

February 1, 2017

✓ **The Secretary**  
✓ **BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**The Secretary**  
**The National Stock Exchange of India Limited**  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**Re: Public Announcement to the shareholders of Sona Koyo Steering Systems Limited (“Target Company”) with respect to the proposed open offer (“Offer”) by JTEKT Corporation, (“Acquirer”)**

Dear Sirs,

Pursuant to the Share Purchase Agreement dated February 1, 2017 between the Acquirer and Sona Autocomp Holding Limited (the “**Seller**”), the Seller has agreed, subject to the terms and conditions set out in the SPA, to sell, and the Acquirer has agreed to purchase, for cash, 49,914,664 (Forty Nine Million Nine Hundred Fourteen Thousand and Six Hundred Sixty Four) Equity Shares, representing 25.12% of the Equity Share Capital.

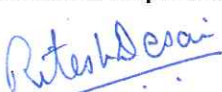
This has resulted in triggering of regulations 3 and 4 other applicable regulations of the SEBI (SAST) Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”), requiring a public announcement in terms of regulation 13 of the said regulations.

Accordingly, in terms of regulation 13 read along with regulation 14 of the SEBI (SAST) Regulations, we, Kotak Mahindra Capital Company Limited, are hereby submitting a copy of the public announcement.

Should you require any further clarification, please do not hesitate to contact Ritesh Desai (4336 0137) / Shobhit Grover (4336 0173) / Shruti Goyal (4336 0172).

Kindly take the above information on your records, and confirm receipt of the same.

Yours Sincerely,

For **Kotak Mahindra Capital Company Limited**  
Ritesh Desai

Encl.: As above

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

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**PUBLIC ANNOUNCEMENT FOR ATTENTION OF PUBLIC SHAREHOLDERS OF  
SONA KOYO STEERING SYSTEMS LIMITED**

**IN ACCORDANCE WITH REGULATION 13 (1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL  
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**Open Offer for acquisition of up to 51,672,877 (Fifty One Million Six Hundred and Seventy Two Thousand Eight Hundred and Seventy Seven Only) fully paid-up equity shares of INR 1/- each (“Offer” / “Open Offer”) of SONA KOYO STEERING SYSTEMS LIMITED (“Target Company”) from the Public Shareholders of the Target Company by JTEKT CORPORATION (“Acquirer”).**

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by Kotak Mahindra Capital Company Limited, the manager to the Offer ( “**Manager**”), for and on behalf of the Acquirer to the public equity shareholders of the Target Company pursuant to and in compliance with regulations 3(1) and 4 read with regulations 13(1), 14 and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ( “**SEBI (SAST) Regulations**”).

**1. Offer Details**

**Size:** The Acquirer hereby makes this Open Offer to all shareholders of the Target Company, other than the Acquirer, and parties to the underlying agreement including persons deemed to be acting in concert with such parties (“**Public Shareholders**”), to acquire up to 51,672,877 (Fifty One Million Six Hundred Seventy Two Thousand Eight Hundred Seventy Seven only) fully paid up equity shares of face value of INR 1 (Rupees one only) each of the Target Company (“**Equity Shares**”), constituting 26.00% of the equity share capital of the Target Company (“**Offer Shares**”) (considering the equity share capital as on the date of this PA (“**Share Capital**”)) subject to the terms and conditions mentioned in this Public Announcement and in the detailed public statement (“**DPS**”) and the letter of offer (“**LoF**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations

**Offer Price / Consideration:** The offer price of INR 84.00 (Rupees Eighty Four only) per Equity Share (“**Offer Price**”) has been calculated in accordance with regulation 8(1) and regulation 8(2) of the SEBI (SAST) Regulations. Assuming full subscription in the Open Offer, the total consideration payable by the Acquirer will be INR 4,340,521,668 (Rupees Four Billion Three Hundred and Forty Million Five Hundred and Twenty One Thousand Sixty Hundred and Sixty Eight only).

**Mode of Payment:** The consideration will be paid in cash, in accordance with regulation 9(1)(a) of the SEBI (SAST) Regulations.

**Type of Offer:** This Offer is a mandatory offer in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control of and over the Target Company. This Open Offer is not subject to any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations. This is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.

**2. Transactions which have triggered the open offer obligations (underlying transaction)**

Given below are the details of the underlying transaction:

Type of transaction (direct / indirect)	Mode of transaction (Agreement/ Allotment/ market purchase)	Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights (VR) acquired (INR)	Mode of payment	Regulation which has triggered
		Number	% vis-à-vis total equity/ Voting Share Capital			
Direct	Share Purchase Agreement dated February 1, 2017 entered between the Acquirer, Sona Autocomp Holding Limited (" <b>Seller</b> ") , Mrs. Rani Kapur and Mr. Sunjay Kapur	49,914,664 Equity Shares	25.12%	4,192,831,776 (84.00 per Equity Share)	Cash	3(1) and 4 of the SEBI (SAST) Regulations

### 3. Acquirer

Details	Acquirer
Name of Acquirer	JTEKT Corporation
Address	15 <sup>th</sup> Floor, Midland Square, 4-7-1 Meieki, Nakamura-ku, Nagoya 450-8515, Japan
Name(s) of persons in control/promoters of Acquirer where Acquirer is a company	The Acquirer is a widely held listed public company and has diverse shareholder base with no identified promoter. The Acquirer is not owned or controlled, directly or indirectly, by another corporation, any foreign government or by any other legal or natural person
Name of the group, if any, to which the Acquirer belongs to	JTEKT Group
Pre-transaction shareholding	
<ul style="list-style-type: none"> <li>• Number</li> <li>• % of total share capital</li> </ul>	<p>39,947,108</p> <p>20.10%</p>
Proposed shareholding after the acquisition of shares which triggered the Open Offer	89,861,772 constituting 45.22% of the Share Capital
Any other interest in the Target Company	<ul style="list-style-type: none"> <li>• The Acquirer is an existing promoter of the Target Company and is part of the Promoter Group of the Target Company</li> <li>• Representatives on Board of the Target Company <ul style="list-style-type: none"> <li>– Mr. Hidekazu Omura (Non-Executive Director)</li> <li>– Mr. Kiyozumi Kamiki (Deputy Managing Director)</li> </ul> </li> <li>• The Acquirer has a joint venture with the Target Company wherein the Acquirer holds</li> </ul>

Details	Acquirer
	<p>51% stake with a business objective of manufacturing column type electric power steering (C-EPS) systems</p> <ul style="list-style-type: none"> <li>• The Acquirer has had several technology license/sharing arrangements with the Target Company in the past and the Acquirer continues to have technology license/sharing arrangements with the Target Company</li> <li>• The Acquirer and its group entities export or supply certain parts/raw material to the Target Company and its subsidiaries</li> </ul>

4. Details of the selling shareholder

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholder			
		Pre Transaction		Post Transaction	
		Number of Shares	% vis-à-vis Share Capital	Number of Shares	% vis-à-vis Share Capital
Sona Autocomp Holding Limited	Yes	49,914,664	25.12%	NIL	NIL
<b>Total</b>		<b>49,914,664</b>	<b>25.12%</b>	<b>NIL</b>	<b>NIL</b>

5. **Target Company**

**Name:** Sona Koyo Steering Systems Limited  
**Registered Office:** UGF- 6, Indra Prakash, 21, Barakhamba Road, New Delhi, 110001  
**Exchanges where listed:** BSE Limited & The National Stock Exchange of India Limited  
Scrip Code 520057, Scrip ID SONASTEER

6. **Other Details**

The Public Announcement is made in compliance with regulation 13(1) of the SEBI (SAST) Regulations.

The DPS to be issued under the SEBI (SAST) Regulations shall be published by February 8, 2017, i.e. within 5 working days of the Public Announcement as required by regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall, *inter alia*, contain details of the Offer including detailed information on the Offer Price, the Acquirer, the Target Company, the Seller, the background to the Offer (including details of and conditions precedent to the completion of the transactions contemplated by the Agreements) and details of financial arrangements and other terms of the Offer. The DPS shall be published, as required under regulation 14(3) of the SEBI (SAST) Regulations, in all editions of (a) any one English national daily newspaper with wide circulation; (b) any one Hindi national daily newspaper with wide circulation; and (c) any one Marathi daily newspaper at Mumbai.

Completion of the Offer and the underlying transaction as envisaged under the Agreement is subject to satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Subject to compliance with the SEBI (SAST) Regulations, the underlying transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer.

The Acquirer undertakes that it is aware of and will comply with its obligations under the SEBI (SAST) Regulations. The Acquirer has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for financing the acquisition of the Equity shares and to meet other obligations under the Open Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations.

This Offer is not conditional upon any minimum level of acceptance pursuant to the terms of regulation 19 of the SEBI (SAST) Regulations. This Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.

This Offer is subject to the terms and conditions mentioned in this Public Announcement, and in the DPS and LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

**Issued by the Manager to the Offer**



**Kotak Mahindra Capital Company Limited**

27 BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Tel : +91 22 4336 0000

Fax : +91 22 6713 2447

Email [project.skssopenoffer@kotak.com](mailto:project.skssopenoffer@kotak.com)

Contact Person: Mr. Ganesh Rane

SEBI Registration Number: INM000008704

**On behalf of the Acquirer**

JTEKT Corporation

**Place:** 15th Floor, Midland Square, 4-7-1 Meieki, Nakamura-ku, Nagoya 450-8515, Japan

**Date:** February 1, 2017