



June 27, 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

Dear Sirs,

**Re: Post Offer Advertisement (defined below) to the shareholders of Sona Koyo Steering Systems Limited (“Target Company”) with respect to the open offer (“Open Offer”) by JTEKT Corporation, (“Acquirer”) pursuant to Regulation 3(1), 3(2), 3(3) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations”)**

Please find enclosed the post Open Offer advertisement (“**Post Offer Advertisement**”), which has been released to appear in the following newspapers on June 27, 2017, under regulation 18(12) of the SEBI (SAST) Regulations:

- Business Standard (English) (all editions)
- Business Standard (Hindi) (all editions)
- Navshakti (Marathi) (Mumbai edition)
- Vir Arjun (Hindi) (Delhi edition)

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

Yours sincerely,

For **Kotak Mahindra Capital Company Limited**

Sumit Agarwal

Encl.: As above

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

Registered Office:

**27BKC**

C - 27, “G” Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

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F +91 22 67132445

www.investmentbank.kotak.com

# SONA KOYO STEERING SYSTEMS LIMITED

Registered Office: UGF- 6, Indra Prakash, 21, Barakhamba Road, New Delhi, 110001;  
CIN: L29113DL1984PLC018415, Tel: +91 11 23311924

Post Offer Advertisement under Regulation 18 (12) in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011  
**Open Offer for acquisition of up to 51,672,877 Equity Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of Sona Koyo Steering Systems Limited by JTEKT Corporation ("Acquirer")**

This post offer advertisement ("Post Offer Advertisement") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), for and on behalf of the Acquirer pursuant to and in accordance with regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") in respect of the open offer ("Open Offer") to acquire up to 51,672,877 (Fifty One Million Six Hundred and Seventy Two Thousand Eight Hundred Seventy Seven only) equity shares of Sona Koyo Steering Systems Limited ("Target Company"). The DPS with respect to the Offer published on February 8, 2017, and Corrigendum published on May 24, 2017 were published in all editions of Business Standard - English (all editions), in Business Standard - Hindi (all editions), Navshakti (Mumbai edition) and Vir Arjun (Delhi edition).

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|---|--|
| 1. Name of the Target Company:                                | Sona Koyo Steering Systems Limited     |
| 2. Name of the Acquirer and PACs:                             | JTEKT Corporation                      |
| 3. Name of the Manager to the Offer:                          | Kotak Mahindra Capital Company Limited |
| 4. Name of the Registrar to the Offer:                        | Karvy Computershare Private Limited    |
| 5. Open Offer Details:  |  |
| a. Date of Opening of the Tendering Period of the Open Offer: | May 30, 2017                           |
| b. Date of Closure of the Tendering Period of the Open Offer: | June 12, 2017                          |
| 6. Date of Payment of Consideration:                          | June 22, 2017                          |
| 7. Details of Acquisition:                                    |  |

Sl.No	Particulars	Proposed in Offer Document	Actuals
7.1	Offer Price	INR 84.00	INR 84.00
7.2	Aggregate number of shares tendered	51,672,877	50,150,969
7.3	Aggregate number of shares accepted	-	50,150,969
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 4,340,521,668	INR 4,212,681,396
7.5	Shareholding of the Acquirer before Agreements/Public Announcement		
	• Number	39,947,108	39,947,108
	• % of Equity Share Capital*	20.10%	20.10%
7.6	Shares Acquired by way of Agreements#		
	• Number	49,914,664	49,914,664
	• % of Equity Share Capital*	25.12%	25.12%
7.7	Shares Acquired by way of Open Offer		
	• Number	51,672,877	50,150,969
	• % of Equity Share Capital*	26.00%	25.23%
7.8	Shares acquired after Detailed Public Statement**		
	• Number of shares acquired	49,914,664	49,914,664
	• Price of the shares acquired	84.00	84.00
	• % of the shares acquired	25.12%	25.12%
7.9	Post offer shareholding of Acquirer		
	• Number	141,534,649	140,012,741
	• % of Equity Share Capital*	71.22%	70.45%
7.10	Pre & Post offer shareholding of the Public		
	• Number	Pre-Offer: 94,755,791 (47.68%)	Pre-Offer: 94,755,791 (47.68%)
	• % of Equity Share Capital*	Post-Offer: 43,082,914 (21.68%)	Post-Offer: 44,604,822 (22.44%)

\* Pursuant to the SPA

# Based on Equity Share Capital of 198,741,832 Equity Shares as defined on page 6 of the Letter of Offer dated May 17, 2017

\*\* The Acquirer acquired 49,914,664 Equity Shares, as contemplated under the SPA, on May 18, 2017

- The Acquirer and its respective directors, accept full responsibility for the information contained in this Post Offer Advertisement and also accept responsibility for the obligations of the Acquirer laid down under the SEBI (SAST) Regulations.
- A copy of this Post Offer Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), BSE Limited, National Stock Exchange of India Limited and the registered office of the Target Company.
- Capitalized terms used but not defined in this Post Offer Advertisement shall have the meanings assigned to such terms in the Letter of Offer.

Issued by the Manager to the Offer on behalf of the Acquirer	Registrar to the Offer
 <p><b>kotak</b><sup>®</sup> Investment Banking</p> <p><b>Kotak Mahindra Capital Company Limited</b> 27BKC, 1st floor, Plot no. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 4336 0128; Fax: +91 22 6713 2447 Email: <a href="mailto:Project.skssopenoffer@kotak.com">Project.skssopenoffer@kotak.com</a> Website: <a href="http://www.investmentbank.kotak.com">http://www.investmentbank.kotak.com</a> Contact person: Ganesh Rane SEBI Reg. No.: INM000008704 CIN: U67120MH1995PLC134050</p>	 <p><b>KARVY</b> Computershare</p> <p><b>Karvy Computershare Private Limited</b> Karvy Selenium, Tower- B, Plot No. 31 &amp; 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032 Tel: +91 40 6716 2222; Fax: +91 40 2343 1551 Website: <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a> E-Mail: <a href="mailto:skss.openoffer@karvy.com">skss.openoffer@karvy.com</a> Contact Person : Mr. M Murali Krishna SEBI Reg. No.: INR000000221</p>