

September, 2016 | Mumbai





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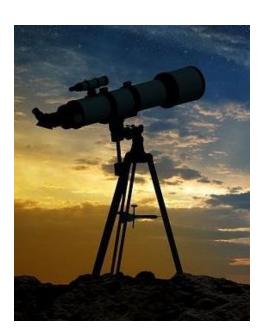
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#### **Background**

- Mahindra CIE (MCIE) became part of the CIE Group on Dec 10 2014
- Alliance between CIE Automotive of Spain (majority) and Mahindra Group of India (minority)
- Created with a vision to build and auto-components manufacturing company with presence across multiple technologies and geographies



#### **MCIE Positioning**

MCIE is CIE Automotive's vehicle to expand in:

- Forgings Worldwide
- In Asia for other verticals such as machining, foundry, plastics, aluminium etc.

Note: Pls refer Annexure 1 for an overview of Mahindra CIE

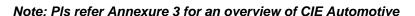




**Five Key CIE Parameters** 

#### **CIE Management Culture & Key Deliverables**





# EBIT% RONA% Debt/ **EBITDA** NOA/ **EBITDA** FCF/ **EBITDA**

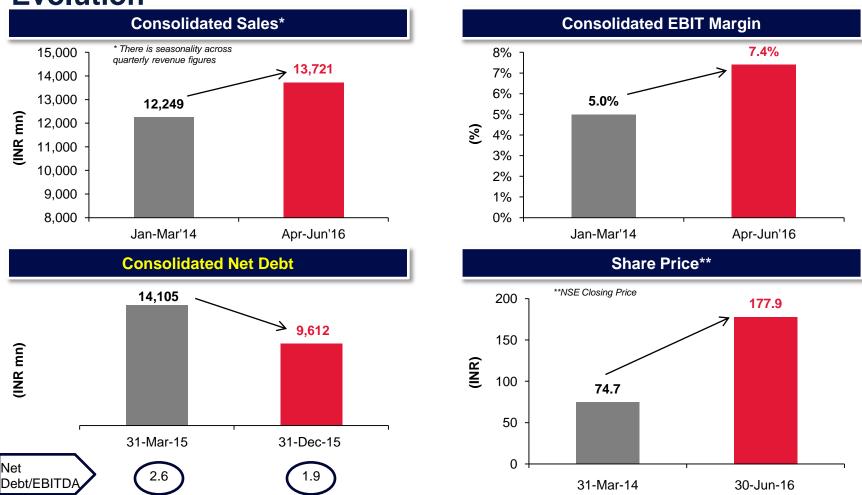
Note – RONA: Return on Net Assets, FCF: Free Cash Flow after Capex, NOA: Net Operating Assets

Source: CIE company presentation dated 12/05/2016 available on www.cieautomotive.com





#### **Evolution**



- 1.Quarter ending Mar'14 (Q4F14) was the first quarter for which MCIE Consolidated EBIT margins are available. They were presented in the Q4F15 / Full Year FY15 update. These are unaudited results. Financial figures of foreign subsidiaries have been converted at the exchange rate of 1 Euro = Rs 77.31
- 2.Quarter ending June'16 (Q2C16) is the latest quarter for which the results are available on the company website, These are unaudited results . EBIT% nos. are without considering one time costs of Rs90mn towards VRS at one of the plants in India. Exchange Rate considered for converting subsidiaries' is 1 EUR = 75.1 INR
- 3. To calculate Net Debt/ EBITDA, the EBITDA for FY15 is Rs 5328 mn which is without exceptional costs to the extent of Rs 3,187 Mio like provision of Redundancies, provision for employee pension based on actuarial valuation and goodwill writeoff. EBITDA for 9M CY15 is Rs 3780 without exceptional costs of rs 778mn for restructuring in Germany
- 4.EBIT=Profit before tax+Finance Costs; EBITDA = Profit before tax+Depreciation & Amortisation+Finance Costs- Other Income Net Debt=Long term borrowings+Short term borrowings+Current maturities+Sales Tax Deferral Loan+Loan from Banks-Current Investment-Cash Balance





### **Strategy**

# Phase 1: 2014-2017 "Consolidate" Optimise operations in India

- Turnaround Europe
- Control capex & reduce debt
- Initiate new products & customers (In Process)



"Achieve CIE **Financial Norms**"

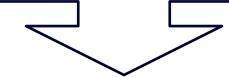
#### Phase 2: 2017-2020 "Expand"

- M&A
- Capex for expansion
- Expand in India & South east Asia
- Entry into technologies where CIE has a global presence but MCIE is not present
- Redefine product portfolio at MCIE's German & Italian operations

"Grow"

MCIE has made progress towards achieving its Phase 1 strategy in terms of:

- Integrating with CIE management culture
- Improving financial performance in direction of CIE key deliverables



Ready to launch Phase 2 of its strategy

Note: Pls refer Annexure 1 for an overview of Mahindra CIE





#### **Growth Aspirations**

- Replicate CIE technology & product portfolio in India (& Asia)
  - Forgings\* + Machining + Aluminium

\* Forgings can be worldwide

- Diversifiy customer base
  - ➤ Reduce dependence on "Indian OEMs"\*\* in India
- Strengthen relationships with market leaders
  - Gain entry into "Eastern OEMs"\*\* in India

\*\* Indian Auto Market consists of "Eastern OEMs" like Maruti, Hyundai etc.; "Indian OEMs" like M&M etc. and "Western OEMs" like Renault etc.

- Reduce debt risk
- Continue to pursue both organic& inorganic growth opportunities



#### Learn from CIE Global Growth Experience –

"Successful M&A track record of almost 70 M&A transactions since 1996, with 20,000 people integrated in Europe, NAFTA, South America and Asia"\*\*\*

Note: Pls refer Annexure 3 for an overview of CIE Automotive

\*\*\* Refer CIE company presentation of Aug 2016 available on www.cieautomotive.com for the statement





## **India Market Growth Projections**

"Long-term growth in cars and UV sales to remain strong. Domestic sales of cars & utility vehicles (UVs) are expected to grow at a 11-13 per cent CAGR from 2014-15 to 2019-20, after recording a 6 per cent CAGR in the last 5 years"

Extracted from CRISIL Long Term forecast issued on 20-May-2016







#### **Key Developments**

- Ander Arenaza Alvarez appointed CEO in July 2016 to:
  - Strengthen integration with CIE management culture
  - Accelerate achievement of CIE deliverables
  - Kickstart growth
- Announcement of acquisition of Bangalore based Bill Forge Pvt Ltd in Sept 2016 subject to shareholders approval
  - Forgings & machining company with diversified and complementary products & customer mix
  - ➤ 100% acquisition
- Announcement of plan to strengthen MCIE
   Balance Sheet
  - Proposal to issue and allot equity shares to the parent company CIE via its subsidiary PIA2 on preferential basis







### Bill Forge Pvt Ltd (BFPL): Rationale for Acquisition

- Increases current revenue & profitability from Asian (Indian) markets
- Strengthens MCIE's forgings product portfolio
- Leads to diversification of MCIE India : Complementary product and customer mix, which helps MCIE India to diversify its business portfolio
  - BFPL indirectly supplies to "Eastern OEMs" of the Indian auto industry
  - Increases exposure to car segment
  - Provides entry into two-wheeler segment
- BFPL track record\*
  - Consistent historical financial performance and margins across cycles
  - Strong management team, led by industry veterans, team is being retained fully
  - Diversified product portfolio & customer base; significant machining content

Note: Pls refer Annexure 2 for an overview of Bill Forge



<sup>\*</sup> MCIE Assessment



#### Indicative Financial Summary MCIE & Bill Forge

All figures in Rs mn or %

| Mahindra CIE            | 9Months<br>CY15 (Apr-<br>Dec'15) |
|-------------------------|----------------------------------|
| Consolidated Sales      | 38162                            |
| India Sales % of Total  | 32%                              |
| EBITDA                  | 3780                             |
| EBITDA %                | 9.8%                             |
| India EBITDA % of Total | NA                               |
| PAT                     | 1362                             |
| EPS                     | 5.6                              |
| Net Debt                | 9,612                            |

| <i>.</i>   | ngaree iii ite iiii ei 70   |
|------------|-----------------------------|
| Bill Forge | FY16<br>(Apr'15-<br>Mar'16) |
| Sales      | 5,823                       |
| EBITDA     | 1,205*                      |
| EBITDA %   | 20.7%*                      |
| PAT        | 514                         |
| EPS        | NA                          |
| Net Debt   | 754                         |
|            |                             |

<sup>\*</sup>After one time adjustments incl. inventory adjustments, forex gains etc. This is based on MCIE analysis of BFPL's audited FY2016 nos.

#### **Note**

- EBITDA = Profit before tax+Depreciation & Amortisation+Finance Costs- Other Income. Net Debt=Long term borrowings+Short term borrowings+Current maturities+Sales Tax Deferral Loan+ Loan from Banks-Current Investment-Cash Balance
- MCIE nos. are 9months CY15 figures. EBITDA is without onetime exceptional cost of Rs 778mn mainly for restructuring and redundancies in Germany for ~ 200 employees. Net Debt is as on 31-Dec-2015. Exchange rate considered for foreign subsidiaries is 1EUR = 71.6INR. They have been excerpted from the MCIE investor update for Q3FY16/9monthsCY15 available on www.mahindracie.com
- BFPL nos. are as per FY16 audit report





# Transactions: Acquisition + Issue of Equity Shares on Preferential

MCIE to acquire 100% of Target ("BFPL") for INR 13,312 mn

Allotment of 31.99 mn equity shares to shareholders of BFPL at INR 200/share (INR 6,399 mn) on preferential basis

Allotment of 22.5 mn equity shares to PIA2 (subsidiary of CIE & one of the promoters of MCIE) at INR 200/share (INR 4,500 mn) on preferential basis

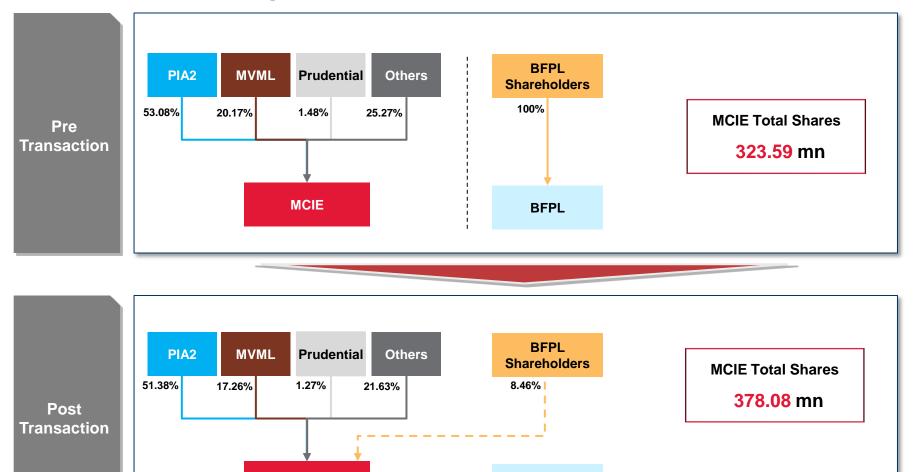
#### **MCIE Assessment**

- BFPL management team to become shareholders of MCIE "skin in the game"
  - CIE reposes faith in MCIE by increasing stake





#### **Structure Post Acquisition & Preferential Allotment**



Note: PIA2 is subsidiary of CIE; MVML is subsidiary of M&M Ltd.; Prudential is promoter group company; Others & BFPL shareholders are public shareholders

100%

**MCIE** 



**BFPL** 



#### **Indicative Timeline for the Transaction**

| Event   | Estimated<br>Timeline |
|---|-----------------------|
| Board Resolutions & Announcement  | Sep 12                |
| Shareholder meeting to approve issuance of equity shares  | Oct 13                |
| Completion of Acquisition of BFPL and issue and allotment of equity shares on preferential basis to shareholders of BFPL and PIA2 | Oct 27                |
| Stock Exchange approval for listing of equity shares issued under preferential allotment  | Oct 31                |





#### What does MCIE strive for?

#### Operational Efficiency

- MCIE aims to be among the 'best in class' operationally in each of our verticals
- Guided by the five key CIE parameters (viz. RONA%, EBIT%, FCF/ EBITDA, NOA/ EBITDA, Debt/ EBITDA)

#### Lean Organizational Model

 MCIE is imbibing the CIE philosophy of reducing overheads by creating a networked organization with minimal centralized functions backed by significant autonomy to plant managers. This enables MCIE to make quick business decisions at local level and to better serve customers

#### Diversification in products, customers & geographies

 MCIE is present across multiple technologies viz. forgings, castings, stampings, gears, magnetic products & composites in India, Germany, Italy, UK, Spain & Lithuania

**Complex & value added parts** that afford sufficient volume but with relatively lesser competition: "Tier 1.5 player as supplier of components"

 E.g. crankshafts, differential housings, turbocharger housings, CV Joints etc.







# **Annexure 1**

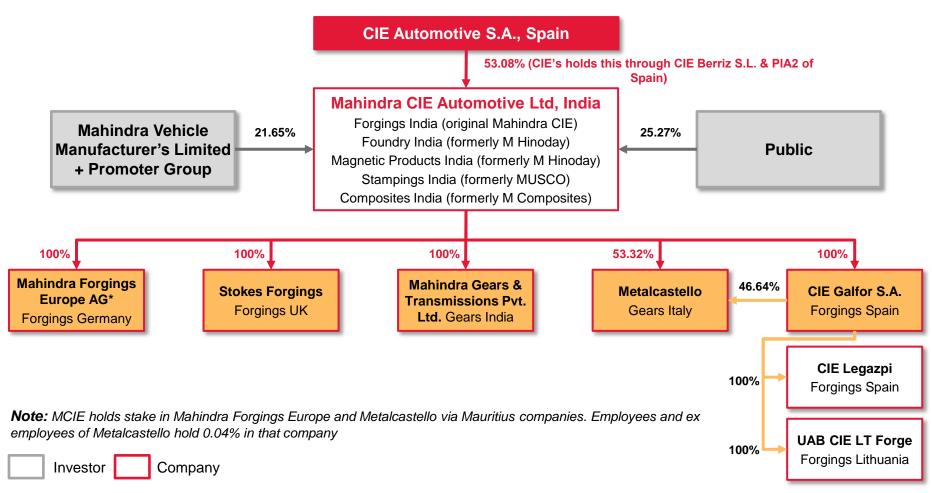
**Overview of Mahindra CIE** 





#### Mahindra CIE: Global Alliance of CIE + M&M

Structure as on 12th September 2016

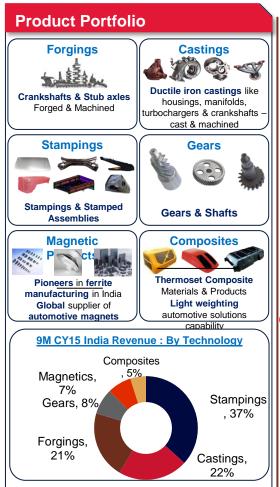


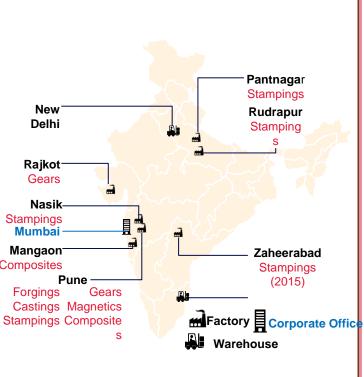
<sup>\*</sup> Includes GSA, Schoeneweiss, Falkenroth & JECO Jellinghaus all in Germany. For business purposes, Stokes is considered part of Mahindra Forgings Europe

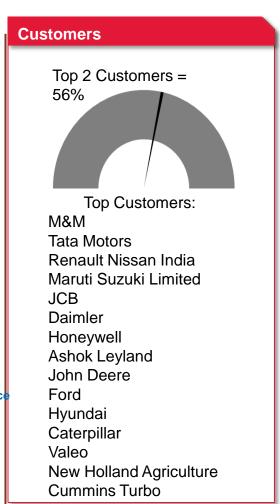




### **India Snapshot**







Source: Excerpted from 9 Month CY 15 Investor update presentation and Annual report for 9months Apr-Dec 2015, both available on www.mahindracie.com

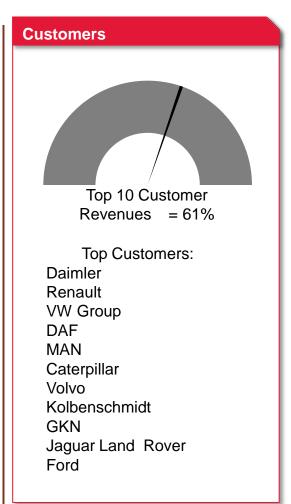




#### **Europe Snapshot**



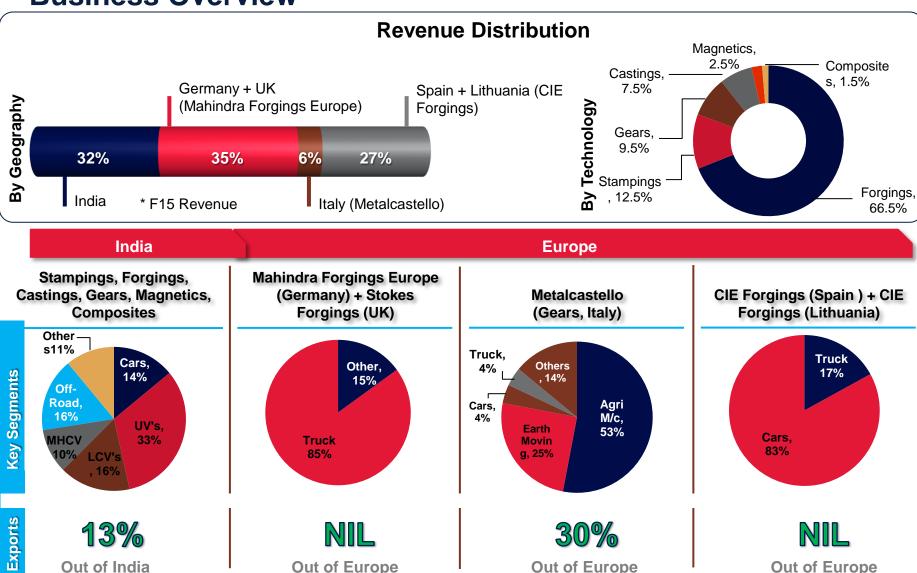








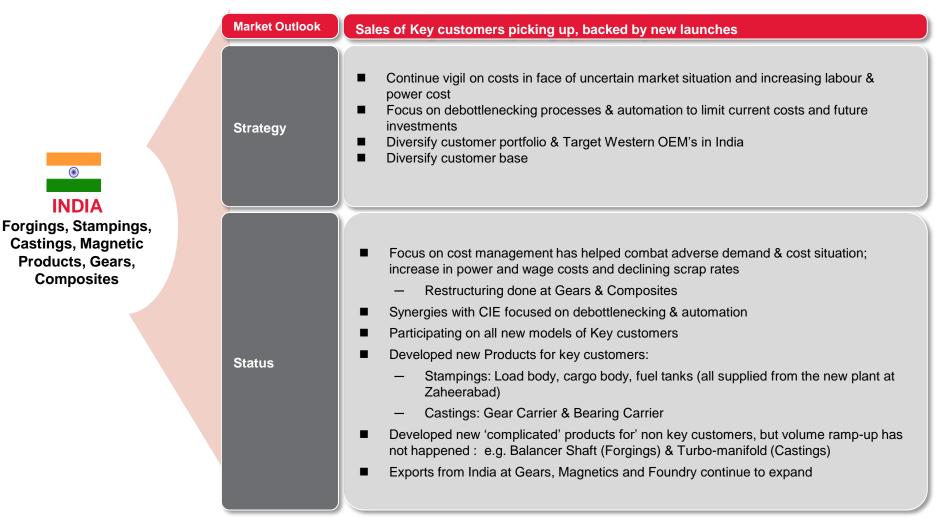
#### **Business Overview**





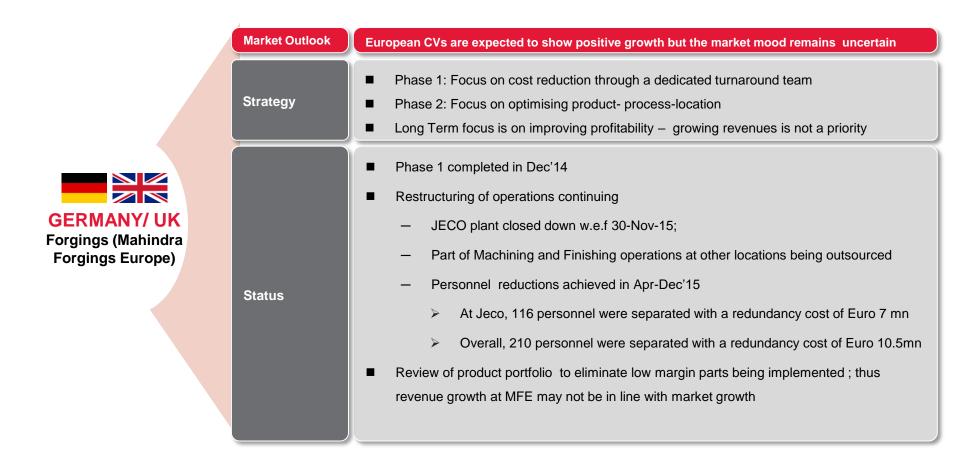


#### **Mahindra CIE: Strategy Update (1)**

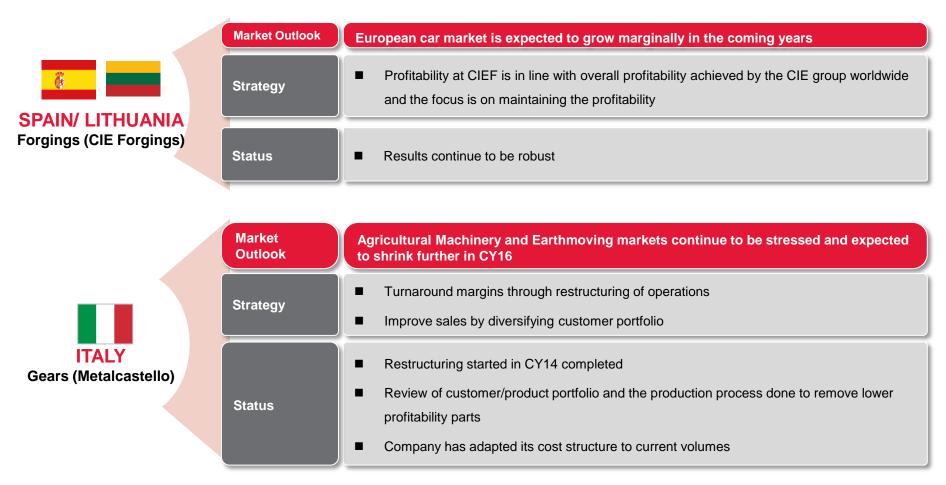




#### Mahindra CIE: Strategy Update (2)



### Mahindra CIE: Strategy Update (3)





## 9 months CY15 (Apr-Dec'15) Performance

|           | 5              | Standalon      | е      | C              | onsolidate     | ed     | S              | ubsidiarie     | es     |
|-----------|----------------|----------------|--------|----------------|----------------|--------|----------------|----------------|--------|
| Parameter | Apr-Dec.<br>15 | Apr-Dec.<br>14 | Change | Apr-Dec.<br>15 | Apr-Dec.<br>14 | Change | Apr-Dec.<br>15 | Apr-Dec.<br>14 | Change |
| Revenue   | 12,036         | 12,285         | -2.0%  | 38,612         | 39,139         | -1.3%  | 26,576         | 26,854         | -1.0%  |
| EBITDA    | 1008           | 1078           | -6.5%  | 3780           | 3520           | 7.4%   | 2772           | 2442           | 13.5%  |
| EBITDA%   | 8.4%           | 8.8%           | -0.4%  | 9.8%           | 9.0%           | 0.8%   | 10.4%          | 9.1%           | 1.3%   |
| EBIT      | 515            | 727            | -29.1% | 2318           | 1797           | 29.0%  | 1803           | 1070           | 68.5%  |
| EBIT%     | 4.3%           | 5.9%           | -1.6%  | 6.0%           | 4.6%           | 1.4%   | 6.8%           | 4.0%           | 2.8%   |
| EBT       | 492            | 615            | -20.0% | 1846           | 879            | 110.0% | 1354           | 264            | 412.6% |
| EBT%      | 4.1%           | 5.0%           | -0.9%  | 4.8%           | 2.2%           | 2.5%   | 5.1%           | 1.0%           | 4.1%   |
| PAT       | 308            | 456            | -32.4% | 1362           | 850            | 60.3%  | 1054           | 394            | 167.7% |
| PAT%      | 2.6%           | 3.7%           | -1.1%  | 3.5%           | 2.2%           | 1.4%   | 4.0%           | 1.5%           | 2.5%   |

All figures in INR Millions. All numbers above are without including one time exceptional costs. Exchange Rate considered is 1 EUR= 71.6 INR

| Exceptional Items | 778 | 644 | 778 | 644 |
|-------------------|-----|-----|-----|-----|
|                   | (a) | (b) | (a) | (b) |

- (a) Mainly for restructuring and redundancies in MFE-Germany for ~ 200 employees.
- (b) For repair of 12000 ton press and redundancies in MFE and inventory write down Metalcastello

Note: EBIT=Profit before tax+Finance Costs; EBITDA = Profit before tax+Depreciation & Amortisation+Finance Costs- Other Income





#### **Balance Sheet as on 31-Dec-15**

|                              | Standa    | alone     | Conso     | lidated   |
|------------------------------|-----------|-----------|-----------|-----------|
| Particulars                  | 31-Dec-15 | 31-Mar-15 | 31-Dec-15 | 31-Mar-15 |
| SHAREHOLDERS' FUNDS          | 23,462    | 23,085    | 20,107    | 19,020    |
| Non- Current Liabilities     | 821       | 686       | 10,834    | 16,978    |
| Current Liabilities          | 3,406     | 3,581     | 20,992    | 13,841    |
| Total Equity and Liabilities | 27,689    | 27,352    | 51,934    | 49,839    |
|                              |           |           |           |           |
| Non-current assets           |           |           |           |           |
| Fixed Assets                 | 5,886     | 6,111     | 16,262    | 16,120    |
| Goodwill                     | -         | -         | 17,714    | 16,381    |
| Investments                  | 15,598    | 15,281    |           |           |
| Other non curent assets      | 1,031     | 1,031     | 3,913     | 3,532     |
| Current Assets               | 5,174     | 4,930     | 14,045    | 13,807    |
| Total Assets                 | 27,689    | 27,352    | 51,934    | 49,839    |
|                              |           |           |           |           |
| For Information              |           |           |           |           |
| Long Term Borrowings         | 107       | 223       | 7,625     | 14,229    |
| Short Term Borrowings        | 2         | 122       | 2,931     | 954       |
| Total Deb                    | t 109     | 345       | 10,556    | 15,183    |

All Figures in INR Million Exchange Rate used 1 EUR= 71.6 INR





# **Annexure 2**

Overview of Bill Forge (BFPL)





## Forging & Machining of Auto Components

Bill Forge is a precision forging and machining company focused on two-wheeler and passenger car auto components, primarily for steering, transmission and wheel-related assemblies



Currently operates 6 manufacturing facilities across India: 4 in Bangalore, 1 in Coimbatore and 1 in Haridwar and an upcoming plant in Celaya, Mexico



One of a handful of Indian forging companies with capabilities in cold and warm forging in addition to hot forging, as well as experience with horizontal part formers

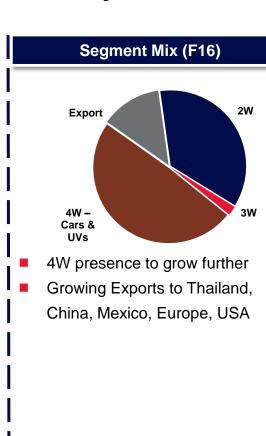




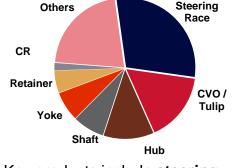
#### **Diversified & Complementary Business Mix**

# Top 10 = 72%

- Key 2W customers: Hero, Bajaj, HMSI and TVS
- Key 4W customers: Ford, GKN, NTN, Nexteer, Rane NSK
- Attractive underlying OEM exposure, with majority of passenger cars business in India's best-selling / fastest-growing OEMs like Maruti, Hyundai and Honda







- Key products include steering races and engine valve retainers for two-wheelers and constant velocity joints, tulips, steering shafts, steering yokes and wheel hubs for passenger cars
- High value addition as majority of products are either fully finished (~60%) or semi-finished (~30%)

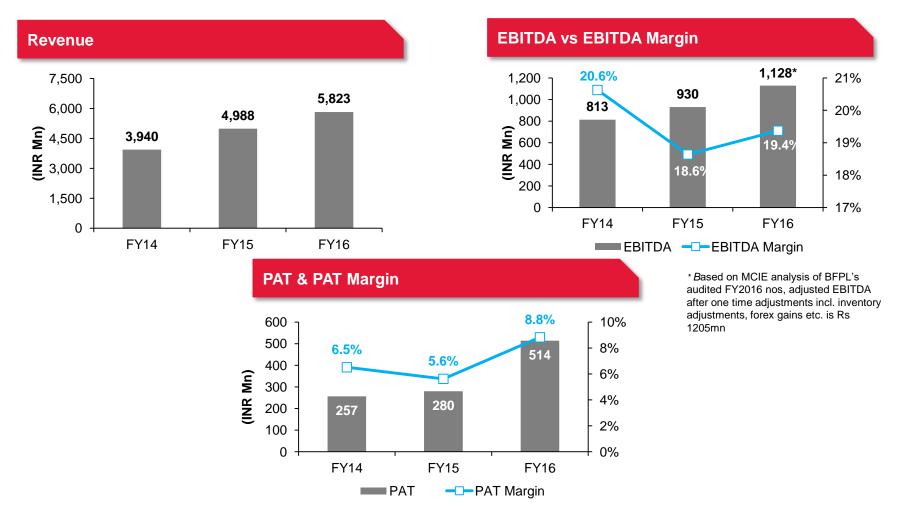
Diversified Customer Portfolio + Exposure to leading 4W OEMs + Strong presence in 2W + Significant Exports &

Diversified Product Mix + High Machining Content + Competitive position in top products





#### Financials (1)



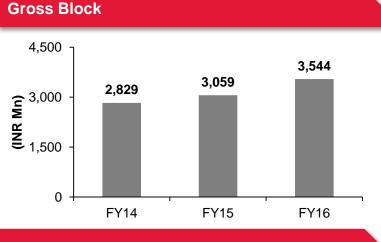
#### Note:

- 1. FY16 financials have been obtained from standalone FY16 audited statements; while FY14 and FY15 have been obtained from FY15 audited statements. However, FY15 numbers have been restated as provided in standalone FY16 audited statements.
- 2. Revenue includes other income
- 3. EBITDA is computed as (Revenue Cost of materials consumed Change in inventories Employee benefit expense Other expenses)

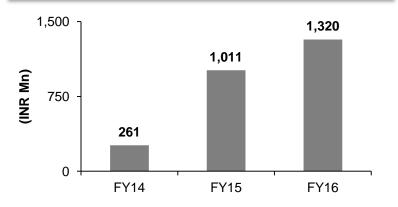


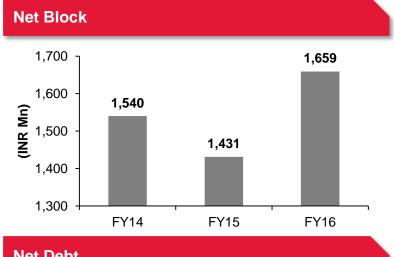


## Financials (2)

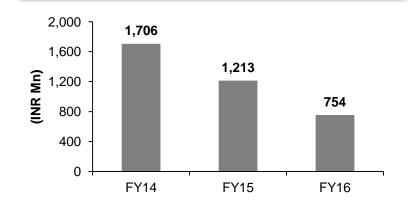








#### **Net Debt**



#### Note:

- FY16 financials have been obtained from standalone FY16 audited statements; while FY14 and FY15 have been obtained from FY15 audited statements. However, FY15 numbers have been restated as provided in standalone FY16 audited statements
- Gross block is computed as (Tangible assets + Intangible assets)
- Net block is computed as (Tangible assets + Intangible assets Accumulated Depreciation)
- Net working capital is computed as (Current Assets Current Liabilities)
- Net Debt is computed as (Long term borrowings + Short term borrowings + Current portion of long term debt Cash & Equivalents CCPS)





# **Annexure 3**

**Overview of CIE Automotive** 





#### **Overview**



#### Top 6 Customers = 34%

#### **Customers Include**

| Renault  | Nissan |
|----------|--------|
| Chrysler | PSA    |
| Mahindra | Ford   |
| Daimler  | GM     |
|          | VW     |

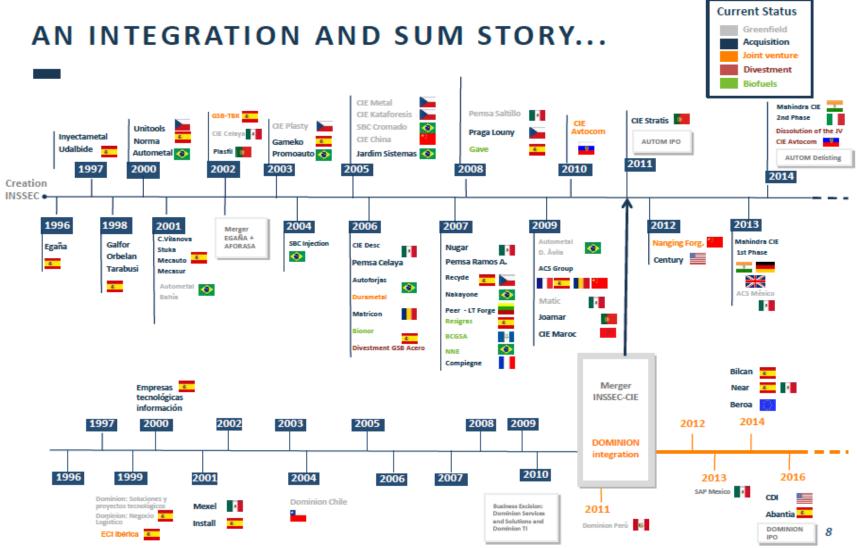
| _                       |  | Aggregated Sales |
|-------------------------|--|------------------|
| ALUMINIUM HPDC          | and the same of th | 209 Mill €       |
| FORGING                 | AMMED  | 558 Mill €       |
| STAMPING & TUBE FORMING |  | 513 Mill €       |
| MACHINING               | 9.6  | 334 Mill €       |
| PLASTICS                |  | 329 Mill €       |
| IRON CASTING            |  | 92 Mill €        |
| ROOF SYSTEMS            |  | 108 Mill €       |

Source: CIE's company presentation of Aug 2016 available on www.cieautomotive.com





#### **Integration History**

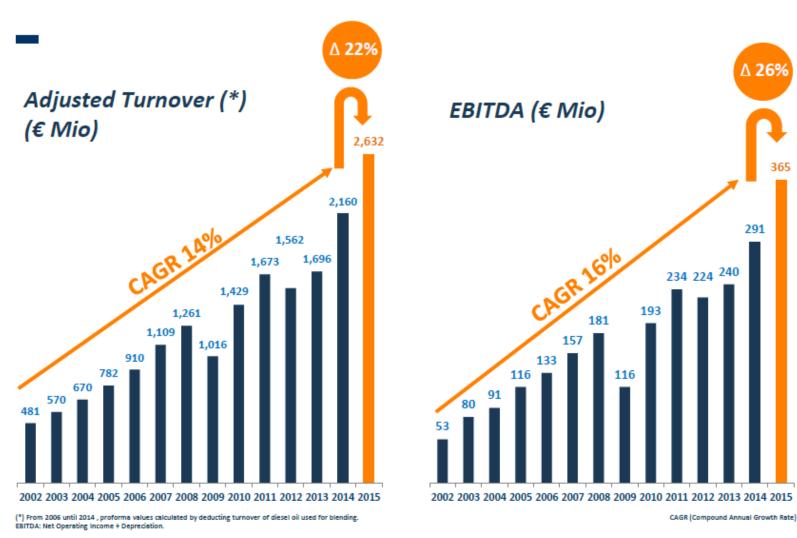




Source: Excerpted from CIE's company presentation of Aug 2016 available on www.cieautomotive.com



## Financials (1)



Source: Excerpted from CIE's company presentation of Aug 2016 available on www.cieautomotive.com

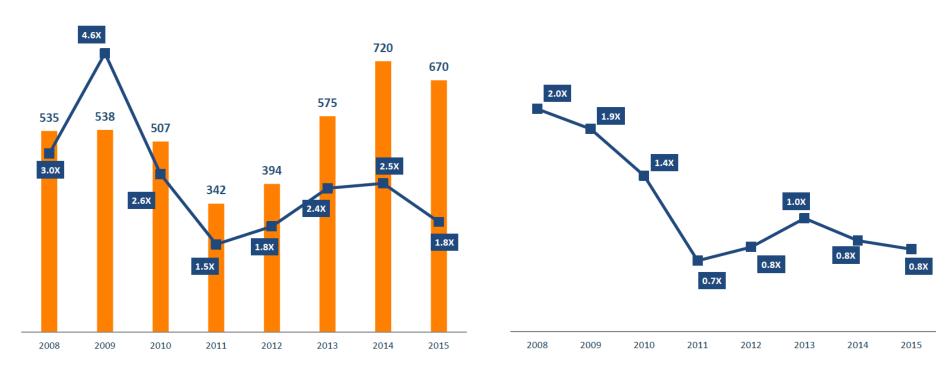




## Financials (2)

## Net Financial Debt (€ Mio) NFD/EBITDA

NFD/Equity



(\*) NFD = Net Financial Debt= Debt with banks and other financial institutions - Cash and equivalents / EBITDA: Net Operating Income + Depreciation

Source: Excerpted from CIE's company presentation of Aug 2016 available on www.cieautomotive.com



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