JCB</p>  <p>NQCPRM Award Chairman's Award Special Citation of Distinction</p>	<p>Same Deutz</p>  <p>Pancharatna Award for "Best in VA-VE"</p>	
<p>Caterpillar</p>  <p>Best "APQP" Performance</p>	<p>TAFE</p>  <p>SQEP (Bronze)</p>	<p>Best Benchmark Award</p>  <p>Best Benchmark Award</p>	<p>Kobelco</p>  <p>Preferred Business Partner</p>	<p>Komatsu</p>  <p>Best Performance in Delivery</p>	<p>Tata Hitachi</p>  <p>Sustained Performance on Quality</p>	<p>John Deere</p>  <p>Excellence in Quality, Delivery, Wavelength, Technical Support & Cost Management</p>	<p>Asahi India</p>  <p>Award for Zero Defect</p>	<p>Honda Siel Power Products</p>  <p>Supplier Performance Award</p>

Assembly localization

- Only Build-to-Print



Harness design localization

- Product Design Participation
- Trial participation



Harness child part design localization

- **Product Design Participation**
- **Trial participation**
- Part Design started at India
- Endurance Evaluation



Simulation localization

- **Product Design Participation**
- **Trial participation**
- **Part Design**
- **Endurance Evaluation**
- CAE Practices
- Advance Diagnosis & Analytical practices



2005

2010

2015

4 Access to World Class Technology (1/2)

Access to world class technology

1  Gateways

- 50 + Types Gateways in PVs
- 10 + Year - In Mass Production

2  Body ECUs

- Space Saving
- Improving efficiency of Harness System

3  Junction Box

- Space Saving
- Improving Functional Density

4  Relay Box

- Volume Reduction 50%
- Weight Reduction 60%

 Sumitomo Wiring Systems

- 31 countries
- 102 Group companies
- 230,000 employees

Ready solutions for Hybrid / EVs

1  Battery Wire Module

2  Charging Connector

3  Power Supply Box

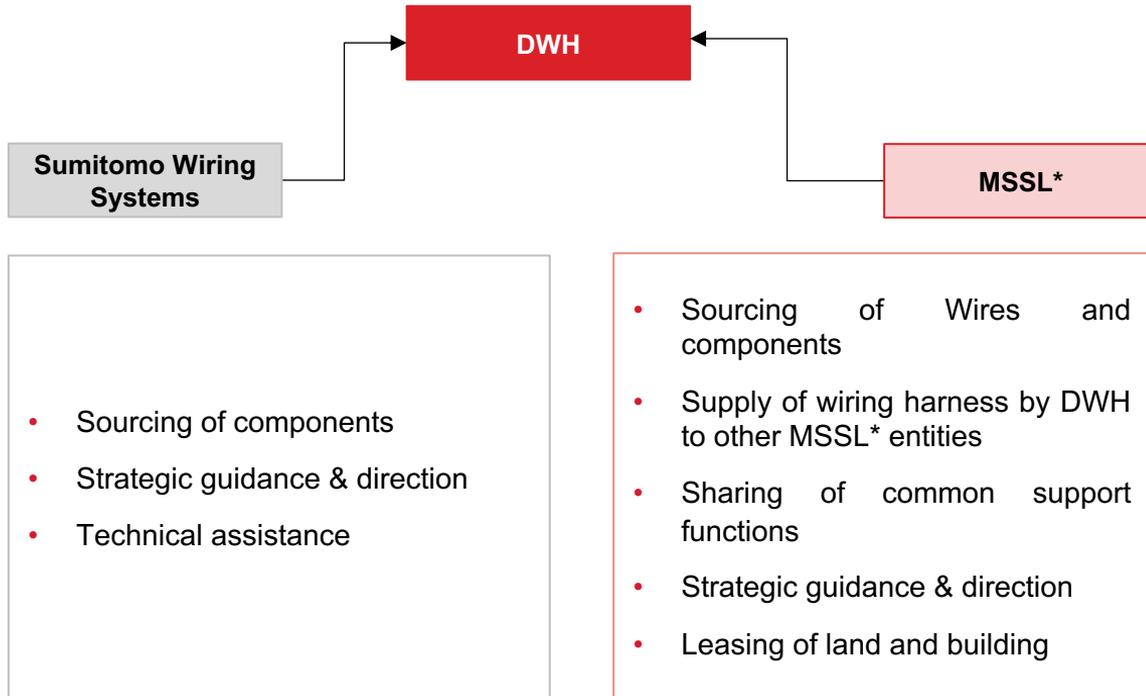
4  Charging / Discharging Controller

5  Terminal Block, Power Cable

4 Access to World Class Technology (2/2)

Sourcing & Shared Services Arrangements Post Demerger

- DWH will enter into a sourcing and shared services agreement with MSSL* to address existing inter-dependencies
- Agreements shall be on an arms length basis and post requisite approvals
- Win-win for shareholders of both entities
 - Continuity of scale and cost benefits for both entities
 - Minimize transaction costs



DWH to continue to derive strategic benefits from its association with MSSL* and SWS post demerger

5 Well Positioned to Leverage on Industry Mega Trends

Industry Macro Trends

Rising Premiumization / Customization

Alignment to User's digital lifecycle – Connectivity

Sustainable Technologies (BS VI / Safety Regulations)

Alternate / Electric Powertrain

Creating
↓

Consumers

Aspirations and preferences are converging globally

All time connected

Sensors, IoT

100%

of PV / Trucks with cleaner Engine / ABS System

Share of Electric Power Train

in new cars sold consistently increasing

Opportunities

1

Increasing Content / Vehicle

- Scalar E/E Architecture, Modular Designs of Function Modules (e.g. Relay Box / Junction Box)
- Platform Solutions with reusable components

2

Adding High Value SMART Components

- Specialized Data Cables, Gateway Modules, SMART Power Distribution solutions

3

Increasing Value / Harness

- Advanced Engine & Safety Control System to meet emission (BS VI) / Safety requirements connected via complex harness sub systems with high content modules

4

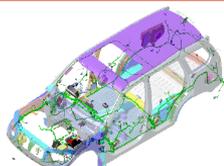
SWS leading global change, DWH fully prepared

- Solutions for pHEV, HEV and EV power train applications - High Voltage harness Systems and Junction Boxes, DC/DC Convertors

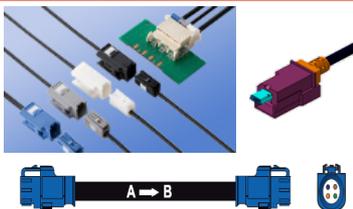
For DWH to provide
↓

Solutions

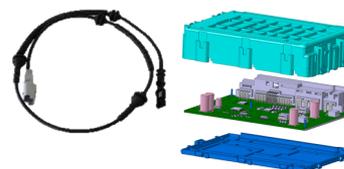
Wiring harnesses



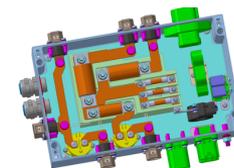
Harness Components



Electronics and EV Solutions

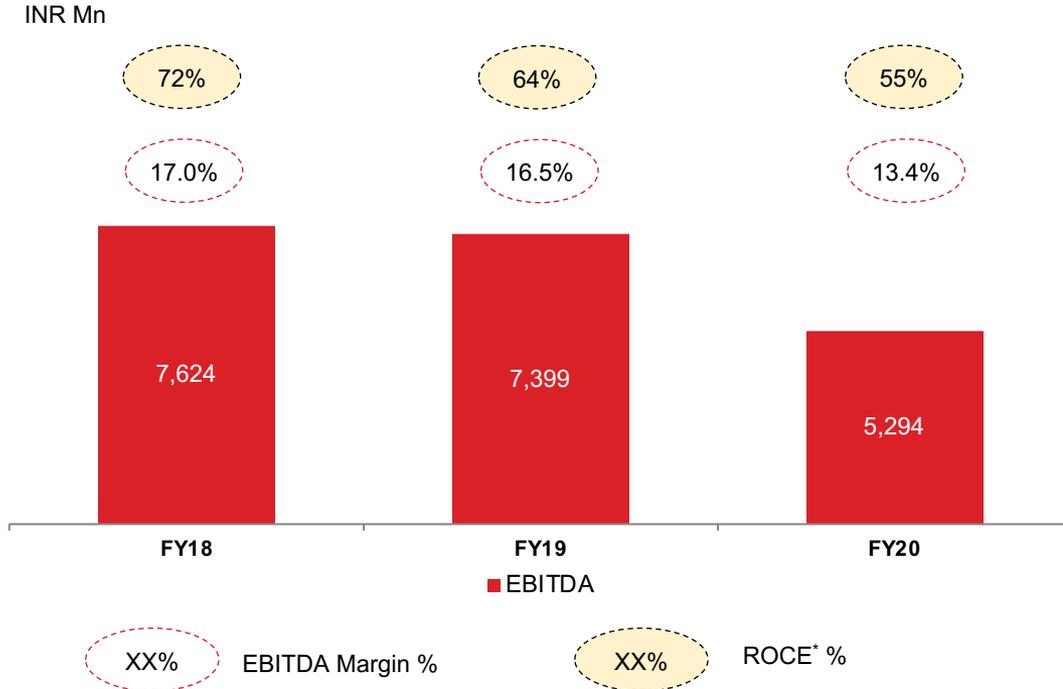


High Voltage Solutions
Harness & Components



Best in Class Operating Performance

Adjusted EBITDA, Margin and ROCE (%)



- Maintained healthy profitability and ROCE despite market headwinds in FY19-20. FY20 EBITDA is not a reflection of stable state profitability due to abnormal market conditions
- Sudden decline in domestic automotive market from 3rd quarter of FY18-19
- Expected recovery of market in 19-20 hampered by change in emission norms

DWH: Summary Proforma Financials*

Financials (INR Mn)	DWH	
	FY19	FY20
Net Revenue	44,838	39,439
EBITDA	7,399	5,294
<i>EBITDA Margin (%)</i>	<i>16.5%</i>	<i>13.4%</i>
EBIT	6,426	4,294
<i>EBIT Margin (%)</i>	<i>14.3%</i>	<i>10.9%</i>
PAT	3,923	2,860
<i>PAT Margin (%)</i>	<i>8.7%</i>	<i>7.3%</i>
Gross Debt (excl. lease liability)	63	333
Cash	202	317
Net Debt	(140)	16
Lease liability (under Ind AS116)	3,346	3,342

We are a long-term thinking company.

*Reorganization lays the
foundation for a new chapter in
our growth history*



Mother's Group – Poised for Next Phase of Growth

Transaction Overview

Overview of Businesses under Resultant Structure

- MSSL
- DWH

Appendix

Appendix I: SAMIL#: A High Growth, Well Diversified Entity (1/2)

Products



Enables entry into products and services such as auto lighting, logistics, shock absorbers, air conditioning systems etc.



Allows immense inorganic opportunities in newer products and technologies where MSSSL* had no prior experience

Customers



Enhances content per vehicle from marquee customers such as Maruti, Bajaj, Hyundai, Toyota, Renault etc.



Enables foray into non-automotive segments such as off-highway, after-market etc. which has been a long-stated objective of the Group

Markets



Ensures continued participation to India growth story as 80%¹⁺ of revenue of SAMIL# JVs & Subsidiaries is derived from domestic market

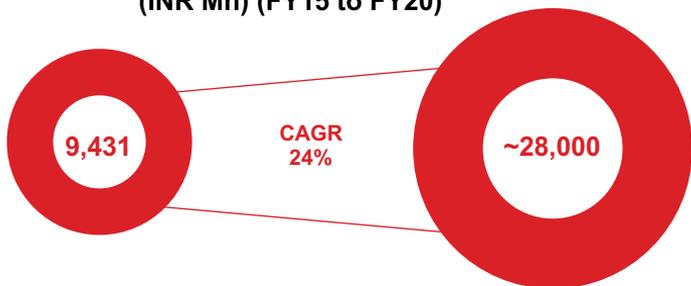


Scale efficiencies in areas such as procurement / packaging / logistics etc.

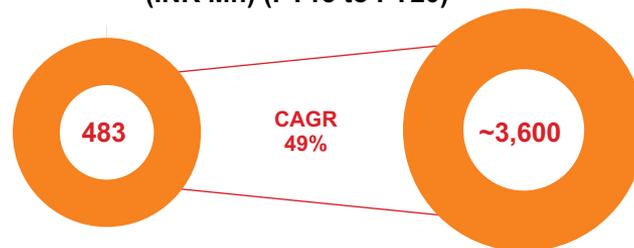
Appendix I: SAMIL#: A High Growth, Well Diversified Entity (2/2)

Diversified Operations of SAMIL make it a unique entity	Product	Lighting, Modules & Tooling	Metal Products	Technology & Software	Retail, Services and Others
	Customer Segment	PV	PV/CV, B2B	PV, B2B	PV, B2B
	Markets	India, Europe	India, Middle East, US, Europe	India, US, Europe, Asia	India, Europe, Asia
	Key Customers	Maruti Suzuki, Tata Motors, FCA, Renault, Ford	Ashok Leyland, Mahindra, Renault Nissan, John Deere, Daimler	Daimler, Isuzu, Maruti Suzuki, Toyota	Maruti Suzuki, Denso, Honda, Tata Motors
	Revenue % FY 20	38%	36%	16%	10%

Proforma Revenue¹
(INR Mn) (FY15 to FY20)



Proforma EBITDA¹
(INR Mn) (FY15 to FY20)



Appendix II: SAMIL# Subsidiaries / Joint Ventures (1/5)

Key JVs and Subsidiaries

	Marelli Motherson Automotive Lighting India Pvt. Ltd. (50:50 JV)	Magneti Marelli Motherson Shock Absorbers India Pvt Ltd (50:50 JV)
Partner		
Business Drivers	<ul style="list-style-type: none"> • <u>Top Premium Automotive Lighting Supplier in India for PVs</u> • Growth trend to continue in the near term due to premium pricing • Localization of engineering and manufacturing knowhow positions MMLI on a unique quality / cost positioning • LED penetration to go up & MMM best positioned as market leader 	<ul style="list-style-type: none"> • <u>Amongst the top 5 shock absorber players in India and amongst the top 2 gas spring suppliers in India</u> • Export driven order book positions MMSA for revenue and margin expansion
Key Products	<ul style="list-style-type: none"> • Automotive lighting systems, integrated plastic air intake manifold assembly and pedal box modules 	<ul style="list-style-type: none"> • Strut & strut assemblies, shock absorbers, gas springs and steering dampers
Key Customers	<ul style="list-style-type: none"> • Maruti Suzuki, Tata Motors, Fiat, Renault, Ford & GM 	<ul style="list-style-type: none"> • Renault & Tata Motors in India and exporting to US and Poland arms of Magneti Marelli Group
Revenue (INR Mn)	<p>2,071 → 8,679 (33%)</p>	<p>599 → 1,485 (20%)</p>
EBITDA (INR Mn)	<p>219 → 1,697 (51%)</p>	<p>11 → 122 (61%)</p>

FY15-20 CAGR

Refers to current SAMIL; FY15 financials are I-GAAP numbers

EBITDA Margin

FY15

FY20

Appendix II: SAMIL# Subsidiaries / Joint Ventures (2/5)

Key JVs and Subsidiaries

	MS Global India Automotive Pvt. Ltd**	MotherSONSumi Infotech and Design Limited (53.7% owned by SAMIL) ¹												
Partner	NA	Sumitomo Wiring Systems, Ltd.												
Business Drivers	<ul style="list-style-type: none"> Hot stamping is high strength light weighting technology - with impact regulations, the need is set to go up Margins to be consistent in medium term in cold stamping Diversification into PV business (booked order in hand) 	<ul style="list-style-type: none"> Consistent growth from MotherSON group companies through new age solutions and increase in wallet share Product focus going forward – ready to roll out products benchmarked against leading industry players Significant focus on external business – Analytics / Industry 4.0 / Cloud computing / Healthcare 												
Key Products	<ul style="list-style-type: none"> Skin panels, Frame assembly, Truck cabin parts, Hot stamping parts, floor upper body, closure assemblies 	<ul style="list-style-type: none"> ADM & IT infra services, ERP & PLM, Shared Services, Digital Transformation & Engineering Design, Healthcare 												
Key Customers	<ul style="list-style-type: none"> Daimler, Renault Nissan, Hyundai, Kia Motors and other global customers 	<ul style="list-style-type: none"> Automotive, Manufacturing, Retail & Consumer Packaged Goods clients 												
Revenue (INR Mn)	<table border="1"> <tr><th>FY</th><th>Revenue (INR Mn)</th></tr> <tr><td>FY15</td><td>4,251</td></tr> <tr><td>FY20</td><td>3,429</td></tr> </table>	FY	Revenue (INR Mn)	FY15	4,251	FY20	3,429	<table border="1"> <tr><th>FY</th><th>Revenue (INR Mn)</th></tr> <tr><td>FY15</td><td>1,754</td></tr> <tr><td>FY20</td><td>4,202</td></tr> </table>	FY	Revenue (INR Mn)	FY15	1,754	FY20	4,202
FY	Revenue (INR Mn)													
FY15	4,251													
FY20	3,429													
FY	Revenue (INR Mn)													
FY15	1,754													
FY20	4,202													
EBITDA (INR Mn)	<table border="1"> <tr><th>FY</th><th>EBITDA (INR Mn)</th></tr> <tr><td>FY15</td><td>257</td></tr> <tr><td>FY20</td><td>147</td></tr> </table>	FY	EBITDA (INR Mn)	FY15	257	FY20	147	<table border="1"> <tr><th>FY</th><th>EBITDA (INR Mn)</th></tr> <tr><td>FY15</td><td>152</td></tr> <tr><td>FY20</td><td>267</td></tr> </table>	FY	EBITDA (INR Mn)	FY15	152	FY20	267
FY	EBITDA (INR Mn)													
FY15	257													
FY20	147													
FY	EBITDA (INR Mn)													
FY15	152													
FY20	267													

FY15-20 CAGR

EBITDA Margin

Refers to current SAMIL ; ** MSGI was acquired in FY2018, hence figures are for FY18 and FY20; 1.MotherSON holds 70.4% through SAMIL and other entities, rest held by SWS; FY15 financials are I-GAAP numbers

FY15

FY20

Appendix II: SAMIL# Subsidiaries / Joint Ventures (3/5)

Key JVs and Subsidiaries

	Valeo Motherson Thermal Commercial Vehicles India Ltd (51:49 JV)	Matsui Technologies India Ltd. (50:50 JV)
Partner		
Business Drivers	<ul style="list-style-type: none"> Strong relationships across all key OEMs in India Margin expansion through increased localization Strong presence in the aftermarket 	<ul style="list-style-type: none"> Diversification into various industry (Packaging, Healthcare, Extrusion) and introduction of new technology(intelligent)products to propel growth. Localization in medium term to improve profitability
Key Products	<ul style="list-style-type: none"> Bus air-conditioning for all models of commercial vehicles 	<ul style="list-style-type: none"> Auxiliary equipment and material conveying systems for Injection molding , blow molding and extrusion machines
Key Customers	<ul style="list-style-type: none"> All key Commercial Vehicle OEMs 	<ul style="list-style-type: none"> Honda, Suzuki, Denso, ASB, Yachiyo, Takahata, Nipro, Mikuni, and many more across various segments
Revenue (INR Mn)		
EBITDA (INR Mn)		

FY15-20 CAGR

Refers to current SAMIL; FY15 financials are I-GAAP numbers

EBITDA Margin

FY15

FY20

Appendix II: SAMIL# Subsidiaries / Joint Ventures (4/5)

Key JVs and Subsidiaries

	Anest Iwata MotherSON Private Limited (51:49 JV)	MotherSON Techno Tools Limited (60% held through SMISL ^)
Partner		
Business Drivers	<ul style="list-style-type: none"> Pan India Installation Base of Air Compressors. Business in SAARC and GCC Countries New Products (compressors for Railways as well as entry into new industries - Healthcare / E Bus etc.) 	<ul style="list-style-type: none"> Long standing association with Sumitomo positions MTTL strongly on technology front Increased localization to improve profitability
Key Products	<ul style="list-style-type: none"> Reciprocating Air Compressors, Scroll and Screw Compressors, Vacuum Pumps, E Bus Compressors, Medical Air Supply Units 	<ul style="list-style-type: none"> Manufactures CBN (Cubic Boron Nitride), PCD (Polycrystalline Diamond) Cutting tools, PCD drills, PCD reamers, Carbide inserts, solid carbide drills
Key Customers	<ul style="list-style-type: none"> Tata Motors, IRA, Schwing Stetter, KYB Conmat and several customers through AIM's nationwide dealerships 	<ul style="list-style-type: none"> Supplies to Tier 1 and Tier 2 OEM suppliers
Revenue (INR Mn)		
EBITDA (INR Mn)		

FY15-20 CAGR

EBITDA Margin

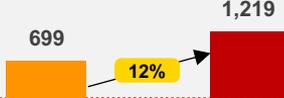
Refers to current SAMIL; ^Samvardhana MotherSON Innovative Solutions Ltd. ("SMISL") is a 100% subsidiary of SAMIL. MotherSON holds 75% through SMISL and other entities; FY15 financials are I-GAAP numbers

FY15

FY20

Appendix II: SAMIL# Subsidiaries / Joint Ventures (5/5)

Key JVs and Subsidiaries

	Fritzmeier Motherson Cabin Engineering Pvt. Ltd. (50:50 JV)	CTM India Ltd . (41% owned by SAMIL) ²
Partner		NA
Business Drivers	<ul style="list-style-type: none"> Strong relationships with key Off-Highway OEMs FMCEL well positioned to leverage on proposed new industry regulations in cabins such as ROPS/ FOPS¹ compliance, etc. 	<ul style="list-style-type: none"> Strong track record and reputation with Indian OEMs Well positioned to capture in-house tooling requirements of large businesses Opportunity to insource significant tooling requirements of Motherson's polymer business
Key Products	<ul style="list-style-type: none"> Cabin manufacturing; lite-fabrication parts used in construction, agriculture and material handling equipment 	<ul style="list-style-type: none"> Molds for automotive and white goods OEMs
Key Customers	<ul style="list-style-type: none"> Caterpillar, M&M, John Deere, Komatsu, Ashok Leyland, Kobelco 	<ul style="list-style-type: none"> Maruti Suzuki, Mahindra, Tata and other Tier 2 OEM suppliers
Revenue (INR Mn)		
EBITDA (INR Mn)		

FY15-20 CAGR

EBITDA Margin

Refers to current SAMIL; FY15 financials are I-GAAP numbers; 1. Rollover Protection Structure, Follover Protection Structure; 2. Motherson holds 100% through SAMIL and other entities

motherson 

Other Marquee JV Partners



HVAC solutions



Coating Solutions



Engg. & Project Management



Cooling Equipment



Clutch performance solutions



Logistics



Industrial Park

FY15

FY20

Appendix III: Sourcing & Shared Services Arrangements Post Demerger

- Guiding Principles

Nature	Description	Arrangements (% of FY20 DWH Revenues)	Commercial principle proposed
Sourcing from MSSL* entities/ SWS	<ul style="list-style-type: none"> Wires, connectors, tubes, plastic components and any other child parts of wire harness/ pass-through parts. 	<ul style="list-style-type: none"> c.43.0% (existing arrangement) 	<ul style="list-style-type: none"> Continuation of existing arrangement on an arms-length basis Quantum to not exceed 55.0% of DWH revenues Higher thresholds than current quantum to provide cushion for volatility in copper prices
Sales to MSSL* entities	<ul style="list-style-type: none"> Supply of Wiring harnesses and parts/components thereof 	<ul style="list-style-type: none"> 0.5% (existing arrangement) 	<ul style="list-style-type: none"> Continuation of existing arrangement on an arms-length basis Total quantum to not exceed INR 1,000 MN
Lease Rentals to MSSL*	<ul style="list-style-type: none"> Lease rentals for existing land and building determined by Knight Frank study 	<ul style="list-style-type: none"> 1.3%^ (proposed arrangement) 	<ul style="list-style-type: none"> Term:10 years; lock-in of 5 years for DWH Annual escalation - 5%

Appendix III: Sourcing & Shared Services Arrangements Post Demerger

- Guiding Principles

Nature	Description	Arrangements (% of FY20 DWH Revenues)	Commercial principle proposed
Shared Services/ Technical Assistance (TA) / Management Service (MS)	<ul style="list-style-type: none"> • Rendering of functional support services, including engineering and design services, finance, purchase, logistics, HR, Treasury etc. and sharing of manpower to deliver such services to be provided by MSSL entities • MS with MSSL for strategic guidance and management support • TA with SWS for technical assistance 	<ul style="list-style-type: none"> • c. 5.5% (existing arrangement) • Management service fee to MSSL is a proposed arrangement 	<ul style="list-style-type: none"> • Aggregate payment in this bucket to not exceed 9.5% of DWH revenues • Assignment of TA with SWS from MSSL to DWH on existing terms • MS to have identical parameters as TA with SWS

Incremental inter-company transaction post demerger is expected to be ~2% of revenue

Appendix IV: Post Scheme Share Capital Structure

Step 1: Demerger of Domestic Wiring Harness Business from MSSL* into DWH

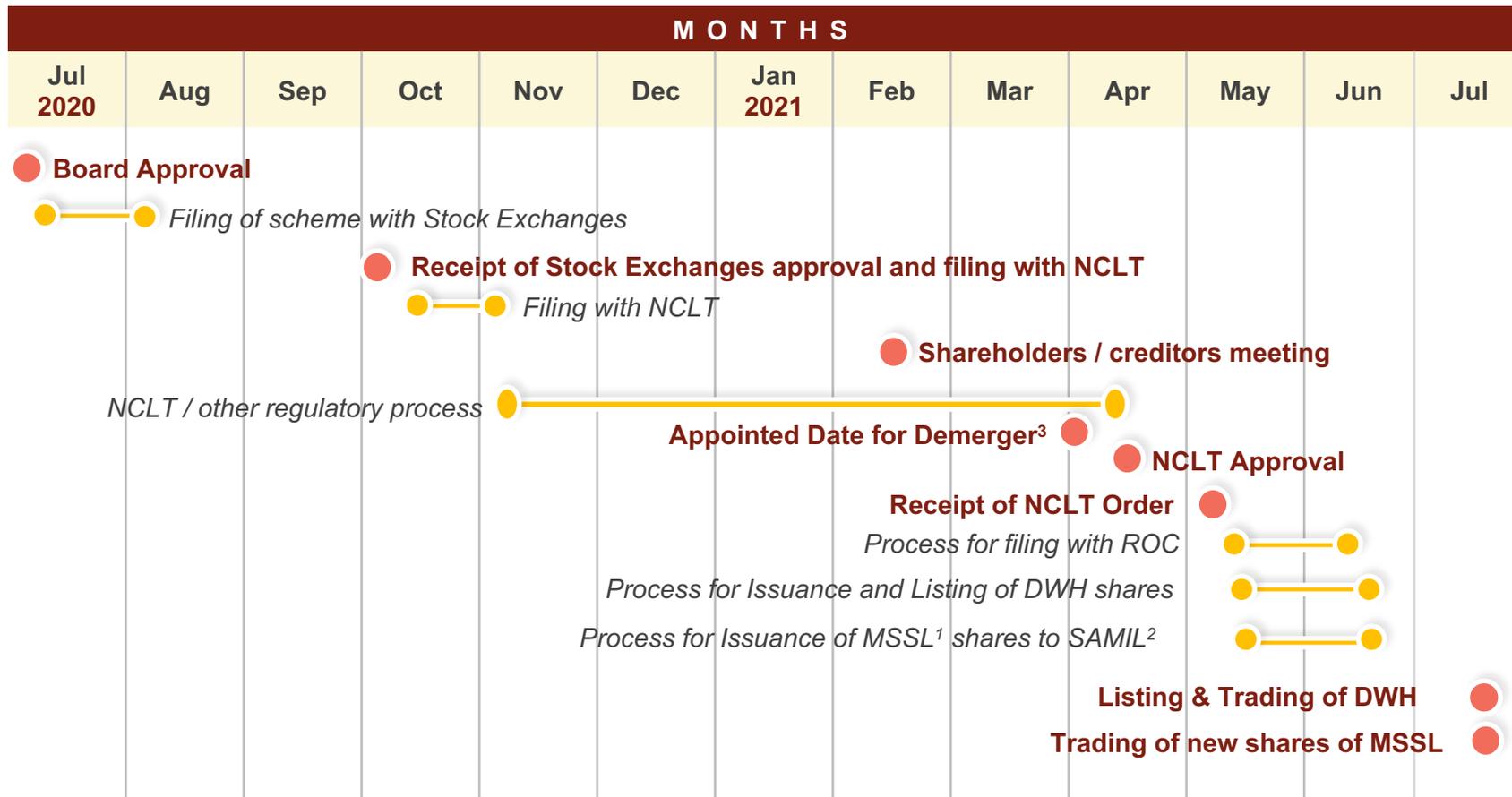
As of the date hereof	#Shares (Mn)
Outstanding equity shares of DWH of face value of Rs. 1 each (A)	0.5
Outstanding equity shares of MSSL of face value of Rs.1 each (B)	3,157.9
New equity shares to be issued by DWH to the shareholders of MSSL as per share entitlement ratio ($C = B*1$)	3,157.9
Less: Existing equity shares of DWH to be cancelled (D)	0.5
Resultant Equity Shares of DWH ($E=A+ C - D$)	3,157.9

Step 2: Merger of SAMIL# into MSSL*

As of the date hereof	#Shares (Mn)
Outstanding equity shares of MSSL of face value of Rs.1 each (A)	3,157.9
Outstanding equity shares of SAMIL of face value of Rs. 10 each (B)	473.6
New equity shares to be issued by MSSL to the shareholders of SAMIL ($C = B*5.1$)	2,415.4
Less: Cancellation of equity shares in MSSL held by SAMIL (D)	1,055.8
Resultant Equity Shares of MSSL ($E=A+ C - D$)	4,517.6

*Name of MSSL will be changed to SAMIL; # Refers to current SAMIL

Appendix V: Indicative Transaction Timelines



55 1. Name of MSSSL will be changed to SAMIL ; 2. Refers to current SAMIL ; 3. 1 April 2021

Appendix VI : Swap Ratio Recommended by Independent Valuers, Registered Valuer and Fairness Opinion Providers

- Independent Valuation Exercise conducted by two Valuers
- Valuation and Swap Ratio also carried out by a Registered Valuer
- Fairness Opinion on the Swap Ratio obtained from 2 Merchant Bankers for MSSL* & 1 Merchant Banker for SAMIL#
- Based on Relative Valuation of MSSL* (Excluding DWH) and SAMIL#

“Recommended Swap ratio is 51 shares of MSSL* for every 10 SAMIL# shares

- **Valuation Range:**

Entity	MSSL* (excluding DWH)	SAMIL#
Value per share (INR)	100.51 – 101.81	512.81 – 519.27

**Name of MSSL will be changed to SAMIL; # Refers to current SAMIL*

Appendix VII : Procedure followed to arrive at Proforma financials outlined in Slide No. 30 and 42 (1/2)

S.No	Entity	Procedure Followed
1	DWH Business	<ul style="list-style-type: none"> The Company has prepared the special purpose financial information of DWH Business in accordance with allocation basis as determined by the management and Guidance Note on "Combined and Carve-out Financial Information" issued by Institute of Chartered Accountants of India ("GN"). Statutory Auditors carried out the audit of special purpose financial information for the year ended March 31, 2020 and March 31, 2019. The Proforma financial information have been prepared by the management using information extracted from above referred audited special purpose financial information for the year ended March 31, 2020 and March 31, 2019. Additionally, below stated adjustments have been carried out by the management : <ul style="list-style-type: none"> Management related service expenditure and lease rent for premises from MSSL for the year ended March 31, 2020 and March 31, 2019 and Accounting change arising from application of Ind AS 116 on "Leases", issued by the Institute of Chartered Accountants of India applicable w.e.f April 01, 2019 has been adjusted on proportionate basis in the comparative period presented for year ended March 31, 2019.
2	MSSL Standalone ex-DWH Business	<ul style="list-style-type: none"> The Company has prepared the financial information of MSSL Standalone excluding DWH Business from the audited financial statement of MSSL Standalone for the year ended March 31, 2020 and March 31, 2019 after excluding the special purpose financial information of DWH Business referred as above in para 1. This financial information have been adjusted to incorporate the impact of Inter Division adjustments. Statutory Auditors carried out the procedures agreed by the management on said financial information for the years stated above. The Proforma financial information have been prepared by the management using information extracted from above referred financial information on which statutory auditors have performed the procedures agreed by the management for the year ended March 31, 2020 and March 31, 2019. Additionally, below stated adjustments have been carried out by the management : <ul style="list-style-type: none"> Management related service income & income from leases from DWH for the year ended March 31, 2020 and March 31, 2019 and Accounting change arising from application of Ind AS 116 on "Leases", issued by the Institute of Chartered Accountants of India applicable w.e.f April 01, 2019 has been adjusted in the comparative period presented for year ended March 31, 2019.
3	MSSL Consolidated ex-DWH Business	<ul style="list-style-type: none"> The Company has prepared the financial information of MSSL Consolidated excluding DWH Business from the audited financial statement of MSSL Consolidated for the year ended March 31, 2020 and March 31, 2019 after excluding the special purpose financial information of DWH Business referred as above in para 1. This financial information have been adjusted to incorporate the impact of Inter Division adjustments. Statutory Auditors carried out the procedures agreed by the management on said financial information for the years stated above. The Proforma financial information have been prepared by the management using information extracted from above referred financial information on which statutory auditors have performed the procedures agreed by the management for the year ended March 31, 2020 and March 31, 2019. Additionally, below stated adjustments have been carried out by the management : <ul style="list-style-type: none"> Management related service income and income from leases from DWH for the year ended March 31, 2020 and March 31, 2019 and Accounting change arising from application of Ind AS 116 on "Leases", issued by the Institute of Chartered Accountants of India applicable w.e.f April 01, 2019 has been adjusted in the comparative period presented for year ended March 31, 2019.

Appendix VII: Procedure followed to arrive at Proforma financials outlined in Slide No. 30 and 42 (2/2)

S.No	Entity	Procedure Followed
4	SAMIL	<ul style="list-style-type: none"> The Company has prepared the combined/carve-out financial information of SAMIL in accordance with Guidance Note on “Combined and Carve-out Financial Information” issued by Institute of Chartered Accountants of India (“GN”) for the years ended March 31, 2020 and March 31, 2019. The combined/carve-out financial information includes the financial information of entities acquired & excludes the financial information of entities disposed off in accordance with the overall objective of business realignment. Statutory Auditors carried out the procedures agreed by the management on the combined/carve-out financial information for the years stated above. The Proforma financial information have been prepared by the management using information extracted from above referred financial information on which statutory auditors have performed the procedures agreed by the management for the year ended March 31, 2020 and March 31, 2019. Additionally, below stated adjustments have been carried out by the management : <ul style="list-style-type: none"> – Consultancy business adjustment for the year ended March 31, 2020 and March 31, 2019 and – Accounting change arising from application of Ind AS 116 on “Leases”, issued by the Institute of Chartered Accountants of India applicable w.e.f April 01, 2019 has been adjusted in the comparative period presented for year ended March 31, 2019. – Accounting for Invenzen (MI-XIAB) which is considered as a subsidiary w.e.f April 01, 2019, accordingly, for Proforma purposes it has been so considered effective April 01, 2018 with resultant adjustments in both the periods.
5	MSSL Consolidated ex-DWH Business + SAMIL (Post Scheme)	<ul style="list-style-type: none"> Financials for March 31, 2020 and March 31, 2019 outlined above for MSSL Consolidated ex-DWH Business and SAMIL were consolidated and management adjustments such as inter-divisions eliminations, consolidation adjustments, share of profits for DWH Business and adjustment to share of profit/(loss) allocated to non-controlling shareholders such as SMRP BV, Motherson Sumi Infotech & Designs Limited were made to arrive at the proforma financials. No adjustments have been done for accounting of the scheme such as fair valuation of investments, purchase price allocation etc., the accounting treatment for which is described in the scheme

Appendix VIII: Business Consolidation through Reorganization

	MSSL	MSSL ex DWH	SAMIL#	Post Reorg
Domestic Wiring Harness Business	<ul style="list-style-type: none"> 100% 	<ul style="list-style-type: none"> Nil 	<ul style="list-style-type: none"> 33.4% 	<ul style="list-style-type: none"> 33.4%
SMRPBV	<ul style="list-style-type: none"> 51% 	<ul style="list-style-type: none"> 51% 	<ul style="list-style-type: none"> 33.4% of 51% + 49% = 66% 	<ul style="list-style-type: none"> 100%
MSSL businesses excluding DWH & SMRPBV stake (e.g. Standalone ex DWH, PKC, MWSI etc.)	<ul style="list-style-type: none"> 100% 	<ul style="list-style-type: none"> 100% 	<ul style="list-style-type: none"> 33.4% 	<ul style="list-style-type: none"> 100%
JVs / subsidiaries with aggregate adj revenue and EBITDA of ~2,800cr and 360cr+	<ul style="list-style-type: none"> Nil 	<ul style="list-style-type: none"> Nil 	<ul style="list-style-type: none"> 100% 	<ul style="list-style-type: none"> 100%

Refers to current SAMIL

3,158 Min Shares

3,158 Mn shares ; In addition
3,158 Mn Shares of DWH issued
to all MSSL Shareholders

474 Min Shares

4,518 Min Shares

Appendix IX: SAMIL# (ex MSSL ex SMRP BV) Financials Overview – FY20

INR mn

Revenues			EBITDA			Net Debt [^]		
Aggregate	Prop.	Consol.	Aggregate	Prop. ¹	Consol.	Aggregate	Prop.	Consol.
28,000	20,437	12,863	3,600+	2,520	1,263	11,923	11,631	11,147

Significant profitability in SAMIL# ex MSSL ex SMRP BV in unconsolidated JVs/Associates

1. Only Unconsolidated JVs have been proportionately considered; # Refers to current SAMIL ; ^ 1.Adjusted for Intercompany deposit of EUR 25.5 MN in FY 20 given to SMGHL

Appendix X: Sourcing & Services Arrangements Post Demerger – Impact Analysis

Cost Details	Not exceeding % of revenue	Currently Included Under	Impact
<ul style="list-style-type: none"> Software, IT related costs, Common group support functions (such as legal , taxation, etc), rent and maintenance related costs of corporate tower office of WHD etc. 	2.0%	Respective heads such as software charges, professional services, repairs etc.	NO IMPACT
<ul style="list-style-type: none"> Tooling / PED 	0.7%	Consumables, repairs	NO IMPACT
<ul style="list-style-type: none"> Common related to functions such as engineering and design services, production engineering finance, purchase, logistics, HR, Treasury etc 	2.9%	Reported under employee costs, other employee related heads	NO IMPACT, allocation from MSSL*
Sub Total (A)	5.5%		
<ul style="list-style-type: none"> Royalty and management fees (B) 	2.0%	Equivalent to Royalty	50% Incremental
<ul style="list-style-type: none"> Rentals (C) 	1.3%		Incremental for DWH but Nil for Overall Group
<ul style="list-style-type: none"> Contingencies (D) 	0.7%~1.0%		NO IMPACT
Reported (E=A+B+C+D)	~9.5%		

*Name of MSSL will be changed to SAMIL; **Please note that the above have already been considered in the proforma historical financials of DWH**

Transaction Advisors

Financial Advisors and Fairness Opinion Providers

For MSSL

For SAMIL



Tax Advisors



Legal Advisors



Valuation Advisors



Financial & Legal Diligence Advisors



Real Estate Advisor



Glossary

CAGR	Compound Annual Growth Rate
CKM	Calsonic Kansei Motherson Auto Products Pvt. Ltd.
CTM	CTM India Ltd.
CV	Commercial Vehicle
DWH	Domestic Wiring Harness
EBIT	Earnings before Interest and Tax
EBITDA	Earnings before Interest, Tax, Depreciation & Amortization
EPS	Earnings Per Share
EV	Enterprise Value
EV / EBITDA	Enterprise Value over Earnings before Interest, Tax, Depreciation & Amortization
FMCEL	Fritzmeier Motherson Cabin Engineering Pvt. Ltd.
ICDR	Issue of Capital and Disclosure Requirements
ICT	Inter-Company Transactions
IDT	Inter Divisional Transfer
IPO	Initial Public Offer
JV	Joint Venture
KIML	Kyungshin Industrial Motherson Pvt. Ltd.
MAE	Motherson Automotive Elastomers
MAL	Motherson Auto Ltd.
MATA	Motherson Air Travel Agencies Ltd.
MATE	Motherson Automotive Technologies & Engineering

MIND	Motherson Sumi Infotech and Designs Ltd.
MMLI	Marelli Motherson Automotive Lighting India Pvt. Ltd.
MMSA	Magneti Marelli Motherson Shock Absorbers India Pvt. Ltd.
MSGI	MS Global India Automotive Pvt. Ltd.
MSSL	Motherson Sumi Systems Ltd.
MTTL	Motherson Techno Tools Ltd.
NBHX	Ningbo Huaxiang Electronic Co., Ltd.
NCLT	National Company Law Tribunal
OEM	Original Equipment Manufacturer
PAT	Profit After Tax
PKC	PKC Group Plc.
PV	Passenger Vehicle
ROC	Registrar of Companies
ROCE	Return on Capital Employed
SAMIL	Samvardhana Motherson International Ltd.
SMISL	Samvardhana Motherson Innovative Solutions Ltd.
SMP	Samvardhana Motherson Peguform
SMR	Samvardhana Motherson Reflectec
SMRC	Samvardhana Motherson Reydel Companies
SMRPBV	Samvardhana Motherson Automotive Systems Group BV
SWS	Sumitomo Wiring Systems Ltd.



Thank you.

© **Motherson** All rights reserved by Motherson and/or its affiliated companies. Any commercial use hereof, especially any transfer and/or copying hereof, is prohibited without the prior written consent of Motherson and/or its affiliated companies. In case of transfer of information containing know-how for which copyright or any other intellectual property right protection may be afforded, Motherson and/or its affiliated companies reserve all rights to any such grant of copyright protection and/or grant of intellectual property right protection. www.motherson.com

Proud to be part of samvardhana **motherson** 