

Date: March 22, 2018

To,

**Sona Koyo Steering Systems Limited**  
UGF-6, Indraprakash  
21, Barakhamba Road  
New Delhi 110001.

**The Managing Director**  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Mumbai-400 001

**The Managing Director**  
National Stock Exchange of India Limited  
Exchange Plaza  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051

Dear Sir / Madam

**Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”).**

This is with reference to the Offer for Sale announced by JTEKT Corporation (“**Seller**”) on March 16, 2018 for sale of 47,56,367 equity shares of face value of Re. 1/- each representing 2.39% of the total paid up equity share capital of Sona Koyo Steering Systems Limited (“**Company**”) (which took place on March 19 and 20, 2018. In this regard), we wish to inform you that the Seller has sold 12,41,488 equity shares of the Company to non-Retail and Retail investors on the basis of valid bids received on these dates.

The above sale of equity shares took place on a separate designated window of BSE Limited and National Stock Exchange of India Limited and was undertaken in accordance with the “Comprehensive Guidelines on Offer for Sale (OFS) of shares by promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (“**SEBI**”) through its circular no CIR/MRD/ DP/18/2012 dated July 18, 2012, as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016 and circular number CIR/MRD/DP/65/2017 dated June 27, 2017, read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – Trading (No. HO/MRD/DP/CIR/P/2016/135) dated December 16, 2016 issued by SEBI.

In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”), we are hereby notifying the information regarding the change in our shareholding in the Company, pursuant to the above sale of shares made by us on March 19 and 20, 2018. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of conclusion of such sale.

Enclosed is the report in the format as prescribed by SEBI.

The above is for your information and records.

Yours sincerely,  
**For JTEKT Corporation**

**Hidekazu Omura**  
**Authorized Official**

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Sona Koyo Steering Systems Limited (the “Company”)		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	JTEKT Corporation (the “Seller”)		
3. Whether the Seller acquirer belongs to Promoter/Promoter group	Yes, the Seller is one of the Promoters of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”)		
5. Details of the acquisition/disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable</b>	<b>% w.r.t. total diluted share/voting capital of the TC (*)</b>
<b>Before the acquisition- Sale under consideration, holding of :</b>			
a) Shares carrying voting rights	14,00,12,741	70.45%	70.45%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	<b>14,00,12,741</b>	<b>70.45%</b>	<b>70.45%</b>
<b>Details of acquisition/ sale of shares held by the Seller</b>			
a) Shares carrying voting rights	12,41,488	0.62%	0.62%
b) VRs acquired/ sold otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
d) Shares encumbered/ invoked/released by the acquirer	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	<b>12,41,488</b>	<b>0.62%</b>	<b>0.62%</b>
<b>After the acquisition/ sale, holding of the Seller:</b>			
a) Shares carrying voting rights	13,87,71,253	69.82	69.82
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
<b>Total (a+b+c+d)</b>	<b>13,87,71,253</b>	<b>69.82</b>	<b>69.82</b>





6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Offer for Sale by JTEKT Corporation through the stock exchange mechanism in accordance with circular bearing no. CIR/MRD/DP/18/2012 dated July 18, 2012 (“SEBI OFS Circular”) notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI vide its circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/ 17 /2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015 and circular number CIR/MRD/DP/36/2016 dated February 15, 2016 and circular number CIR/MRD/DP/65/2017 dated June 27, 2017 issued by the Securities and Exchange Board of India (“SEBI”) (together with SEBI OFS Circular, “SEBI OFS Circulars”), read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – Trading (No. HO/MRD/DP/CIR/P/2016/135) dated December 16, 2016 issued by SEBI.
7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 19 and 20, 2018
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale	<b>Number of Shares:</b> 19,87,41,832 <b>Amount (in Rs.):</b> Rs. 19,87,41,832/- (*Face value of Re. 1/- per equity share)
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	<b>Number of Shares:</b> 19,87,41,832 <b>Amount (in Rs.):</b> Rs. 19,87,41,832/- (*Face value of Re. 1/- per equity share)
10. Total diluted share/voting capital of the TC after the said acquisition/ sale	<b>Number of Shares:</b> 19,87,41,832 <b>Amount (in Rs.):</b> Rs. 19,87,41,832/- (*Face value of Re. 1/- per equity share)

<sup>(1)</sup> The Offer for Sale was announced on March 16, 2018 for sale of 47,56,367 equity shares of face value of Re. 1/- each, representing 2.39% of the total paid up equity share capital of the Company.

<sup>(\*)</sup> Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

Yours sincerely,

For JTEKT Corporation



Hidekazu Omura  
Authorized Official

Place : Gurugram  
Date : 22<sup>nd</sup> March, 2018

