

IN THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION CA(CAA)_____/MB/2020

In the matter of the Companies Act, 2013;

And

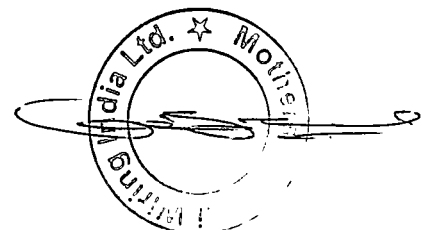
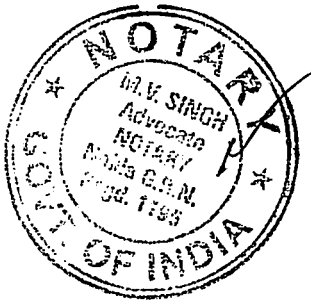
In the matter of Application under Sections
230 - 232 and other applicable provisions of
the Companies Act, 2013 read with
Companies (Compromises, Arrangements
and Amalgamations) Rules, 2016;

And

In the matter of Motherson Sumi Systems
Limited

(CIN: L34300MH1986PLC284510), a
company incorporated under the Companies
Act, 1956 and having its registered office at
Unit 705, C Wing, One BKC, G Block,
Bandra Kurla Complex, Mumbai 400 051,
Maharashtra;

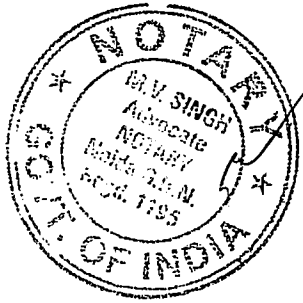
And



In the matter of Samvardhana Motherson International Limited (CIN: U74900MH2004PLC287011), a company incorporated under the Companies Act, 1956 and having its registered office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051;

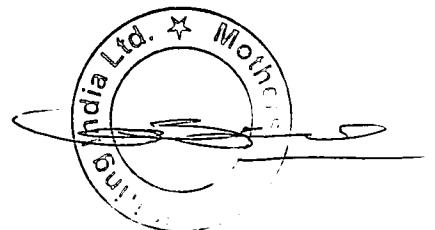
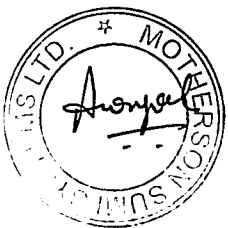
And

In the matter of Motherson Sumi Wiring India Limited (CIN: U29306MH2020PLC341326), a company incorporated under the Companies Act, 2013 and having its registered office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra;



Motherson Sumi Systems Limited)
(CIN: L34300MH1986PLC284510),)
having its registered office at Unit 705, C)
Wing, One BKC, G Block, Bandra Kurla)

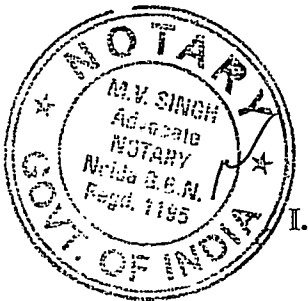
...Applicant Company 1/
Transferor Company /



Complex, Mumbai 400 051, Maharashtra) Amalgamated Company

Samvardhana Motherson International)
 Limited (CIN:) ...Applicant Company 2/
 U74900MH2004PLC287011), having its) Amalgamating Company
 registered office at Unit 705, C Wing, One)
 BKC, G Block, Bandra Kurla Complex,)
 Mumbai 400 051

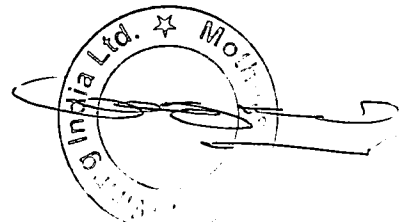
Motherson Sumi Wiring India Limited)
 (CIN: U29306MH2020PLC341326),) ...Applicant Company 3/
 having its registered office at Unit 705, C) Resulting Company
 Wing, One BKC, G Block, Bandra Kurla)
 Complex, Mumbai 400 051, Maharashtra)



I. Details of Company Scheme Application:

(a) Particulars of the Applicant Company 1 / Transferor

Company / Amalgamated Company:



[i] Name of the Applicant : Motherson Sumi Systems
Company 1 / Transferor Limited;
Company / Amalgamated L34300MH1986PLC284510
Company & Company
Identification Number
(CIN)

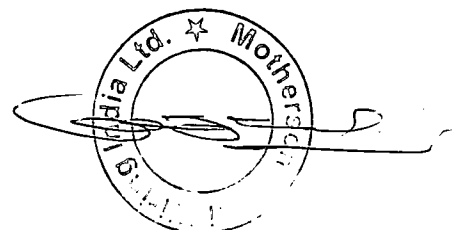
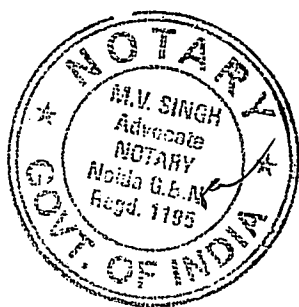
[ii] Address of Registered : Unit 705, C Wing, One BKC,
Office G Block, Bandra Kurla
Complex, Mumbai 400 051,
Maharashtra

(b) Particulars of Applicant Company 2/ Amalgamating

Company:

[i] Name of the Applicant : Samvardhana Motherson
Company 2/ Amalgamating International Limited;
Company & Company U74900MH2004PLC287011
Identification Number
(CIN)

[ii] Address of Registered : Unit 705, C Wing, One BKC,
Office G Block, Bandra Kurla
Complex, Mumbai 400 051,

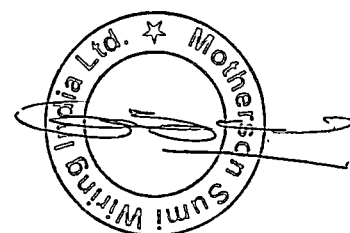
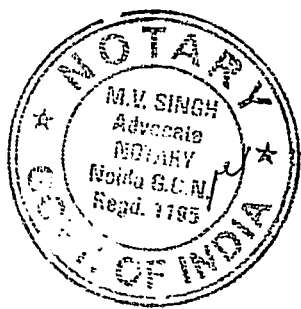


Maharashtra

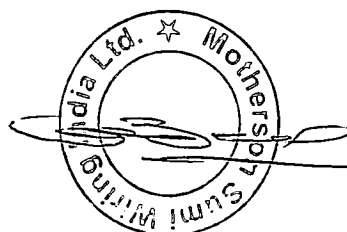
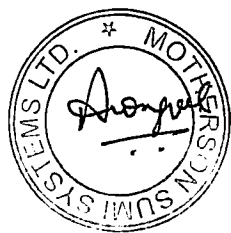
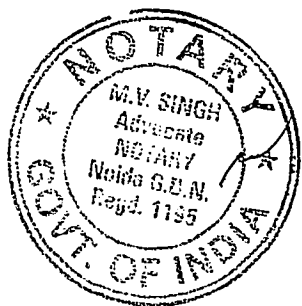
(c) Particulars of the Applicant Company 3/ ResultingCompany:

- [i] Name of the Applicant : Motherson Sumi Wiring
Company 3/ Resulting India Limited;
Company & Company U29306MH2020PLC341326
Identification Number
(CIN)
- [ii] Address of Registered : Unit 705, C Wing, One BKC,
Office G Block, Bandra Kurla
Complex, Mumbai 400 051,
Maharashtra

- (d) The Applicant Company 1, Applicant Company 2 and Applicant Company 3 (collectively referred to as the "Applicant Companies"), have jointly filed this Company Scheme Application seeking directions from this Hon'ble Tribunal for convening and holding meeting of the equity shareholders of the Applicant Company 1 and Applicant Company 2 and dispensation from convening and holding meeting of the equity shareholders of Applicant Company 3 with respect to the Composite Scheme of Amalgamation and



Arrangement among Motherson Sumi Systems Limited (“Applicant Company 1” or “Transferor Company” or “Amalgamated Company”), Samvardhana Motherson International Limited (“Applicant Company 2” or “Amalgamating Company”) and Motherson Sumi Wiring India Limited (“Applicant Company 3” or “Resulting Company”) and their respective shareholders (“Scheme” or the “Composite Scheme of Arrangement”), as more particularly set out herein. By the present Company Scheme Application, the Applicant Companies are also seeking directions from this Hon’ble Tribunal that: (i) convening and holding meeting of the secured creditors of Applicant Company 1 and Applicant Company 2 and secured debenture holders of Applicant Company 1 and Applicant Company 2 is not required *inter alia* on the grounds that under the Scheme, there is no compromise proposed with any of the secured creditors/ secured debenture holders, nor is any liability of the secured creditors/ secured debenture holders of Applicant Company 1 and Applicant Company 2 proposed to be reduced or extinguished, (ii) convening and holding meeting of the unsecured creditors of Applicant Company 1 and Applicant Company 3 and unsecured debenture holders of Applicant

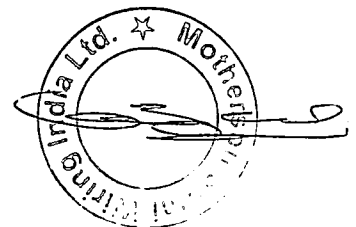
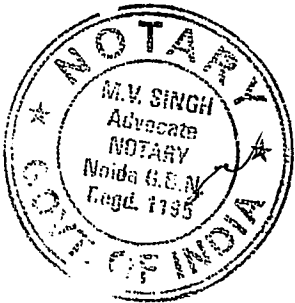


Company 1 is not required *inter alia* on the grounds that under the Scheme, there is no compromise proposed with any of the unsecured creditors/ unsecured debenture holders, nor is any liability of the unsecured creditors/ unsecured debenture holders of Applicant Company 1 and Applicant Company 3 proposed to be reduced or extinguished, (iii) convening and holding meeting of the unsecured creditors of Applicant Company 2 is not required on the grounds that there are no unsecured creditors of Applicant Company 2, and (iv) convening and holding meeting of the secured creditors of Applicant Company 3 is not required on the grounds that there are no secured creditors of Applicant Company 3. Hereto annexed and marked as ANNEXURE "A" is a copy of the proposed Scheme.

II. Jurisdiction of the Bench

The Applicant Companies have their registered offices as set out in the cause title above in Mumbai, Maharashtra. The Applicant Companies therefore declare that the subject matter of the Company Scheme Application is within the jurisdiction of the Bench.

III. Limitation:

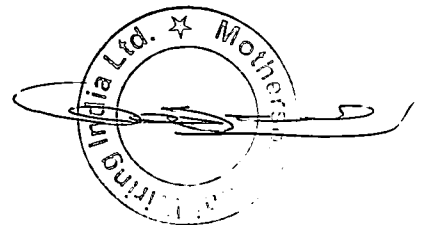
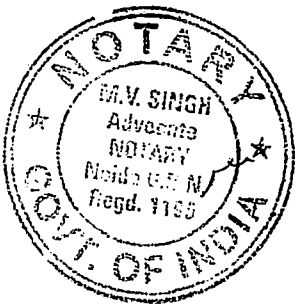


The Applicant Companies further declare that the Company Scheme Application does not have any time stipulated under the Companies Act, 2013 (hereinafter referred to as the “Act”) within which the same is required to be filed.

IV. Facts of the case are given below:

Applicant Companies

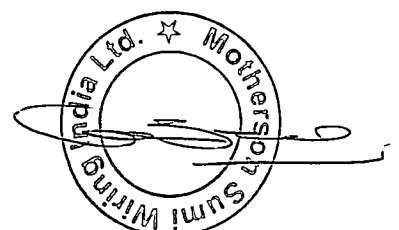
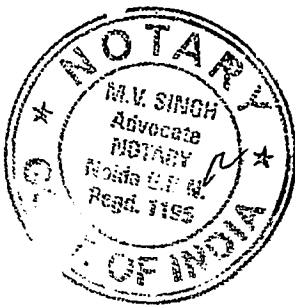
1. Applicant Company 1 was incorporated on December 19, 1986 in New Delhi under the provisions of Companies Act, 1956 by way of certificate of incorporation issued by the Registrar of Companies, Delhi & Haryana. Consequent to shifting of registered office from New Delhi to the State of Maharashtra, a fresh certificate of incorporation dated August 5, 2016 was issued by Registrar of Companies, Mumbai.
2. Applicant Company 1 is a multi-business corporate that is a specialised full-system solutions provider and caters to a diverse range of customers in the automotive and other industries across Asia, Europe, North America, South America, Australia and Africa. The Applicant Company 1 is, directly and through its subsidiaries and joint venture companies, engaged in the business of manufacturing of automotive components, *inter alia*, wiring



harness, manufacturing of vision system, manufacturing of moulded and polymer products etc.

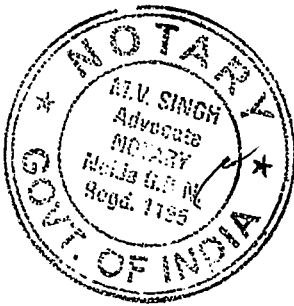
3. The objects for which the Applicant Company 1 has been established are set out in Clause III (A) 1 to 3 of its Memorandum of Association. The relevant objects are set out hereunder:

- *To carry on the business of manufacturing, fabrication, assembling and dealing in Wiring Harness and other parts of all kinds and description, automotive and other parts, mining equipment, tool, springs, fittings, head lamps, sealed beam component parts, spare parts, accessories and fittings of all kinds for the said articles of P.V.C., Polypropylene, P.F. Resin or other man-made chemicals, electrical wires, switch controls and other engineering items for automobiles or any other application as required.*
- *To design, prototype manufacture, process, prepare, press, vulcanise, repair, retread, export, import, purchase, sell and to carry on business of moulding of plastic and/or any other polymer parts and assembly thereof, diecasting of components and the assembly thereof of automobiles or any other any application as required, metal sheet pressing for making clips, moulds and other parts for automobiles or any other application as required, P.V.C., Polythene. P.F. Resin*



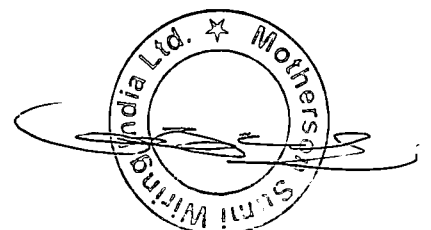
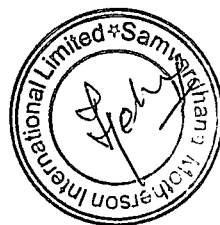
parts, moulding and dealing in the same for different types of vehicles or for any other application and repair materials and other articles and appliances made with or from natural or synthetic rubber, its compounds, substitutes, Indian rubber or the same in combination with any metallic or non metallic substances, vulcanised leather, rayon, Hessian or plastic or products in which rubber, rayon Hessian or other plastic is used.

- *To carry on the business of hirers, repairers, cleaners and storers of motor cars, motor cycles, mopeds, scooters, motor boats, motor launches, motor buses, motor lorries, aeroplanes, seaplanes, gliders, tractors and other conveyances of all descriptions whether propelled or assisted by means of petrol, spirit, diesel, steam, gas, electricity, animal, atomic or other power and of engine chassis, bodies and other things used for or in connection with the above mentioned business.*



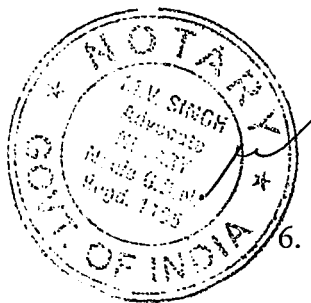
Hereto annexed and marked as ANNEXURE "B" is a certified true copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company 1, as amended up to date.

4. The authorised, issued, subscribed and paid-up share capital of the Applicant Company 1 as on September 30, 2020 is as under:

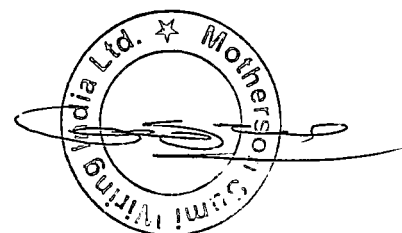


Share Capital:	Amount in Rs.
Authorised Capital	
605,00,00,000 Equity Shares of Re. 1 each	605,00,00,000
2,50,00,00,000 preference shares of Rs. 10 each	25,00,00,000
Total	630,00,00,000
Issued, Subscribed and Paid-up Share Capital:	
315,79,34,237 Equity Shares of Re. 1 each	315,79,34,237
Total	315,79,34,237

5. Hereto annexed and marked as ANNEXURE "C-1" is a certified true copy of the audited financial statements of the Applicant Company 1 as on March 31, 2020. Hereto annexed and marked as ANNEXURE "C-2" is a certified true copy of the limited review financial statements of the Applicant Company 1 as on June 30, 2020. There has been no material change in the above-mentioned capital structure of the Applicant Company 1 as on date.

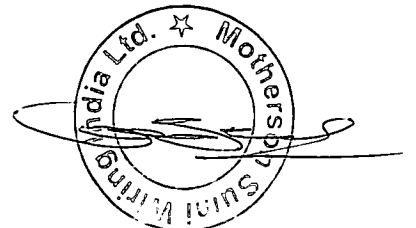
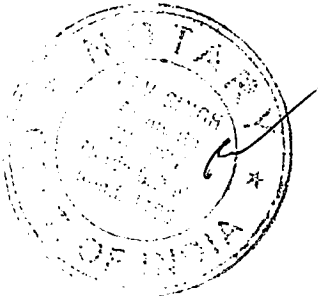


6. The shares of Applicant Company 1 are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Pursuant to the Securities Exchange Board of India ("SEBI")

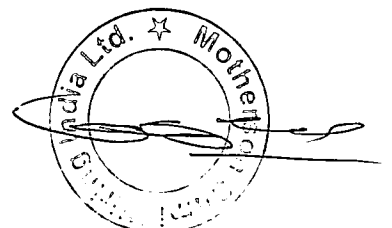
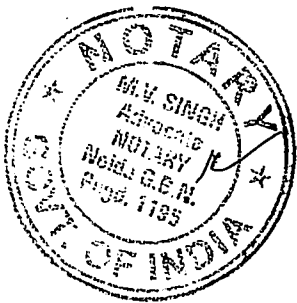


circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time (“SEBI Circular”) read with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), Applicant Company 1 had applied to BSE and NSE for their “Observation Letter” / “No Objection Letter” to file the Scheme for sanction of the Hon’ble Tribunal. BSE by its letter dated December 4, 2020 and NSE by its letter dated December 7, 2020, have respectively given their “No Objection Letter” letters to Applicant Company 1, to file the Scheme with the Hon’ble Tribunal. The BSE and NSE, while conveying their ‘No Objection’ *vide* their respective letters to Applicant Company 1 to file the draft Scheme before this Hon’ble Tribunal and have made the following observations:

- (a) *The Company shall ensure to brings to the notice of NCLT that the scheme, inter-alia, envisages amalgamation of a RBI registered entity (Samvardhana Motherson International Limited) into a listed entity and therefore may require comments from RBI before deciding on the same.*
- (b) *The Company shall ensure to brings to the notice of shareholders the pricing of preferential issue.*
- (c) *The Company shall duly comply with various provisions of the Circular.*



- (d) *The Company shall ensure that the financials of the companies involved in the scheme is updated and are not more than 6 months old.*
- (e) *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*
- (f) *The Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange and from the date of the receipt of this letter is displayed on the website of the listed company.*
- (g) *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- (h) *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under Section 230(5) of*

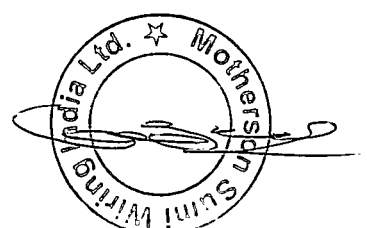
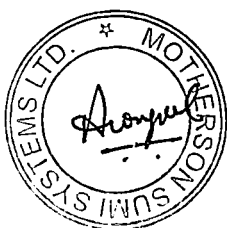
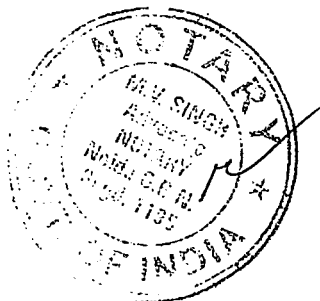


Companies Act, 2013 to SEBI again for its comments/ observation/ representations.

Hereto annexed and marked as ANNEXURE "D-1" is a certified true copy of the letter dated December 4, 2020 from BSE and hereto annexed and marked as ANNEXURE "D-2" is a certified true copy of the letter dated December 7, 2020 from NSE. A certified true copy of the Complaints Report dated October 5, 2020 as submitted to BSE and a certified true copy of the Complaints Report dated October 5, 2020 as submitted to NSE, as per the SEBI Circular, is annexed hereto and marked as ANNEXURE "E-1" and ANNEXURE "E-2". Further, as on the date of filing this Company Scheme Application, the Applicant Company 1 has not received any complaints.

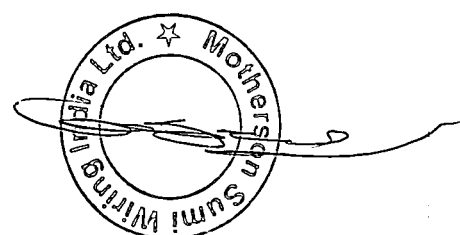
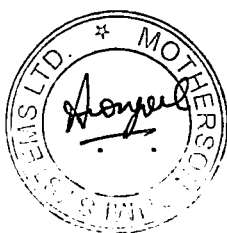
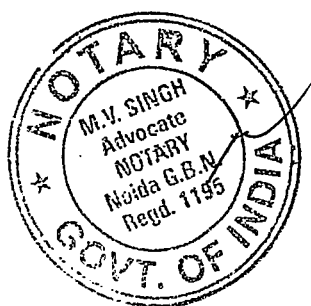
7. Applicant Company 1 has 2 (two) sets of debentures that are listed on the BSE i.e. (a) unsecured, non-convertible debentures having a face value of INR 10,00,000 each and having a coupon rate of 6.65% bearing ISIN No. INE775A08048, and (b) secured, non-convertible debentures having a face value of INR 10,00,000 each and having a coupon rate of 7.84% bearing ISIN No. INE775A07016.

8. Applicant. Company 2 was incorporated on December 9, 2004 in New Delhi under the provisions of the Companies Act, 1956 in the



name and style of “Samvardhana Motherson Finance Limited”, the name of Applicant Company 2 was changed to “Samvardhana Motherson International Limited” pursuant to fresh Certificate of Incorporation issued consequent to change of name dated October 25, 2012 issued by Registrar of the Companies, National Capital Territory of Delhi and Haryana. Consequent to shifting of registered office from New Delhi to the State of Maharashtra, a fresh certificate of incorporation dated October 12, 2016 was issued by Registrar of Companies, Mumbai.

9. Applicant Company 2, through its subsidiaries and joint venture companies, is *inter alia* engaged in the business of product manufacturing of certain automotive components, including automotive rear-view mirrors, moulded plastic parts and assemblies, extruded and injection moulding tools and components, moulded and extruded rubber components, interior and exterior polymer modules, automotive modules, air intake manifolds, pedal box assemblies, heating ventilating and air conditioning (HVAC) systems for vehicles, cabins for off-highway vehicles, machined metal products, cutting tools, aluminium die casted products, sheet metal parts, sintered metal parts, thin film coating metals and IT services. The Applicant Company 2 holds 33.43% of Applicant Company 1 as on September 30, 2020.

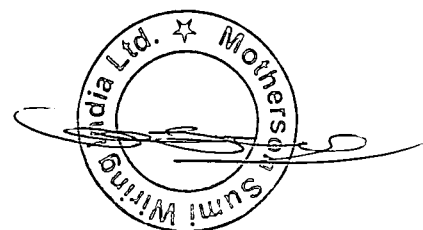
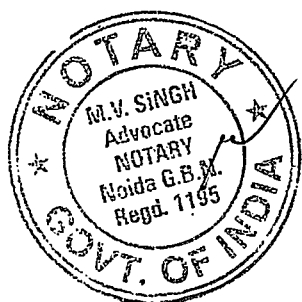


10. The objects for which the Applicant Company 2 has been established are set out in Clause III (A) 1 to 2 of its Memorandum of Association. The relevant objects are set out hereunder:

- *To carry on the business of a holding company for establishing subsidiaries, making majority or minority investment, and/or to promoter technical collaborations in companies operating in any kind of activity and in specific by not limited to investment in entities engaged in the auto components or related sectors.*
- *To provide Management Consultancy Services related to supervisory, administrative, training, managerial, technical, consultancy, marketing, procurement, accounting, legal, communication, personnel to companies in which investment has been made by the Company and/or by any of its related/ affiliate/ associate companies.*

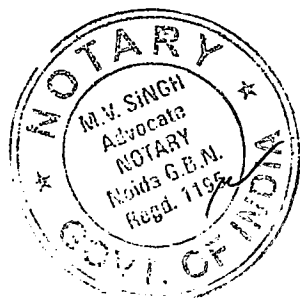
Hereto annexed and marked as ANNEXURE "F" is a certified true copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company 2, as amended up to date.

11. The authorised, issued, subscribed and paid-up share capital of the Applicant Company 2 as on September 30, 2020 is as under:

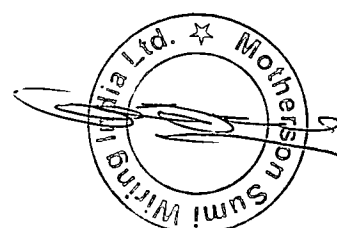


Share Capital	Amount in Rs.
Authorised Capital	
90,00,00,000 Equity Shares of Rs. 10 each	900,00,00,000
Total	900,00,00,000
Issued, Subscribed and Paid-up Share Capital	
47,36,13,855 Equity Shares of Rs. 10 each	473,61,38,550
Total	473,61,38,550

12. Hereto annexed and marked as ANNEXURE "G-1" is a certified true copy of the financial statement of the Applicant Company 2 as on March 31, 2020. Hereto annexed and marked as ANNEXURE "G-2" is a certified true copy of the management certified financial statement of the Applicant Company 2 as on June 30, 2020. There has been no material change in the above-mentioned capital structure of the Applicant Company 2 as on date.



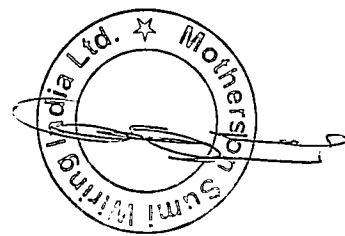
13. Applicant Company 2 is registered with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934 to carry on the business of a non-deposit taking core investment company ("CIC") vide certificate of registration bearing reference number N-13.02168 dated March 17, 2017 (issued in lieu



of certificate of registration number N-14.03309 dated September 11, 2014) Applicant Company 2 *vide* letter dated July 31, 2020 has made an intimation to the RBI in relation to the Scheme (“**RBI Intimation Letter**”). Subsequently, the RBI *vide* email dated August 17, 2020 (“**RBI Email**”) requested details of the proposed amalgamation of Applicant Company 2 with Applicant Company 1 pursuant to the Scheme and eligibility and continuation of the surviving Amalgamated Company as a CIC. Applicant Company 2 responded to RBI’s Email by way of its response dated September 3, 2020. Hereto annexed and marked as ANNEXURE “H-1” is a certified true copy of the RBI Intimation Letter. Hereto annexed and marked as ANNEXURE “H-2” and ANNEXURE “H-3” are the certified true copies of the RBI Email and the response thereto of Applicant Company 2, respectively.

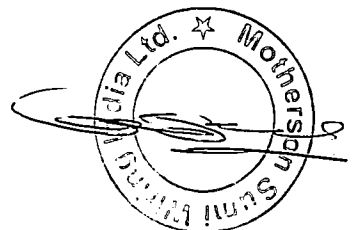
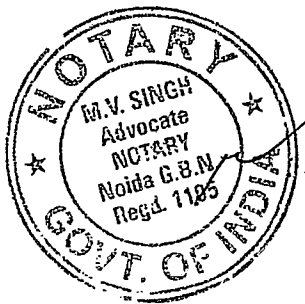
14. Applicant Company 2 has secured, non-convertible debentures that are listed on the BSE having a face value of INR 1,00,00,000 each and having a coupon rate of 9.75% bearing ISIN No. INE750H07139.

15. Applicant Company 3 was incorporated on July 2, 2020 in the State of Maharashtra under the provisions of the Act pursuant to certificate of incorporation dated July 3, 2020 issued by Registrar of the Companies, Mumbai.

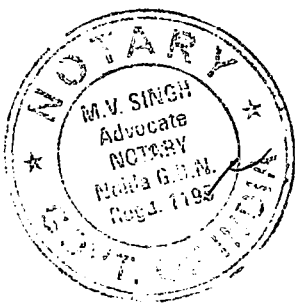


16. Applicant Company 3 is a newly incorporated wholly owned subsidiary of the Applicant Company 1 and does not undertake any business as on date.
17. The objects for which the Applicant Company 3 has been established are set out in Clause III (A) 1 to 3 of its Memorandum of Association. The relevant objects are set out hereunder:

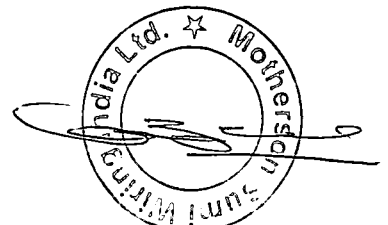
- *To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and otherwise deal in Wiring Harness of every kind and description, component and parts thereof, electrical parts and electronic parts, spare parts, accessories, tools, implements, materials and products thereof, including for the automobiles or any other application(s), within India.*
- *To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and otherwise deal in all kinds and description of parts, automotive and other parts, mining equipment, tool, springs, fittings, head lamps, sealed beam component parts, spare parts, accessories and fittings of all kinds, including for automobiles or any other application(s), within India.*



- *To own, develop, purchase or by any other means acquire and protect, prolong and renew any patents, trademarks, rights (including intellectual property rights), brevets, inventions, licenses, protections, concessions or any other such right which may appear likely to be advantageous or useful to the Company and to spend money directly or indirectly in carrying out research and development activities, experimenting upon, testing and improving or seeking to improve any patent, inventions, or rights (including intellectual property rights), licenses, protections, concessions or any other such right which the Company may develop, get developed, acquire or propose to acquire and to use, turn to account, manufacture under, exploit, grant license, sublicenses, concessions, right to use, privileges or enter into such other arrangements, for consideration or otherwise, in respect of aforesaid patents, trademarks, right (including intellectual property rights), brevets, inventions, licenses, protections, concessions or any other such right.*



Hereto annexed and marked as ANNEXURE "I" is a certified true copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company 3, as amended up to date.

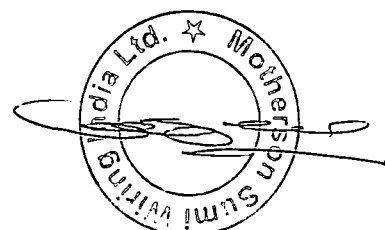
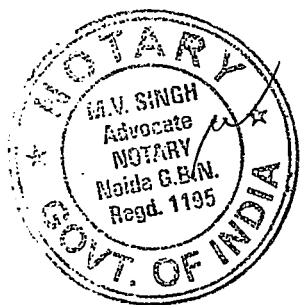


18. The authorised, issued, subscribed and paid-up share capital of the Applicant Company 3 as on September 30, 2020 is as under:

Share Capital	Amount in Rs.
Authorised Capital	
33,00,00,000 Equity Shares of Re. 1 each	33,00,00,000
Total	33,00,00,000
Issued, Subscribed and Paid-up Share Capital	
5,00,000 Equity Shares of Re. 1 each	5,00,000
Total	5,00,000

The entire paid-up capital of Applicant Company 3, comprising of 5,00,000 equity shares of Rs. 1 each is held by Applicant Company 1.

19. The Applicant Company 3 was incorporated on July 2, 2020 as a wholly-owned subsidiary of the Applicant Company 1. The first financial year of the Applicant Company 3 has commenced from the date of its incorporation, i.e. from July 2, 2020 and shall end on March 31, 2021. Therefore, the annual audited account of the Applicant Company 3 is currently unavailable. Hereto annexed and

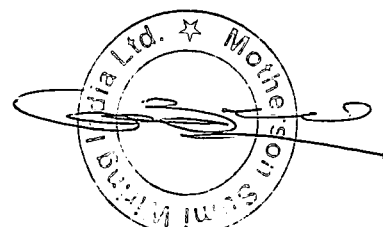
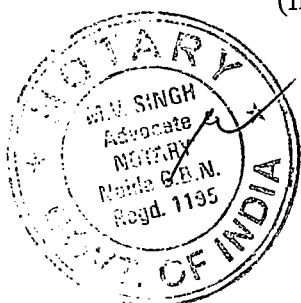


marked as ANNEXURE "J" is the audited financials of the Applicant Company 3 as on September 30, 2020.

Scheme

20. The Composite Scheme of Amalgamation and Arrangement among the Applicant Companies provides for the following. All capitalized terms used under Paragraphs 20, 21 and 23 shall, unless specifically defined herein, have the meaning prescribed under the Scheme.

- (i) Demerger of DWH Undertaking from the Transferor Company into the Resulting Company, in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") and in compliance with Section 2(19AA) of the Income Tax Act, 1961 ("IT Act"). Further, upon Section I of the Scheme becoming effective, the Resulting Company shall issue and allot equity shares to the shareholders of the Transferor Company as on the Record Date 1, as per the Demerger Share Entitlement Ratio;
- (ii) Amalgamation of Amalgamating Company (being an entity registered with the RBI under Section 45-IA of the Reserve Bank of India Act, 1934, as a CIC) into and with Amalgamated Company, by absorption, in accordance with Sections 230 to 232 and other applicable provisions of the Act and in compliance with Section 2(19AA) of the IT Act,



subsequent to the completion of the demerger referred to in (i) above. Further, upon Section II of the Scheme becoming effective, the Amalgamated Company shall issue and allot equity shares to the shareholders of the Amalgamating Company as on the Record Date 2 as per the Merger Share Exchange Ratio; and

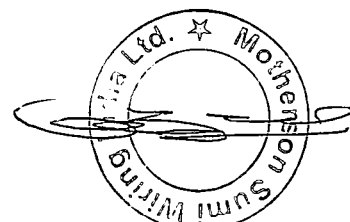
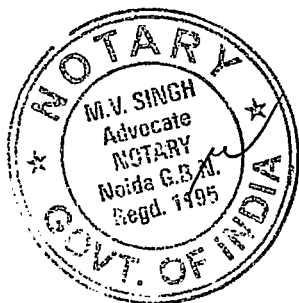
- (iii) After the effectiveness of the Scheme:
- (a) Entire share capital of the Resulting Company, issued as consideration for the demerger, will be listed on the Stock Exchanges in accordance with the SEBI Circular; and
- (b) The equity shares issued by the Amalgamated Company to the shareholders of the Amalgamating Company, as consideration for the amalgamation, will be listed on the Stock Exchanges.

21. The salient features of the Scheme are as under:

- (i) Appointed Date:

“Appointed Date 1” in respect of the transfer of the DWH Undertaking from the Transferor Company to the Resulting Company means April 1, 2021;

“Appointed Date 2” in respect of amalgamation of the



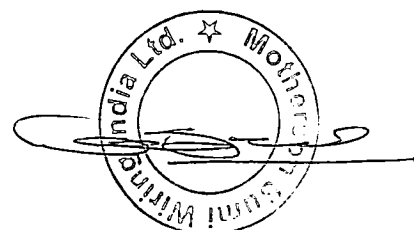
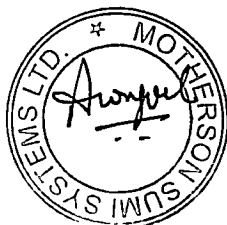
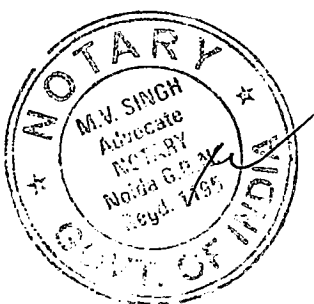
Amalgamating Company to the Amalgamated Company means the Effective Date 2.

“Effective Date 2” means the date one day after the date on which the last of the conditions and matters referred to in Clause 3.2 in Section III of the Scheme have been fulfilled, obtained or waived, as applicable, including Section I of the Scheme having become effective in accordance with its terms.

(ii) *Demerger of DWH Undertaking from Transferor Company into Resulting Company:*

(a) *Upon the Scheme becoming effective and with effect from Appointed Date 1, all the assets and liabilities of DWH Undertaking will stand transferred to and vested in Resulting Company as a going concern.*

(b) *Preference share capital of the Transferor Company shall be reclassified into equity share capital of the Transferor Company, subsequent to which a portion of the authorised share capital of the Transferor Company, amounting to Rs. 300,00,00,000 shall stand transferred/ added to and be merged with authorised share capital of Resulting Company, without liability*

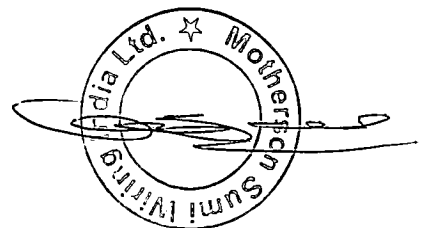
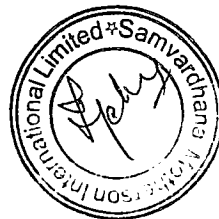
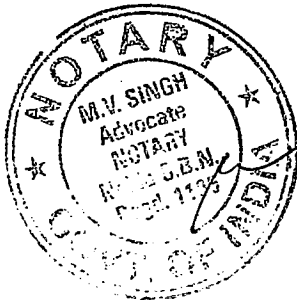


for payment of additional fees or stamp duty.

- (c) *Upon the Scheme becoming effective, the shareholders of Transferor Company, as of the Record Date 1, will be entitled to receive equity shares of Resulting Company in the ratio of 1 (equity share of Resulting Company) : 1 (equity shares of Transferor Company), to be issued and allotted ("**Demerger Share Entitlement Ratio**"). Simultaneously with such issuance, the existing issued and paid up equity share capital of the Resulting Company, as held by the Transferor Company and its nominees, shall stand automatically cancelled.*
- (d) *Post effectiveness of the Scheme, equity shares of Resulting Company shall be listed and admitted for trading on the Stock Exchanges.*

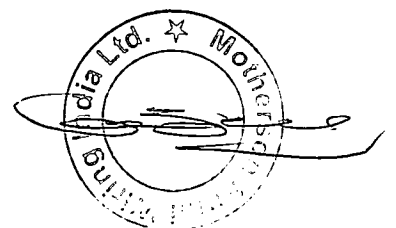
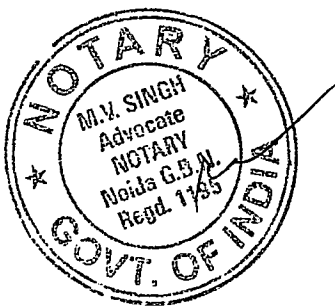
(iii) *Amalgamation of Amalgamating Company with Amalgamated Company:*

- (a) *Upon the Scheme becoming effective and with effect from Appointed Date 2, after demerger of DWH Undertaking, the Amalgamating Company along with all its properties, assets, rights, benefits and interests*



therein, shall stand transferred to and vested in the Amalgamated Company as a going concern.

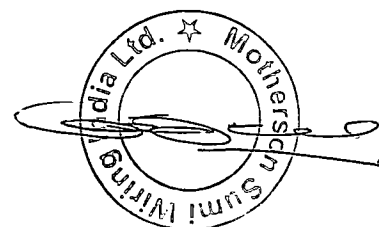
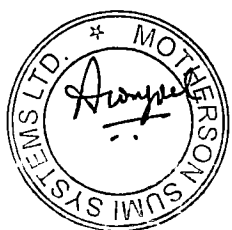
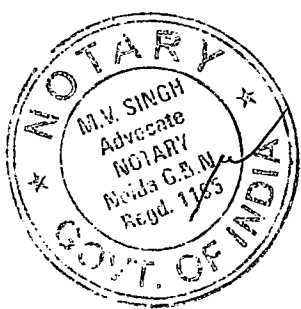
- (b) *The authorised share capital of the Amalgamating Company, shall stand transferred/ added to and be merged with authorised share capital of Amalgamated Company, without liability for payment of additional fees or stamp duty.*
- (c) *Upon the Scheme becoming effective, shareholders of the Amalgamating Company as of the Record Date 2, shall be entitled to receive equity shares of Amalgamated Company in the ratio 51 (equity shares of Amalgamated Company) : 10 (equity shares of Amalgamating Company), to be issued and allotted.*
- (d) *Simultaneously, the existing issued and paid up equity shares of the Amalgamated Company, as held by the Amalgamating Company or its nominees shall be automatically cancelled.*
- (e) *Upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up.*
- (f) *Post effectiveness of the Scheme, the equity shares of*



the Amalgamated Company issued to the shareholders of the Amalgamating Company shall be listed and admitted for trading on the Stock Exchanges.

(iv) Conditionalities: *The effectiveness of the Scheme is conditional upon and subject to the fulfilment (or waiver by the Transferor Company, to the extent permitted under Applicable Law) of the following conditions:*

- (a) *the requisite consents, no-objections and approvals of the Stock Exchanges to the Scheme in terms of the SEBI Circular, on terms acceptable to the Scheme Entities;*
- (b) *the Scheme being approved by respective requisite majorities in numbers and value of such classes of members and creditors of the Scheme Entities as may be directed by the NCLT. Notwithstanding the generality of the foregoing, it is clarified that the Scheme is conditional upon the Scheme being approved by the public shareholders of Transferor Company through e-voting in terms of Para 9(a) of Part I of Annexure I of the SEBI Circular and the Scheme shall be acted upon only if the votes cast by the public shareholders of Transferor Company, in*



favour of the Scheme, are more than the number of votes cast by the public shareholders against it;

(c) the Scheme being sanctioned by the Hon'ble Tribunal under Sections 230 to 232 of the Act, on terms acceptable to the Scheme Entities;

(d) Approval of the shareholders of the Transferor Company and the Resulting Company being obtained for entering into various agreements between Transferor Company and the Resulting Company (in furtherance of Clause 4 of Section I of the Scheme);

(e) Competition Commission of India ("CCI") approving the Scheme; and

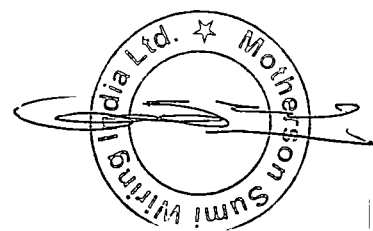
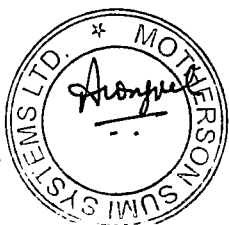
(f) satisfaction (or waiver in writing) of such other conditions precedent as may be mutually agreed between the Scheme Entities in writing.

As on December 14, 2020, the conditions precedent as set out in para (i) has been fulfilled.

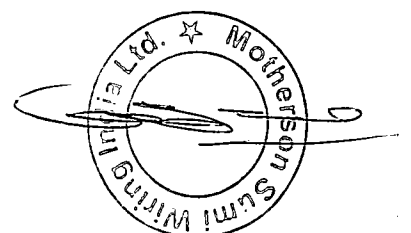


22. The Scheme is not prejudicial to the interest of the shareholders and creditors of the Applicant Companies. The background, circumstances, rationale and benefits of the Scheme are that:

Rationale for demerger of the DWH Undertaking

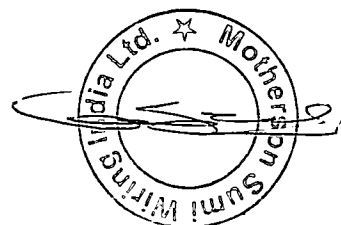


- (i) Applicant Company 1 is a multi-business corporate that is a specialised full-system solutions provider and caters to a diverse range of customers in the automotive and other industries across Asia, Europe, North America, South America, Australia and Africa. The Applicant Company 1 is, directly and through its subsidiaries and joint venture companies, engaged in the business of manufacturing of automotive components, *inter alia*, wiring harness, manufacturing of vision system, manufacturing of moulded and polymer products etc.
- (ii) The Applicant Company 3 is a newly incorporated wholly owned subsidiary of the Applicant Company 1.
- (iii) The DWH Undertaking of the Applicant Company 1, being focused on the Domestic Wiring Harness Business, and the Remaining Business, each have distinct market dynamics, like competition, distinct geographic focus, distinct strategy and distinct capital requirements. As a result, there are differences in the way in which the activities of the Domestic Wiring Harness Business and the Remaining Business are required to be organised and managed. The segregation and transfer of the DWH Undertaking into the Applicant Company 3 will enable sharper focus towards Indian



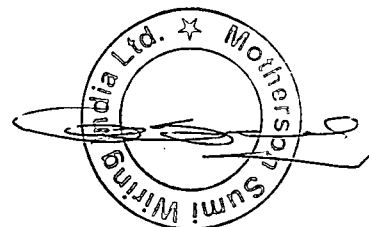
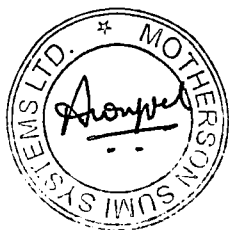
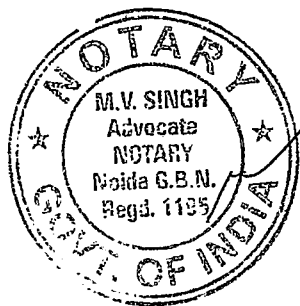
customers of the Domestic Wiring Harness Business, better alignment of the businesses to its customers and the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace resulting in a more sustainable long term growth and competitive edge.

- (iv) Applicant Company 1 and Applicant Company 3 believe that the segregation and transfer of the DWH Undertaking into the Applicant Company 3 will also align the interests of key stakeholders, which will benefit the strategic direction of the Applicant Company 3 in the long term. Additionally, separation of the Domestic Wiring Harness Business into the Applicant Company 3 will result in the creation of two listed entities engaged in the auto-component business, enabling them to be used for future inorganic growth opportunities. The transfer and vesting of the DWH Undertaking into the Applicant Company 3, pursuant to the Scheme, will also enable the Applicant Company 3 to have a strong presence among original equipment manufacturers - catering to passenger vehicle, commercial vehicle, 2-wheeler and off-highway vehicle segments.



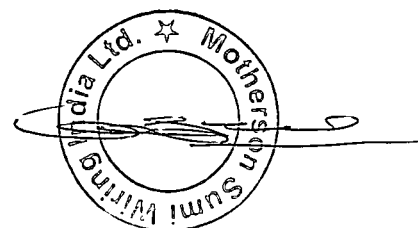
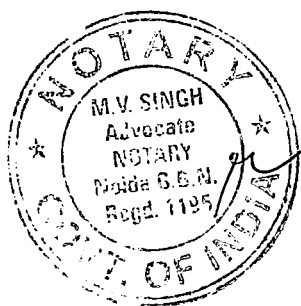
Rationale for amalgamation of Applicant Company 2 with Applicant Company 1, by absorption

- (v) Whereas, the Applicant Company 2, through its subsidiaries and joint venture companies, is *inter alia* engaged in the business of product manufacturing of certain automotive components, including automotive rear-view mirrors, moulded plastic parts and assemblies, extruded and injection moulding tools and components, moulded and extruded rubber components, interior and exterior polymer modules, automotive modules, air intake manifolds, pedal box assemblies, heating ventilating and air conditioning (HVAC) systems for vehicles, cabins for off-highway vehicles, machined metal products, cutting tools, aluminium die casted products, sheet metal parts, sintered metal parts, thin film coating metals and IT services. The Applicant Company 2 holds 33.43% of the Applicant Company 1, the flagship company of the group, as on September 30, 2020.
- (vi) Consolidation of the Applicant Company 2 with Applicant Company 1 will result in the simplification of the group structure and in the alignment of the interests of various stakeholders. Further, amalgamation of Applicant Company 2, along with its respective subsidiaries and joint



venture companies with Applicant Company 1 will expand the product portfolio of Applicant Company 1 thereby leading to robust growth opportunities, in India and overseas. It will also result in the resultant Applicant Company 1 foraying into non-auto component business, which will help in diversifying the revenue streams for the Amalgamated Company/ Applicant Company 1. The amalgamation of the Applicant Company 2 with Applicant Company 1, by absorption, would bring about synergy of operations and benefit of scale, since duplication of administrative efforts and legal and regulatory compliances will be unified.

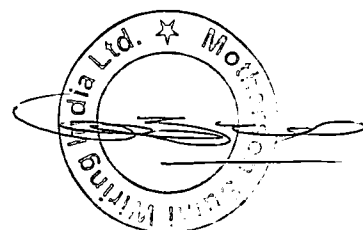
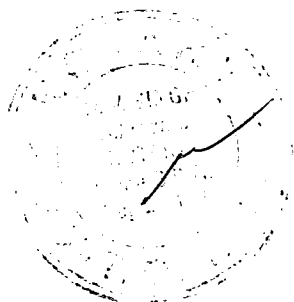
- (vii) Additionally, the amalgamation of the Applicant Company 2 with Applicant Company 1 will also result in the consolidation of the entire shareholding of Samvardhana Motherson Automotive Systems Group B.V. ("SMRP BV"), a company engaged in the supply of rear-view vision systems and manufacturing of moulded and polymer products, currently jointly held by Applicant Company 2 and Applicant Company 1, with Applicant Company 1. Consequently, SMRP BV would become a wholly owned subsidiary of Applicant Company 1, leading to the consolidation of SMRP BV and its joint ventures and subsidiaries under the



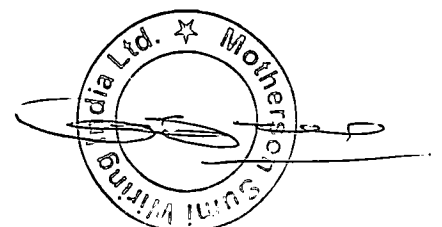
Applicant Company 1, resulting in a larger market capitalisation of resultant Applicant Company 1.

(viii) Accordingly, the Scheme provides for the demerger of the DWH Undertaking of Applicant Company 1 into the Applicant Company 3 and amalgamation of Applicant Company 2 with the resultant Applicant Company 1 (after demerger of the DWH Undertaking). This results in the following benefits:

- (a) creation of separate and distinct entities housing the DWH Undertaking and the Remaining Business with well-defined strategic priorities;
- (b) dedicated and specialised management focus on the specific needs of the respective businesses;
- (c) expanding the business of Applicant Company 1 from a diversified auto component product portfolio and foray into non-auto component business, thereby creating greater value for the shareholders / stakeholders of Applicant Company 1 and will help and aid maintain supplier of choice status among original equipment manufacturers;



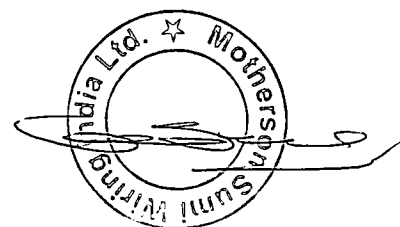
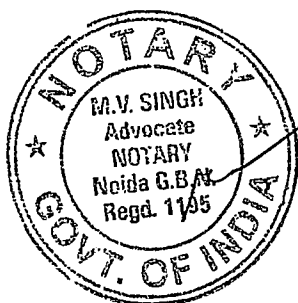
- (d) availability of increased resources, expertise and assets in the resultant Applicant Company 1, which can be utilized for strengthening the customer base and servicing existing as well as prospective customers;
- (e) cost reduction, retaining talent, optimization of support functions, efficiencies and productivity gains by pooling the resources of Applicant Company 1 and Applicant Company 2, thereby significantly contributing to future growth and maximizing shareholders value and being favourably positioned for mega trends in the auto component sector
- (f) benefit to all stakeholders of the Applicant Companies, leading to growth and value creation in the long run and maximising the value and return to the shareholders, unlocking intrinsic value of the assets, achieving cost efficiencies and operational efficiencies;
- (g) consolidation of 100% of the shareholding in SMRP BV in Applicant Company 1 along with consolidation of all joint ventures and subsidiaries of SMRP BV under Applicant Company 1;



- (h) consolidation of Applicant Company 2 with Applicant Company 1 resulting in consolidation of the group's shareholdings in various entities and simplification of the group structure resulting in higher stakeholder accountability; and
- (i) to ensure standalone focus on the Domestic Wiring Harness Business of the Applicant Company 1.

Audit Committee and Board Approvals:

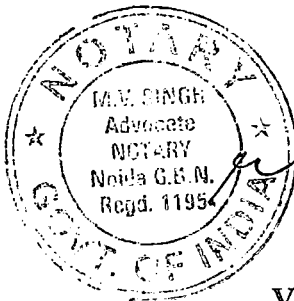
23. The Audit Committee of Applicant Company 1, has, at its meeting held on July 2, 2020, reviewed and recommended the Scheme, for consideration by the Board of Directors of Applicant Company 1. The Board of Directors of Applicant Company 1, at its Board meeting held on July 2, 2020, has approved the Scheme. Hereto annexed and marked as ANNEXURE "K-1" is a certified true copy of the report of the Audit Committee of the Applicant Company 1, recommending the Scheme. Hereto annexed and marked as ANNEXURE "K-2" is a certified true copy of the resolution passed by the Audit Committee of the Applicant Company 1, recommending the Scheme. Hereto annexed and marked as ANNEXURE "K-3" is a certified true copy of the resolution



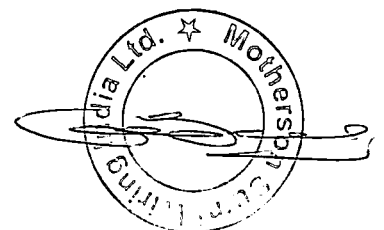
passed by the Board of Directors of the Applicant Company 1, duly approving the Scheme.

24. The Audit Committee of Applicant Company 2, has, at its meeting held on July 2, 2020, reviewed and recommended the Scheme, for consideration by the Board of Directors of Applicant Company 2. The Board of Directors of Applicant Company 2 at its Board meeting held on July 2, 2020 has approved the Scheme. Hereto annexed and marked as ANNEXURE "L-1" is a certified true copy of the resolution passed by the Audit Committee of the Applicant Company 2, recommending the Scheme. Hereto annexed and marked as ANNEXURE "L-2" is a certified true copy of the resolution passed by the Board of Directors of the Applicant Company 2, duly approving the Scheme.

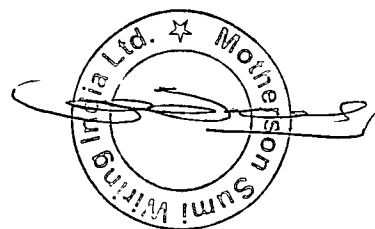
25. The Board of Directors of the Applicant Company 3, at its Board meeting held on July 17, 2020, has approved the Scheme. Hereto annexed and marked as ANNEXURE "M" is a certified true copy of the resolution passed by the Board of Directors of the Applicant Company 3, duly approving the Scheme.



Valuation Reports and Fairness Opinions:



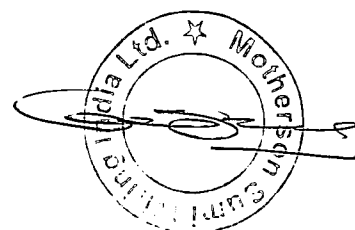
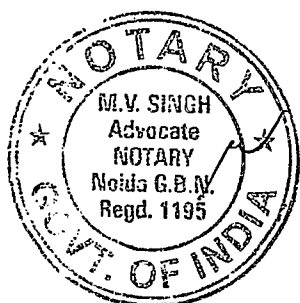
26. Joint valuation report dated July 2, 2020 has been issued by Price Waterhouse & Co. LLP, Chartered Accountants (Firm Registration No. 016844N) and BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W) ("**Valuation Report 1**") and valuation report, dated July 2, 2020, has been prepared by Incwert Advisory Private Limited, registered valuer (Regn. No. IBBI/RV-E/05/2019/108) ("**Valuation Report 2**") recommending the Demerger Share Entitlement Ratio in respect of demerger of the DWH Undertaking from Applicant Company 1 to Applicant Company 3 and Merger Share Exchange Ratio in respect of the amalgamation of Applicant Company 2 into and with Applicant Company 1. Hereto annexed and marked as ANNEXURE "N-1" is a certified true copy of the Valuation Report 1. Hereto annexed and marked as ANNEXURE "N-2" is a certified true copy of the Valuation Report 2.
27. A fairness opinion dated July 2, 2020 has been issued by Axis Capital Limited, a SEBI registered (Category I) Merchant Banker ("**Fairness Opinion 1**") and a fairness opinion dated July 2, 2020 has been issued by DSP Merrill Lynch Limited, a SEBI registered (Category I) Merchant



Banker (“Fairness Opinion 2”), to the Board of Directors of Applicant Company 1 certifying that the valuation provided in the Valuation Report 1 is fair and reasonable. Hereto annexed and marked as ANNEXURE “O-1” is a certified true copy of the Fairness Opinion 1. Hereto annexed and marked as ANNEXURE “O-2” is a certified true copy of the Fairness Opinion 2. A fairness opinion dated July 2, 2020 has been issued by Kotak Mahindra Capital Company Limited, a SEBI registered (Category I) Merchant Banker (“Fairness Opinion 3”) to the Board of Directors of Applicant Company 2 certifying that the valuation provided in the Valuation Report 1 and Valuation Report 2 is fair and reasonable. Hereto annexed and marked as ANNEXURE “O-3” is a certified true copy of the Fairness Opinion 3.

Accounting Treatment:

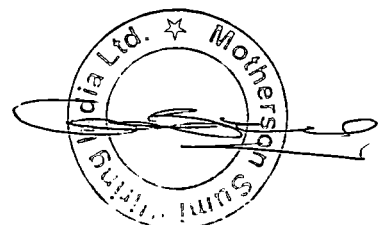
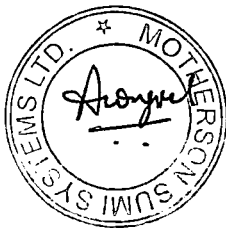
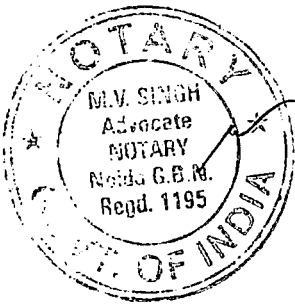
28. The Applicant Companies state that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. Hereto annexed and marked as ANNEXURE “P-1” and ANNEXURE “P-2” are copies of certificates issued by the respective Auditors of Applicant Company 1 and Applicant Company 3 in conformity with the Accounting Standards



prescribed under Section 133 of the Act. It is submitted that pursuant to effectiveness of the Scheme, Applicant Company 2 shall stand dissolved without being wound up and accordingly there will be no post-scheme account treatment that would be required to be made for Applicant Company 2.

Convening/ Dispensation from convening and holding meeting of the Equity Shareholders:

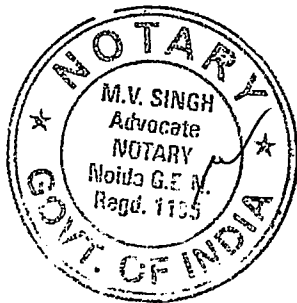
29. It is respectfully submitted that a meeting of the equity shareholders of the Applicant Company 1 and Applicant Company 2, to consider and if thought fit, approve with or without modification, the proposed Scheme, be held at such place or by way of such means as may be directed by the Hon'ble Tribunal and this Hon'ble Tribunal may be pleased to give necessary directions for convening and holding of the meeting of equity shareholders and for appointment of the chairperson and notices and advertisements to be issued as required under Rule 5 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. It is submitted that the list of the equity shareholders shall be in accordance with the books/ registers/ BENPOS of the Applicant Company 1 and



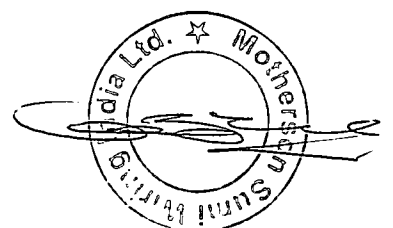
Applicant Company 2, as the case maybe, as on the cut-off date, and where the entries in the books/ registers/ BENPOS are disputed, the chairperson shall determine the same for the purpose of the meeting.

30. The shareholders of Applicant Company 3, holding 100% of the paid-up share capital of Applicant Company 3, have provided their consent to the Scheme by way of affidavits. Hereto annexed and marked as ANNEXURE "Q" are the affidavits of the shareholders of the Applicant Company 3. In view thereof, it is submitted that the convening and holding of the meeting of the equity shareholders of the Applicant Company 3 for the purpose of considering and if thought fit, approving the Scheme, with or without modification, may be dispensed with. In view of the above, this Hon'ble Tribunal be pleased to dispense with holding of such meeting of the equity shareholders of the Applicant Company 3.

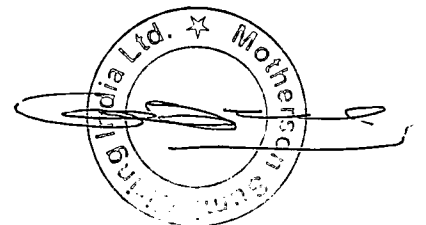
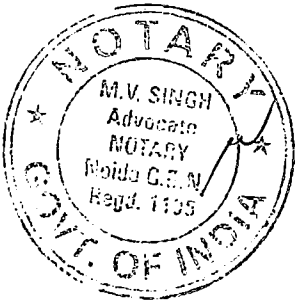
Issuance of individual notices to the secured creditors, secured debenture holders, unsecured creditors and unsecured debenture holders:



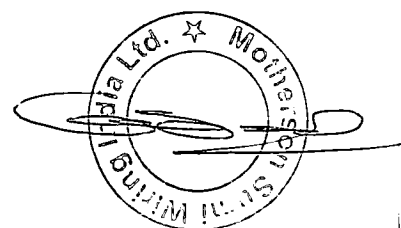
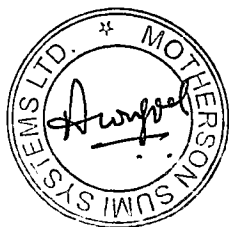
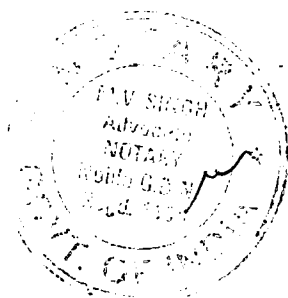
31. It is submitted that as on September 30, 2020, the Applicant Company 1 has 4 secured creditors and 2 secured debenture holders, the aggregate value of such secured creditors and



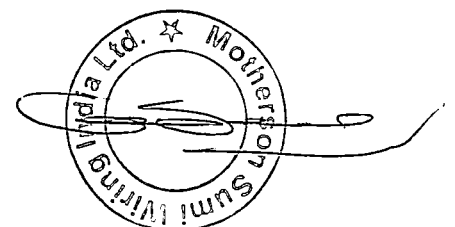
secured debenture holders being Rs. 2070,34,63,538 and Rs. 500,00,00,000, respectively. A list of secured creditors and secured debenture holders, of the Applicant Company 1 as on September 30, 2020 is annexed hereto and marked as ANNEXURE "R-1" and ANNEXURE "R-2", respectively. As on October 31, 2020, the Applicant Company 2 has 1 secured creditor and 2 secured debenture holders, the value of such secured creditors and secured debenture holders being Rs. 112,50,00,000 and Rs. 700,00,00,000, respectively. A list of secured creditor and secured debenture holders of the Applicant Company 2, as on October 31, 2020 is annexed hereto and marked as ANNEXURE "R-3" and ANNEXURE "R-4", respectively. It is submitted that the Scheme is a composite arrangement between shareholders of the Applicant Companies as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Act, as there is no compromise and/or arrangement with secured creditors/ secured debenture holders, and that the secured creditors/ secured debenture holders of the Applicant Company 1 and Applicant Company 2 are being paid in the normal course of business and as per the agreed terms and are not called upon to make any



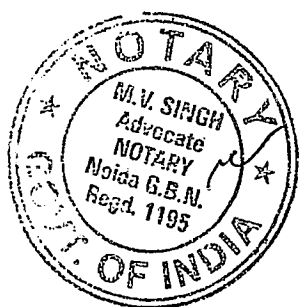
sacrifices, hence their interests are not getting affected in any way and are also secured. There is no dilution in securities provided to the secured creditors/ debenture holders who will continue to hold share over the respective assets post sanctioning of the scheme. The present Scheme is in no manner prejudicial to the interests of the secured creditors/ secured debenture holders of Applicant Company 1 and Applicant Company 2. In this regard, the secured creditors/ secured debenture holders of Applicant Company 1 have been intimated of the Scheme by way of letters sent to the secured creditors/ secured debenture holders. Additionally, the secured creditors/ secured debenture holders of Applicant Company 2 have been intimated of the Scheme by way of letters sent to the secured creditors/ secured debenture holders. Hereto annexed and marked as ANNEXURES "S-1" and ANNEXURES "S-2" are the certified copies of the letters shared with the secured creditors and secured debenture holders of Applicant Company 1, respectively. Hereto annexed and marked as ANNEXURES "S-3" and ANNEXURE "S-4" are the certified copies of the letters shared with the secured creditor and secured debenture holders of Applicant Company 2, respectively. The pre-



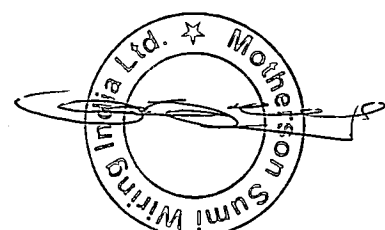
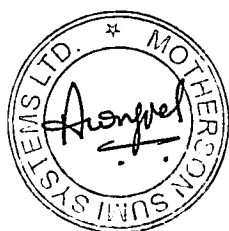
Scheme net worth of the Applicant Company 1, Applicant Company 2 and Applicant Company 3, as on March 31, 2020 is Rs. 6,065 crores, Rs. 1,345 crores and Rs. 5 lacs, respectively and the post-Scheme net worth of the Applicant Company 1 and Applicant Company 3 as on March 31, 2020 is Rs. 6,087 crores and Rs. 408 crores respectively, all of which are positive. Hereto annexed and marked as **ANNEXURES "T-1"** and **ANNEXURES "T-2"** are the certified copies of the pre and post Scheme net-worth certificates of Applicant Company 1 and Applicant Company 3, respectively. Hereto annexed and marked as **ANNEXURES "T-3"** is the certified copy of the pre Scheme net-worth certificate of Applicant Company 2. It is further submitted that pursuant to the Scheme, the debt repayment capacity of the Applicant Company 1 and the Applicant Company 3 will not be adversely affected. Therefore, the Scheme and the demerger/ amalgamation contemplated thereby will not adversely affect the interests of the secured creditors / secured debenture holders of the Applicant Company 1 and Applicant Company 2. The strength of the financial positions of the Applicant Company 1 and Applicant Company 2 have been set out in their respective



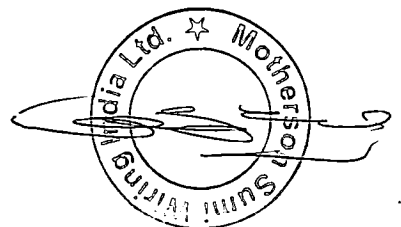
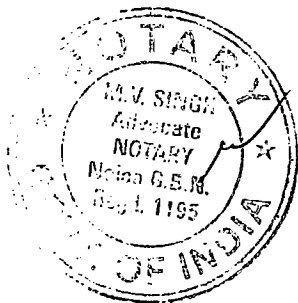
balance sheets which are annexed to this Company Application. In view of the aforesaid, there is no requirement to hold the meeting of the secured creditors of Applicant Company 1 and Applicant Company 2 and secured debenture holders of Applicant Company 1 and Applicant Company 2 to seek their approval to the Scheme. The Applicant Company 1 and Applicant Company 2 therefore respectfully submit that the convening and holding of the meeting of the secured creditors and secured debenture holders to seek their approval to the Scheme, is not required. The Applicant Company 1 and Applicant Company 2 be directed to issue individual notices to their secured creditors and secured debenture holders stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice.



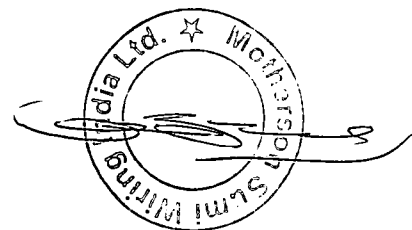
32. It is submitted that as on September 30, 2020, the Applicant Company 3 does not have any secured creditors. Accordingly, the question of convening a meeting of the secured creditors of the Applicant Company 3 does not arise.
33. It is submitted that as on September 30, 2020, the Applicant Company 1 has 4,754 unsecured creditors and 25 unsecured



debenture holders, the aggregate value of such unsecured creditors and unsecured debenture holders being Rs. 876,73,42,470 and Rs. 2130,00,00,000, respectively. A list of unsecured creditors and unsecured debenture holders of the Applicant Company 1 as on September 30, 2020 is annexed hereto and marked as ANNEXURE "U-1" and ANNEXURE "U-2", respectively. As on September 30, 2020, the Applicant Company 3 has 2 unsecured creditors, the value of such unsecured creditors being Rs. 4,02,431. A list of unsecured creditors of the Applicant Company 3 as on September 30, 2020 is annexed hereto and marked as ANNEXURE "U-3". It is submitted that the Scheme is a composite arrangement between shareholders of the Applicant Companies as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Act as there is no compromise and/or arrangement with unsecured creditors/ unsecured debenture holders, and that the unsecured creditors/ unsecured debenture holders of the Applicant Company 1 and Applicant Company 3 are being paid in the normal course of business and as per the agreed terms and are not called upon to make any sacrifices, hence their interests are

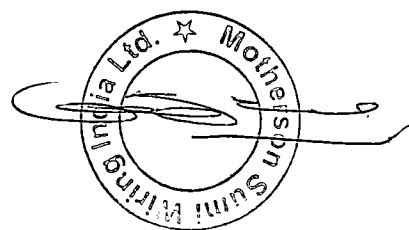
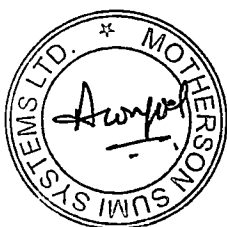
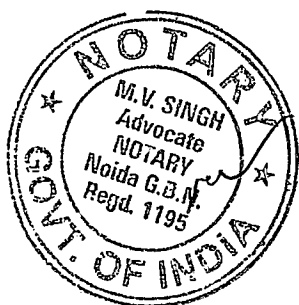


not getting affected in any way and are also secured. The present Scheme is in no manner prejudicial to the interests of the unsecured creditors/ unsecured debenture holders of Applicant Company 1 and Applicant Company 3. The pre-Scheme net worth of the Applicant Company 1, Applicant Company 2 and Applicant Company 3, as on March 31, 2020 is Rs. 6,065 crores, Rs. 1,345 crores and Rs. 5 lacs, respectively and the post-Scheme net worth of the Applicant Company 1 and Applicant Company 3 as on March 31, 2020 is Rs. 6,087 crores and Rs. 408 crores respectively, all of which are positive. Net worth certificates in this regard have been annexed to this application, as mentioned in Paragraph 31 above. It is further submitted that pursuant to the Scheme, the debt repayment capacity of the Applicant Company 1 and Applicant Company 3 will not be adversely affected. Therefore, the Scheme and the demerger/ amalgamation contemplated thereby will not adversely affect the interests of the unsecured creditors/ unsecured debenture holders of the Applicant Company 1 and Applicant Company 3. The strength of the financial positions of the Applicant Company 1, Applicant Company 2 and Applicant Company 3 have been set out in their respective balance sheets which



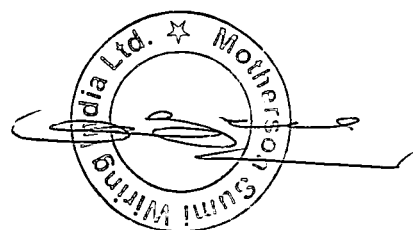
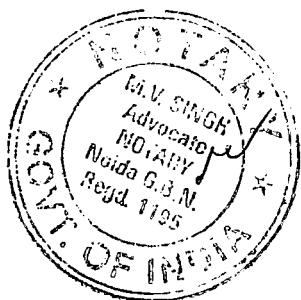
are annexed to this Company Application. In view of the aforesaid, there is no requirement to hold the meeting of the unsecured creditors of Applicant Company 1 and Applicant Company 3 and unsecured debenture holders of Applicant Company 1 to seek their approval to the Scheme. The Applicant Company 1 and Applicant Company 3 therefore respectfully submit that the convening and holding of the meeting of the unsecured creditors of the Applicant Company 1 and Applicant Company 3 and unsecured debenture holders of Applicant Company 1, to seek their approval to the Scheme, is not required. The Applicant Company 1 and Applicant Company 3 be directed to issue individual notices to their unsecured creditors and the Applicant Company 1 be directed to issue notice to its unsecured debenture holders stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice.

34. It is submitted that as on October 31, 2020, the Applicant Company 2 does not have any unsecured creditors. Accordingly, the question of convening a meeting of the



unsecured creditors of the Applicant Company 2 does not arise.

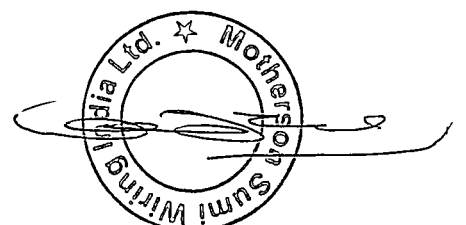
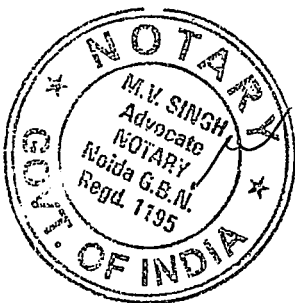
35. The Applicant Companies seek an order from this Hon'ble Tribunal for directions for (a) convening and holding meeting of the equity shareholders of the Applicant Company 1 and Applicant Company 2; (b) dispensation from convening and holding meeting of the equity shareholders of Applicant Company 3; (c) issuance of individual notices to the secured creditors of the Applicant Company 1 and Applicant Company 2 and the secured debenture holders of Applicant Company 1 and Applicant Company 2 stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice; (d) issuance of individual notices to the unsecured creditors of the Applicant Company 1 and Applicant Company 3 and unsecured debenture holders of Applicant Company 1 stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice, (e) convening and holding meeting of the secured creditors of Applicant Company 3 is not required on the grounds that there are no



secured creditors of Applicant Company 3, and (f) convening and holding meeting of the unsecured creditors of Applicant Company 2 is not required on the grounds that there are no unsecured creditors of Applicant Company 2.

36. In compliance of Section 230(5) of the Act, Applicant Company 1 shall give notice of filing the Scheme before this Hon'ble Tribunal to (a) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (b) concerned Income Tax Authority; (c) Registrar of Companies, Mumbai, Maharashtra; (d) BSE Limited; (e) National Stock Exchange of India Limited; (f) Securities and Exchange Board of India; and (g) Competition Commission of India, stating that they may submit their representations in relation to the Scheme, if any, to the Tribunal within thirty days from the date of receipt of the said notice.

37. In compliance of Section 230(5) of the Act, Applicant Company 2 shall give notice of filing the Scheme before this Hon'ble Tribunal to (a) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (b) concerned Income Tax Authority; (c) the Reserve Bank of India; (d) Competition Commission of

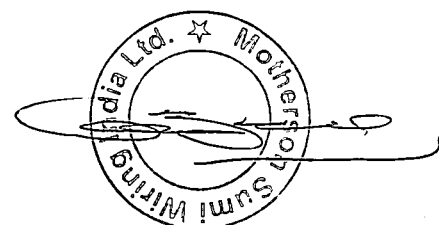
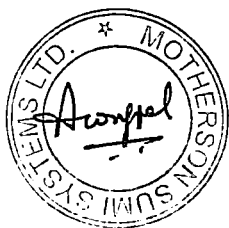
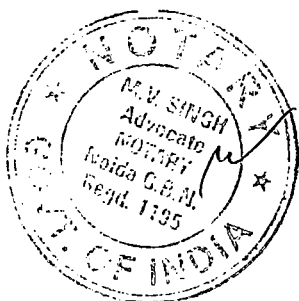


India, (e) Registrar of Companies, Mumbai, Maharashtra; and (h) Official Liquidator, High Court, stating that they may submit their representations in relation to the Scheme, if any, to the Tribunal within thirty days from the date of receipt of the said notice.

38. In compliance of Section 230(5) of the Act, Applicant Company 3 shall give notice of filing the Scheme before this Hon'ble Tribunal to (a) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (b) concerned Income Tax Authority; and (c) Registrar of Companies, Mumbai, Maharashtra, stating that they may submit their representations in relation to the Scheme, if any, to the Tribunal within thirty days from the date of receipt of the said notice.

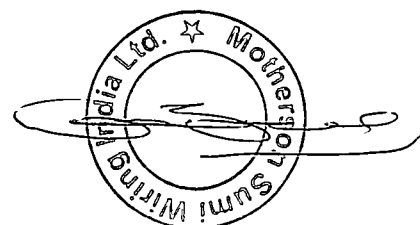
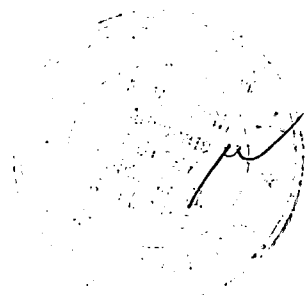
39. No investigation or proceedings have been instituted and/ or are pending in relation to the Applicant Companies under the provisions of Chapter XIV of the Act along with the provisions of Sections 235 to 251 of the Companies Act, 1956.

40. No winding up proceedings have been filed or are pending against the Applicant Companies under the Act or under the Insolvency and Bankruptcy Code 2016, based on the



information available in the records of the Applicant Companies.

41. None of the Directors of the Applicant Company 1 have any interest in the Scheme, except to the extent of their shareholdings in Applicant Company 1 and/or Applicant Company 2. None of the Directors of the Applicant Company 2 have any interest in the Scheme, except to the extent of their shareholdings in Applicant Company 1 and/or Applicant Company 2. None of the Directors of the Applicant Company 3 have any interest in the Scheme, except to the extent of their shareholdings in Applicant Company 1 and/or Applicant Company 2.
42. The proposed Scheme is sought to be made under the provisions of Sections 230 to 232 of the Act and the same if sanctioned by this Hon'ble Tribunal will take effect from (a) April 1, 2021, being the Appointed Date 1 in respect of the transfer of the DWH Undertaking (as defined in the Scheme) from Applicant Company 1 to Applicant Company 3, and (b) Effective Date 2 (as defined in the Scheme), being the Appointed Date 2 in respect of amalgamation of Applicant Company 2 with Applicant Company 1 (after demerger of the DWH Undertaking), as provided in the Scheme.

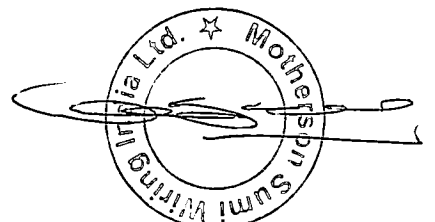
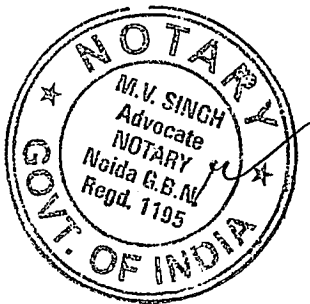


43. The proposed Scheme does not in any way violate, override or circumscribe applicable provision of the Act and the rules, regulations, and guidelines prescribed thereunder.

V. RELIEFS SOUGHT:

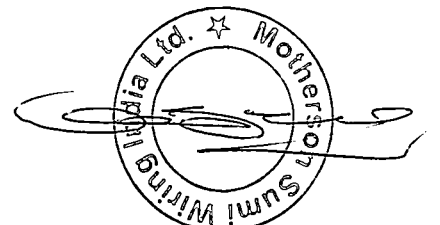
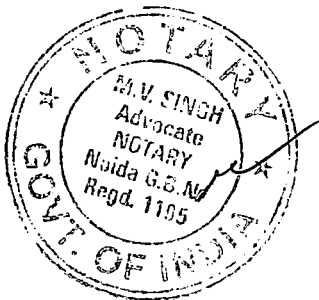
44. In view of the facts mentioned above, the Applicant Companies pray for the following reliefs:

- (a) THAT a meeting of the equity shareholders of the Applicant Company 1 and Applicant Company 2 be held on such date, at such time, and at such venue or by way of video conferencing or other audio video means, as this Hon'ble Tribunal may direct, for the purpose of considering and if thought fit, approving the Scheme;
- (b) AND THAT directions be given as to the method of convening, holding and conducting the meeting of equity shareholders of the Applicant Company 1 and Applicant Company 2 and as to the notice to be issued in this regard;
- (c) AND THAT a Chairperson and Scrutinizer be appointed for the meeting of equity shareholders of the Applicant Company 1 and Applicant Company 2 and in respect of any adjournment(s) thereof and that



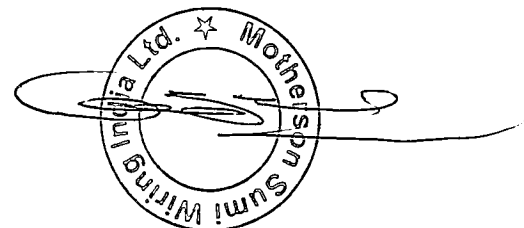
the Chairperson of the meeting shall report the result thereof to this Hon'ble Tribunal;

- (d) AND THAT the quorum for the meeting of the equity shareholders of the Applicant Company 1 and Applicant Company 2 may be fixed and procedure for voting at the meeting, including voting by proxy, may be laid down;
- (e) AND THAT directions may be given for publication of notice of the meeting of the equity shareholders of the Applicant Company 1 and Applicant Company 2 once in the "Financial Express" (Mumbai edition) and Marathi translation thereof in "Navshakti" (Mumbai edition) both having circulation in Mumbai or such other newspapers as this Hon'ble Tribunal may direct;
- (f) AND THAT the convening and holding the meeting of the equity shareholders of the Applicant Company 3, and if thought fit, approving the Scheme, be dispensed with, in view of the averments made in Paragraph 30 hereinabove;
- (g) AND THAT in view of the averments made in Paragraph 31 of the Company Scheme Application, directions be given that the convening and holding of



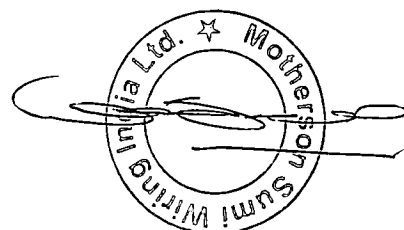
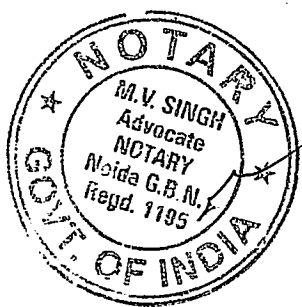
the meeting of the secured creditors of the Applicant Company 1 and Applicant Company 2 and the secured debenture holders of the Applicant Company 1 and Applicant Company 2 to seek their approval to the Scheme, is not required. The Applicant Company 1 and the Applicant Company 2 undertake to issue individual notices to their secured creditors and secured debenture holders stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice;

- (h) AND THAT in view of the averments made in Paragraph 33 of the Company Scheme Application, directions be given that the convening and holding of the meeting of the unsecured creditors of the Applicant Company 1 and Applicant Company 3 and the unsecured debenture holders of the Applicant Company 1 to seek their approval to the Scheme, is not required. The Applicant Company 1 and Applicant Company 3 undertake to issue individual notices to their unsecured creditors and the Applicant Company 1 undertakes to issue individual notice to its unsecured



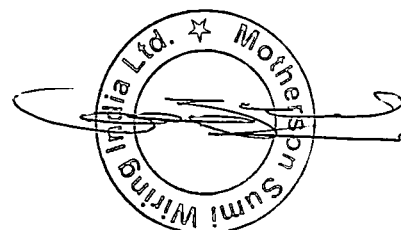
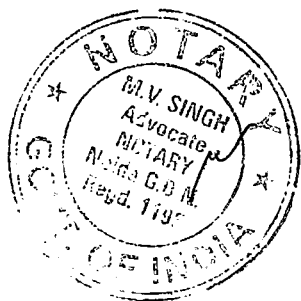
debenture holders stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice;

- (i) AND THAT in view of the averments made in Paragraph 32 of the Company Scheme Application, directions be given that the convening and holding of the meeting of the secured creditors of the Applicant Company 3 to seek their approval to the Scheme, is not required on the ground that there is no secured creditors of the Applicant Company 3.
- (j) AND THAT in view of the averments made in Paragraph 34 of the Company Scheme Application, directions be given that the convening and holding of the meeting of the unsecured creditors of the Applicant Company 2 to seek their approval to the Scheme, is not required on the ground that there is no unsecured creditors of the Applicant Company 2.
- (k) AND THAT in view of the averments made in Paragraph 36 hereinabove, the Applicant Company 1 be directed to give notice of filing the Scheme before this Hon'ble Tribunal to (i) the Central Government of



India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (ii) concerned Income Tax Authority; (iii) Registrar of Companies, Mumbai, Maharashtra; (iv) BSE Limited; (v) National Stock Exchange of India Limited; (vi) Securities and Exchange Board of India; and (vii) Competition Commission of India, stating that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 days from the date of receipt of the said notice;

- (1) AND THAT in view of the averments made in Paragraph 37 hereinabove, the Applicant Company 2 be directed to give notice of filing the Scheme before this Hon'ble Tribunal to (i) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (ii) concerned Income Tax Authority; (iii) the Reserve Bank of India; (iv) Competition Commission of India, (v) Registrar of Companies, Mumbai, Maharashtra, and (vi) Official Liquidator, High Court Mumbai stating that they may submit their representations in relation to the Scheme,

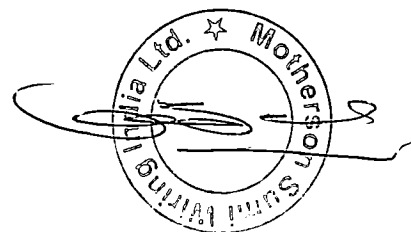


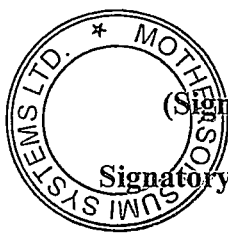
if any, to this Hon'ble Tribunal within 30 days from the date of receipt of the said notice;

- (m) AND THAT in view of the averments made in Paragraph 38 hereinabove, the Applicant Company 3 be directed to give notice of filing the Scheme before this Hon'ble Tribunal to (i) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (ii) concerned Income Tax Authority; and (iii) Registrar of Companies, Mumbai, Maharashtra, stating that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 days from the date of receipt of the said notice;
- (n) AND FOR such further and other directions as this Hon'ble Tribunal may deem fit and expedient.

VI. PARTICULARS OF BANK DRAFT EVIDENCING PAYMENT OF FEE FOR THE APPLICATION MADE:

Branch of the Bank on which draw	HDFC Bank, Electronic City Bengaluru
Bharat Kosh Receipt No	1212200003550
Date	December 12, 2020
Amount	Rs. 5000/- (Rupees Five Thousand only)



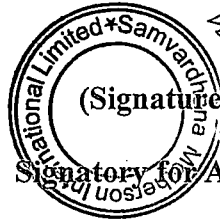


Amrpal

(Signature of Authorised

Signatory for Applicant Company

1)



Jeher

(Signature of Authorised

Signatory for Applicant Company

2)



[Signature]
(Signature of Authorised

Signatory for Applicant Company

3)

Date: 14 December 2020

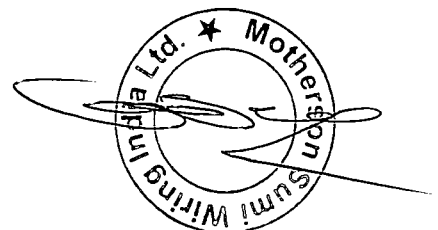
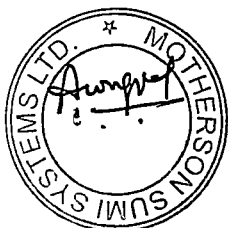
Place: Noida, Uttar Pradesh



ATTESTED

M.V. SINGH
Advocate, NOTARY
NOIDA G.B. NAGAR (U.P.)

14 DEC 2020





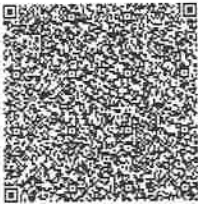
सत्यमेव जयते

INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

e-Stamp

Certificate No.	: IN-DL96618187491990S
Certificate Issued Date	: 22-Oct-2020 03:39 PM
Account Reference	: IMPACC (IV)/ dl942203/ DELHI/ DL-DLH
Unique Doc. Reference	: SUBIN-DL94220300144144233665S
Purchased by	: Motherson Sumi Systems Limited
Description of Document	: Article Others
Property Description	: Not Applicable
Consideration Price (Rs.)	: 0 (Zero)
First Party	: Motherson Sumi Systems Limited
Second Party	: Not Applicable
Stamp Duty Paid By	: Motherson Sumi Systems Limited
Stamp Duty Amount(Rs.)	: 100 (One Hundred only)



Please write or type below this line.



This stamp paper forms an integral part of the Affidavit in Support of the company Scheme Application on behalf of Applicant Company 1.



09 FEB 2021

Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shclstamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

IN THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH, AT MUMBAI

CA COMPANY APPLICATION CA(CAA) 1166/MB/2021

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Motherson Sumi Systems Limited (CIN: L34300MH1986PLC284510), a company incorporated under the Companies Act, 1956 and having its registered office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra;

And

In the matter of Samvardhana Motherson International Limited (CIN: U74900MH2004PLC287011), a company incorporated under the Companies Act, 1956 and having its registered office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051;



And

In the matter of Motherson Sumi Wiring India Limited (CIN: U29306MH2020PLC341326), a company incorporated under the Companies Act, 2013 and having its registered office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra.

Motherson Sumi Systems Limited)	
(CIN: L34300MH1986PLC284510), having)	
its registered office at Unit 705, C Wing, One)	...Applicant Company 1/
BKC, G Block, Bandra Kurla Complex,)	Transferor Company /
Mumbai 400 051, Maharashtra)	Amalgamated Company

SUPPLEMENTARY AFFIDAVIT IN SUPPORT OF THE COMPANY

SCHEME APPLICATION

I, Alok Goel, son of Late Dr. Brijendra Kumar Goel, age 48 years, residing at A1A / 14A, Janakpuri, New Delhi – 110058, Authorised Signatory of Applicant Company 1, do hereby solemnly affirm and say as follows:

1. I am filing this Supplementary Affidavit in support of the Company Scheme Application (“**Company Scheme Application**”) on behalf of Applicant Company 1 with respect to the Composite Scheme of Amalgamation and Arrangement among Motherson Sumi Systems Limited (“**Applicant Company 1**” or “**Transferor Company**” or “**Amalgamated Company**”), Samvardhana Motherson International Limited (“**Applicant Company 2**” or “**Amalgamating Company**”) and Motherson Sumi Wiring India Limited (“**Applicant Company 3**” or “**Resulting Company**”) (“**Scheme**”).



2. I repeat, reiterate and confirm that, except as provided under this Supplemental Affidavit, the averments made by Applicant Companies in the Company Scheme Application filed on December 18, 2020.
3. I say that in the Company Scheme Application, it was inadvertently submitted that as on September 30 2020, the Applicant Company 1 has 5 secured creditors, the aggregate value of such secured creditors being Rs. 2070,34,63,538. In this regard, the Applicant Company 1 submitted a list of secured creditors annexed and marked as "ANNEXURE R-1" to the Company Scheme Application.
4. It is submitted that, as on September 30, 2020, Pradeshiya Industrial & Investment Corporation of U.P. Limited was inadvertently stated to be a secured creditor of Applicant Company 1 with a total outstanding amount of Rs. 20,20,63,538 amounting to 1% of the total outstanding amount owed by Applicant Company 1 to its secured creditors. It is submitted that Pradeshiya Industrial & Investment Corporation of U.P. Limited, is an unsecured creditor of Applicant Company 1 and not a secured creditor.
5. It is submitted that, as on September 30, 2020, the Applicant Company 1 has 4 secured creditors, the aggregate value of such secured creditors being Rs. 2050,14,00,000. A revised list of secured creditors, of the Applicant Company 1, as on September 30, 2020, as certified by an Independent Chartered Accountant is annexed hereto and marked as ANNEXURE "A", which is to be substituted for "ANNEXURE R-1", to the Company Scheme Application.
6. I further state and submit that it was inadvertently submitted that as on September 30, 2020, the Applicant Company 1 has 4,754 unsecured creditors the aggregate value of such unsecured creditors being Rs. 876,73,42,470. In this regard, the Applicant Company 1 submitted a



list of unsecured creditors annexed and marked as "ANNEXURE U-1" to the Company Scheme Application.

7. It is submitted that, as stated in Paragraph 4 above that, as on September 30, 2020, Pradeshiya Industrial & Investment Corporation of U.P. Limited, being an unsecured creditor with a total outstanding amount of Rs. 20,20,63,538 amounting to 2.30% of the total outstanding amount owed by Applicant Company 1 to its unsecured creditors, is inadvertently not reflecting in the list of unsecured creditors of Applicant Company 1, as on September 30, 2020, annexed and marked as "ANNEXURE U-1" to the Company Scheme Application.
8. It is submitted that, as on September 30, 2020, the Applicant Company 1 has 4,755 unsecured creditors, the aggregate value of such unsecured creditors being Rs. 896,94,06,008. A revised list of unsecured creditors of the Applicant Company 1, as on September 30, 2020, as certified by an Independent Chartered Accountant is annexed hereto and marked as ANNEXURE "B", which is to be substituted for "ANNEXURE U-1", to the Company Scheme Application.
9. I say that it was submitted in Paragraph 31 of the Company Scheme Application that the secured creditors/ secured debenture holders of Applicant Company 1 have been intimated of the Scheme by way of letters sent to the secured creditors/ secured debenture holders. The certified copies of said letters sent to the secured creditors and secured debenture holders of the Applicant Company 1 were annexed and marked as "ANNEXURES S-1" and "ANNEXURES S-2", respectively.
10. I say and state that all the secured creditors of Applicant Company 1, as on September 30, 2020 have accorded its consent/ no objection to the Scheme. Additionally, the Debenture Trustee i.e. Axis Trustee Service Limited has



accorded its consent/ no objection to the Scheme, as debenture trustee, on behalf of the secured debenture holders of Applicant Company 1, in accordance with terms of the debenture trust deed dated July 16, 2020 executed between Applicant Company 1 and Axis Trustee Service Limited (as a debenture trustee). Hereto annexed and marked as ANNEXURES "C-1" and ANNEXURES "C-2" are the certified copies of the consent/ no objections accorded by the secured creditors and secured debenture holder (through its debenture trustee) of Applicant Company 1, respectively.

11. I repeat and reiterate our submission that the the Scheme is a composite arrangement between shareholders of the Applicant Companies as contemplated under Section 230(1)(b) of the Companies Act, 2013 ("Act") and not in accordance with the provisions of Section 230(1)(a) of the Act, as there is no compromise and/or arrangement with secured creditors/ secured debenture holders, and that the secured creditors/ secured debenture holders of the Applicant Company 1 are being paid in the normal course of business and as per the agreed terms and are not called upon to make any sacrifices, hence their interests are not getting affected in any way and are also secured. There is no dilution in the securities provided to the secured creditors/ debenture holders who will continue to hold share over the respective assets post sanctioning of the Scheme. The present Scheme is in no manner prejudicial to the interests of the secured creditors/ secured debenture holders of Applicant Company 1. It is reiterated that, the pre-Scheme net worth of the Applicant Company 1, Applicant Company 2 and Applicant Company 3, as on March 31, 2020 is Rs. 6,065 crores, Rs. 1,345 crores and Rs. 5 lacs, respectively and the post-Scheme net worth of the Applicant Company 1 and Applicant Company 3 as on March 31, 2020 is Rs. 6,087 crores and Rs. 408 crores respectively, all of which are positive.



It is further reiterated that pursuant to the Scheme, the debt repayment capacity of the Applicant Company 1 and the Applicant Company 3 will not be adversely affected. Therefore, the Scheme and the demerger/ amalgamation contemplated thereby will not adversely affect the interests of the secured creditors / secured debenture holders of the Applicant Company 1. The strength of the financial positions of the Applicant Company 1 has been set out in its balance sheet, as appended to the Company Scheme Application. In view of the aforesaid, it is reiterated that there is no requirement to hold the meeting of the secured creditors and secured debenture holder of Applicant Company 1 to seek their approval to the Scheme. The Applicant Company 1 therefore respectfully submits that the convening and holding of the meeting of the secured creditors and secured debenture holders to seek their approval to the Scheme, is not required and that Applicant Company 1 be directed to issue individual notices to their secured creditors and secured debenture holders stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within thirty days from the date of receipt of the said notice.

12. I therefore say that the reliefs sought by the Applicant Companies from this Hon'ble Tribunal in the said Company Scheme Application be granted to the Applicant Companies and the Company Scheme Application be allowed.

13. I say that the statements made in paragraphs 1 to 14 of this Affidavit herein now shown to me are based on information and I believe them to be true.

Solemnly affirmed at Noida Uttar Pradesh }

on this ____ day of _____, 2021 }



7



Arvind

Before me,

HEMANT SETHI & CO

ADVOCATES FOR APPLICANTS



ATTESTED

M.V. SINGH
Advocate, NOTARY
NOIDA G.B. NAGAR (U.P.)

09 FEB 2021



उत्तर प्रदेश UTTAR PRADESH



EY 188775

This stamp paper forms an integral part of the Affidavit in support of the Company Scheme Application on behalf of Applicant Company 2.



09 FEB 2021

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

CA COMPANY APPLICATION CA (CAA) 1166/MB/2021

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230
- 232 and other applicable provisions of the
Companies Act, 2013 read with Companies
(Compromises, Arrangements and
Amalgamations) Rules, 2016;

And

In the matter of Motherson Sumi Systems
Limited (CIN: L34300MH1986PLC284510), a
company incorporated under the Companies
Act, 1956 and having its registered office at
Unit 705, C Wing, One BKC, G Block, Bandra
Kurla Complex, Mumbai 400 051, Maharashtra;

And

In the matter of Samvardhana Motherson
International Limited
(CIN: U74900MH2004PLC287011), a company
incorporated under the Companies Act, 1956
and having its registered office at Unit 705, C
Wing, One BKC, G Block, Bandra Kurla
Complex, Mumbai 400 051;

And



In the matter of Motherson Sumi Wiring India Limited (CIN: U29306MH2020PLC341326), a company incorporated under the Companies Act, 2013 and having its registered office at Unit 705, C Wing, One BKC, G Block, Bandra Kurla Complex, Mumbai 400 051, Maharashtra.

Samvardhana Motherson International)
Limited (CIN: U74900MH2004PLC287011),)
having its registered office at Unit 705, C) ...Applicant Company 2/
Wing, One BKC, G Block, Bandra Kurla) Amalgamating Company
Complex, Mumbai 400 051

SUPPLEMENTARY AFFIDAVIT IN SUPPORT OF THE COMPANY

SCHEME APPLICATION

I, Pooja Mehra, wife of Mr. Nitin Mehra, age 43 years, residing at A-5 House No. 203, Cleo County, Noida, U.P. 201301, Authorised Signatory of Applicant Company 2, do hereby solemnly affirm and say as follows:

1. I am filing this Supplementary Affidavit in support of the Company Scheme Application (“**Company Scheme Application**”) on behalf of Applicant Company 2 with respect to the Composite Scheme of Amalgamation (“**Company Scheme Application**”) and Arrangement among Motherson Sumi Systems Limited (“**Applicant Company 1**” or “**Transferor Company**” or “**Amalgamated Company**”), Samvardhana Motherson International Limited (“**Applicant Company 2**” or “**Amalgamating Company**”) and Motherson Sumi Wiring India Limited (“**Applicant Company 3**” or “**Resulting Company**”) (“**Scheme**”).

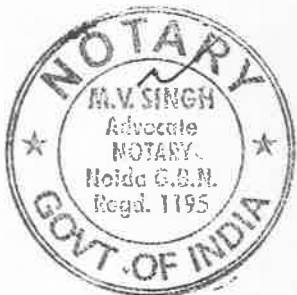


2. I repeat, reiterate and confirm the averments made by Applicant Companies in the Company Scheme Application filed on December 18, 2020.
3. I say that it was submitted in Paragraph 31 of the Company Scheme Application that the secured creditors and secured debenture holders of Applicant Company 2 have been intimated of the Scheme by way of letters sent to the secured creditors and secured debenture holders. The certified copies of said letters sent to the secured creditors and secured debenture holders of the Applicant Company 1 were annexed and marked as "ANNEXURES S-3" and "ANNEXURES S-4", respectively.
4. I say and state that all the secured creditors of Applicant Company 2, as on September 30, 2020 have accorded its consent/ no objection to the Scheme. Additionally, the Debenture Trustee i.e. IDBI Trusteeship Services Limited has accorded its consent/ no objection to the Scheme, as debenture trustee, on behalf of the secured debenture holders of Applicant Company 2, in accordance with terms of the amended and restated debenture trust deed dated April 8, 2020 executed between Applicant Company 2 and IDBI Trusteeship Services Limited (as a debenture trustee). Hereto annexed and marked as ANNEXURES "A-1" and ANNEXURES "A-2" are the certified copies of the consent/ no objections accorded by the secured creditors and secured debenture holder (through its debenture trustee) of Applicant Company 2, respectively.
5. I repeat and reiterate our submission that the the Scheme is a composite arrangement between shareholders of the Applicant Companies as contemplated under Section 230(1)(b) of the Companies Act, 2013 ("Act") and not in accordance with the provisions of Section 230(1)(a) of the Act, as there is no compromise and/or arrangement with secured creditors/ secured debenture holders, and that the secured creditors/ secured debenture holders of the Applicant Company 2 are being paid in



(4)

the normal course of business and as per the agreed terms and are not called upon to make any sacrifices, hence their interests are not getting affected in any way and are also secured. There is no dilution in the securities provided to the secured creditors/ debenture holders who will continue to hold share over the respective assets post sanctioning of the Scheme. The present Scheme is in no manner prejudicial to the interests of the secured creditors/ secured debenture holders of Applicant Company 2. It is reiterated that, the pre-Scheme net worth of the Applicant Company 1, Applicant Company 2 and Applicant Company 3, as on March 31, 2020 is Rs. 6,065 crores, Rs. 1,345 crores and Rs. 5 lacs, respectively and the post-Scheme net worth of the Applicant Company 1 and Applicant Company 3 as on March 31, 2020 is Rs. 6,087 crores and Rs. 408 crores respectively, all of which are positive. It is further reiterated that pursuant to the Scheme, the debt repayment capacity of the Applicant Company 1 and the Applicant Company 3 will not be adversely affected. Therefore, the Scheme and the demerger/ amalgamation contemplated thereby will not adversely affect the interests of the secured creditors / secured debenture holders of the Applicant Company 2. The strength of the financial positions of the Applicant Company 2 has been set out in its balance sheet, as appended to the Company Scheme Application. In view of the aforesaid, it is reiterated that there is no requirement to hold the meeting of the secured creditors and secured debenture holder of Applicant Company 2 to seek their approval to the Scheme. The Applicant Company 2 therefore respectfully submits that the convening and holding of the meeting of the secured creditors and secured debenture holders to seek their approval to the Scheme, is not required and that Applicant Company 2 be directed to issue individual notices to their secured creditors and secured debenture holders stating therein that they may submit their representations in relation to the Scheme, if any, to this



Hon'ble Tribunal within thirty days from the date of receipt of the said notice.

6. I therefore say that the reliefs sought by the Applicant Companies from this Hon'ble Tribunal in the said Company Scheme Application be granted to the Applicant Companies and the Company Scheme Application be allowed.

7. I say that the statements made in paragraphs 1 to 7 of this Affidavit herein now shown to me are based on information and I believe them to be true.

Solemnly affirmed at Noida, Uttar Pradesh
on this ____ day of _____, 2021



Before me,

HEMANT SETHI & CO

ADVOCATES FOR APPLICANTS



TESTED
M.V. SINGH
Advocate, NOTARY
NOIDA G.B. NAGAR (U P)
' 09 FEB 2021 '