

P Mukund

New 207/2, Old 93/2, TTK Road,  
Alwarpet, Chennai- 600018  
Tamil Nadu, India

July 11, 2016

The Managing Director  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

The Managing Director  
The National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400051

Dear Sirs,

**Sub: Notice of Offer for Sale of Equity Shares of Igarashi Motors India Limited ("IMIL" or "the Company") by Mr. P. Mukund, a Promoter of IMIL (the "Seller") through the Stock Exchange Mechanism ("Sale" or "OFS-SE") (the "Notice")**

Pursuant to Clause 5(b) of the SEBI Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circulars numbers CIR/MRD/DP/04/2013 dated January 25, 2013, CIR/MRD/DP/17/2013 dated May 30, 2013, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/32/2014 dated December 1, 2014, CIR/MRD/DP/12/2015 dated June 26, 2015 and CIR/MRD/DP/36/2016 dated February 15, 2016 ("**SEBI OFS Circular**") issued by Securities Exchange Board of India (SEBI) pertaining to comprehensive guidelines on offer for sale through stock exchange mechanism, I wish to inform you that I, Mr. P. Mukund, (**the "Seller"**), one of the promoters of **Igarashi Motors India Limited ("IMIL" or the "Company")**, propose to sell **33,20,351** equity shares of face value of 10/- each, representing 10.35% of the equity share capital of the Company (the "**Equity Shares**") on **July 12, 2016 ("Day 1 of OFS") for non-retail investors and on July 13, 2016 ("Day 2 of OFS") for retail investors and such non-retail investors who choose to carry forward their bids** exclusively through the Seller's broker named below through a sale on the separate windows provided by BSE Limited ("**BSE**") and The National Stock Exchange of India Limited ("**NSE**") in accordance with (i) SEBI OFS Circular; (ii) Notice No. 20120228-30 dated February 28, 2012, Notice No. 20120222-34 dated February 22, 2012, Notice No. 20120727-26 dated July 27, 2012, Notice No. 20130129-23 dated January 29, 2013, Notice No. 20140902-33 dated September 2, 2014, Notice no. 20150122-30 dated January 22, 2015 and Notice No 20150702-28 dated July 2, 2015 and Notice No. 20160218-33 dated February 18, 2016 issued by BSE; (iii) Circular No. 2/2012 dated February 21, 2012, Circular No. 73/2012 dated February 24, 2012, Circular No. 52/2012 dated August 2, 2012, Circular No. 005/2013 dated January 30, 2013, Circular No. 0037/2013 dated January 31, 2013, Circular No. 52/2013 dated May 30, 2013, Circular No. 44/2014 dated September 2, 2014, Circular No. 6/2015 dated January 28, 2015, Circular No. 29/2015 dated June 30, 2015 and Circular No. 10/2016 dated February 19, 2016 issued by NSE. (the "**Sale**").

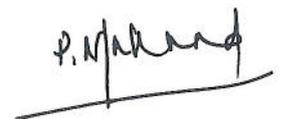
The Sale shall be undertaken exclusively through the Seller's Broker (defined hereinafter) on a separate window provided by the Stock Exchanges for this purpose.

The information required to be announced under Clause 5(b) of the SEBI OFS Circular is set out below in tabular form. In addition, other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein constitutes an integral part of the



terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety along with the SEBI OFS Circular.

Name of the seller (promoter/ promoter group)	Mr. P. Mukund The seller is one of the promoters of Igarashi Motors India Limited as disclosed by the Company in the filings made to the stock exchanges
Name of the Company whose shares are proposed to be sold and ISIN	<u>Igarashi Motors India Limited</u> (the "Company")  ISIN: INE188B01013
Name of the Stock Exchange where orders shall be placed	BSE and NSE
Designated Stock Exchange	BSE
Date and time of opening and closing of the Sale.	<p><b>For non-Retail Investors: July 12, 2016 ("T day")</b></p> <p>The Sale shall take place during trading hours on a separate window of the Stock Exchanges on T day i.e. July 12, 2016 commencing at 9:15 a.m. and shall close on the same date at 3:30 p.m. Indian Standard Time.</p> <p>Only non-Retail Investors shall be allowed to place their bids on T day, i.e. July 12, 2016.</p> <p><b>For retail Investors and non-retail category bids who choose to carry forward their bids: July 13, 2016 ("T+1 day")</b></p> <p>The Sale shall continue to take place during trading hours on a separate window of the Stock Exchanges on T +1 (T + 1 being July 13, 2016) commencing at 9:15 a.m. and shall close on the same date at 3:30 p.m. Indian Standard Time.</p> <p><b><i>Only Retail Investors (defined below) shall be allowed to place their bids on T+1 day. Further, those non-Retail investors who have placed their bids on T day and have chosen to carry forward their bids to T +1 day, shall be allowed to revise their bids on T+1 day as per the SEBI OFS Circulars.</i></b></p> <p>(T day and T +1 day, collectively referred to as "Offer Dates")</p>
Allocation Methodology	<p>The allocation shall be at or above the Floor Price (defined below) on a price priority basis at multiple clearing process, in accordance with the SEBI OFS Circulars, except in case of Retail investors (defined below), who shall have an option to bid at the Cut-Off Price (defined below).</p> <p>10% of the Sale Shares shall be reserved for allocation to Retail Investors (defined below) ("<b>Retail Category</b>") subject to the receipt of valid bids. Bidders can bid under Retail Category or</p>



non-retail category. The Stock Exchanges shall decide the quantity of Sale Shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Seller. Unsubscribed portion of the shares reserved for Retail investors shall be allotted to the non-Retail Investors (un-allotted on T day who choose to carry forward their bid on T+1 day). However, such non-Retail bidders are required to indicate their willingness to carry forward their bids on T+1 day.

Bidders can bid under the Retail Category or the non-Retail Category. Indicative price for the non-retail category shall be displayed separately. There shall be no indicative price for the Retail Category.

No single bidder other than mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 as amended ("**Insurance Companies**") shall be allocated more than 25% of the Sale Shares being offered in the Sale.

#### **Non-Retail Category allocation methodology**

The non-Retail Investors shall have an option to carry forward their bids from T day to T +1 day. Non-Retail Investor choosing to carry forward their bids to T+1 day are required to indicate their willingness to carry forward their bids. Further, such Investors can also revise their bids on T+1 day in accordance with the SEBI OFS Circulars.

**The allocation to the non-Retail Investors shall be at price equal to the Cut-off Price or higher as per the bids.**

The allocation shall be at or above the Floor Price (defined below) on price priority method at multiple clearing prices, in accordance with the SEBI OFS Circulars.

A minimum of 25 % of the Sale Shares shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the non-retail category. In case of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the non-Retail category.

In case of oversubscription in the non-retail category, if the aggregate number of Sale Shares bid for at a particular clearing price is more than available quantity then the allocation for such bids will be done on a proportionate basis.

	<p><b>Retail Category</b></p> <p>Retail investor shall mean an individual investor who places bids for Sale Shares of total value of not more than Rs. 2,00,000 (Rupees Two Lakhs) aggregated across Stock Exchanges ("Retail Investor").</p> <p>A Retail Investor may bid at any price above the Floor Price and/or bid at "<b>Cut-Off Price</b>". "Cut-Off Price" means the lowest price, as shall be determined, at which the Sale Shares are sold in the non-Retail Category, based on all valid bids received on T day.</p> <p>Upon determination of Cut-Off Price for the non-retail category, the Sale Shares in the Retail Category shall be allocated to eligible bids at or above the Floor Price on price priority method at multiple clearing prices in accordance with SEBI OFS Circulars.</p> <p>(a) For price bids: At such price for the respective price bids; and (b) For bids at Cut-Off Price: At the Cut-Off Price.</p> <p>In case of oversubscription in the Retail Category, if the aggregate number of Sale Shares bid for at a particular clearing price / Cut- Off Price, as the case may be, is more than available quantity then the allocation for such bids will be done on a proportionate basis.</p> <p>No discount is being offered to Retail Investors.</p> <p>If the Retail Category is fully subscribed, bids by Retail Investors below the Cut-Off price shall be rejected. In case of under-subscription in the Retail Category at Cut-Off Price, the price bids received in the Retail Category between the Cut-Off price and the Floor Price will also be eligible for allotment, provided that such price bids are equal to or above the Floor Price (defined below). Allotment to such bids shall be done on price priority method in accordance with SEBI OFS Circulars.</p> <p>Any unsubscribed portion of Retail Category after allotment shall be eligible for allocation in the non-retail category to the unallotted bidders on T day who choose to carry forward their bid on T +1 day. Such non-retail investors choosing to carry forward their bid to T+1 day are required to indicate their willingness to carry forward their bid to T +1 day.</p>
<p><b>Number of Shares proposed to be sold by the Seller pursuant to the Sale</b></p>	<p><b>33,20,351</b> (Thirty Three Lakh Twenty Thousand and Three Hundred Fifty One) Equity Shares of face value of 10/- each offered by the Seller (hereinafter referred to as the "<b>Sale Shares</b>").</p>
<p><b>Maximum number of Shares that the Seller may choose to sell over and above the offer made in the Sale</b></p>	<p>Nil</p>

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Seller's Broker	Motilal Oswal Securities Limited (BSE: 446; NSE: 10412)
Floor Price	The Seller hereby declares the Floor Price for the Sale on (the "Floor Price") as Rs 650/- per equity share of the Company.  The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market.
Retail Discount	No discount is being offered to the Retail Investor.
Conditions for withdrawal of the Sale	The Seller reserves the right to not proceed with the Sale at any time prior to the time of opening of the Sale on T day. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through Stock Exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
Conditions for cancellation of the Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares; or (ii) of any default in settlement obligations, the Seller reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
Conditions for participating in the Sale	<ol style="list-style-type: none"> <li>1. Non-institutional investors shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing bids for the Sale.</li> <li>2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and applicable SEBI circulars.</li> <li>3. In respect of bids in the Retail Category, margin for bids placed at the Cut-Off Price, shall be at the Floor Price and for price bids at the value of the bid. Clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions.</li> <li>4. Retail Investors may enter a price bid or opt for bidding at the Cut-Off Price.</li> <li>5. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.</li> <li>6. Individual investors shall have the option to bid in the Retail Category and the non-Retail Category. However, if the cumulative bid value by an individual investor across both categories exceeds Rs. 2,00,000 (Rupees Two</li> </ol>



## Important Information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Sale is being made in reliance on the SEBI OFS Circulars, read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation - Trading (No. CIR/MRDIDP/9/2015) dated May 26, 2015 issued by SEBI and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. There will be no "public offer" of the Sale Shares in India under the applicable laws in India including the Companies Act, 2013, and the rules and clarifications issued thereunder to the extent in force pursuant to notification of its various sections by the Ministry of Corporate Affairs, Government of India, and Companies Act, 1956, and the rules and clarifications issued thereunder, without reference to its provisions that have ceased to have effect, (the "**Companies Act**") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as "prospectus" or an offer document with the Registrar of Companies in India and/or SEBI and/or the Stock Exchanges or any other statutory/regulatory/listing authority in India or abroad under the applicable laws in India including the Companies Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

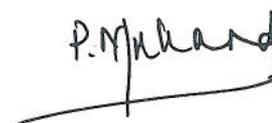
Each Bidder shall be deemed to acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI or the Stock Exchanges, on the Company's website or otherwise in the public domain, together with the information contained in this Notice.

The Company has not confirmed it is not a Passive Foreign Investment Company ("**PFIC**") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended, and the Company has not confirmed whether it has any plan or intention to take any action that would result in the Company becoming a PFIC in the future. No analysis has been undertaken to determine if the Company is a PFIC. If the Company were determined to be a PFIC, there may be adverse tax consequences for holders of the Sale Shares in the United States.

The Sale is subject to further terms set forth in the contract note to be provided to the successful Bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities, in any jurisdiction (collectively, "**Other Jurisdictions**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdictions unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should see k appropriate legal advice prior to participating in the Sale.

The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States and



may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable state securities laws. The Sale Shares are being offered and sold (1) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("QIBs") pursuant to Rule 144A under the Securities Act ("Rule 144A") or any other available exemption from the registration requirements under the Securities Act, and (2) outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act ("Regulation S"). **Prospective purchasers in the United States are hereby notified that the Seller may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.**

Prospective purchasers of Sale Shares are hereby advised that any resale of Sale Shares in the United States must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption therefrom and in accordance with any applicable state securities laws.

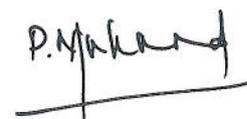
**Except for the Seller's Broker, no broker may solicit bids for the Sale Shares or accept orders for bids for the Sale Shares from persons in the United States.**

By submitting a bid in connection with the Sale, each broker will also be deemed to have read and understood this Notice in its entirety and accepted and complied with the terms and conditions set out in this Notice. In addition, each broker, except for the Seller's Broker, will be deemed to have represented that (a) it is located outside the United States, (b) it has not accepted an order to submit a bid in connection with the Sale from a person in the United States, and (c) none of it, its affiliates or any person acting on its or their behalf has engaged in any "directed selling efforts" (as defined in Regulation S) in connection with the Sale.

By submitting a bid in connection with the Sale or receiving any Sale Shares, each Bidder will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) made the representations, warranties, agreements and acknowledgements set out in (i) or (ii) below, as appropriate:

**(i) Persons Outside the United States**

- It understands that the Sale Shares have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States and are being offered and sold to it in offshore transactions in accordance with Regulation S.
- (a) it was outside the United States (within the meaning of Regulation S) at the time the offer of the Sale Shares was made to it and it was outside the United States when its buy order for the Sale Shares was originated and (b) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Sale Shares was made to it and such customer was outside the United States when such customer's buy order for the Sale Shares was originated.
- It did not submit a bid for the Sale Shares as a result of any "directed selling efforts" (as defined in Regulation S).
- It is buying the Sale Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Sale Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Sale Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any

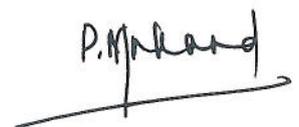


- other jurisdiction, including India.
- It is not an affiliate (as defined in Rule 501 (b) under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company.
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is submitting a bid for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to purchase the Sale Shares for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold the Seller and the Seller's Broker harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Sale Shares.
- It acknowledges that the Seller and the Seller's Broker and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and a cknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Sale Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

**(ii) Persons in the United States**

- It understands that the Sale Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and that the offer and sale of the Sale Shares to it is made in reliance on an exemption from the registration requirements of the Securities Act provided by Rule 144A or any other available exemption from the registration requirements of the Securities Act and in reliance on exemptions from applicable state securities laws.
- It is a QIB acquiring the Sale Shares for its own account or for the account of one or more QIBs, each of which is acquiring beneficial interests in the Sale Shares for its own account.
- It did not submit a bid for and will not be acquiring the Sale Shares as a result of any general solicitation or general advertising (within the meaning of Rule 502(c) under the Securities Act).
- It represents and warrants that it is buying the Sale Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, sell, pledge or otherwise transfer any of the Sale Shares, it agrees that it will only offer, sell, pledge or otherwise transfer such Sale Shares (a) in the United States (i) to a person who the seller reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iii) pursuant to another available exemption from the registration requirements of the Securities Act, or (iv) pursuant to an effective registration statement under the Securities Act, or (b) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, in each case in accordance with all applicable securities laws of the states of



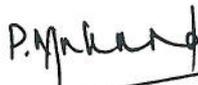
the United States and any other jurisdiction, including India. Except for sales made in accordance with Rule 903 or 904 of Regulation S, it will, and each subsequent purchaser is required to, notify any subsequent purchaser from it of the resale restrictions referred to in (a) above.

- It represents that prior to acquiring the Sale Shares, it has all the information relating to the Company and the Sale Shares which it believes is necessary for the purpose of making its investment decision.
- It understands that Sale Shares purchased pursuant to Rule 144A or another available exemption under the Securities Act will be "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and it agrees that it shall not deposit such Sale Shares into any unrestricted depository facility established or maintained by any depository bank.
- It agrees to indemnify and hold the Seller and the Seller's Broker harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Sale Shares.
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is submitting a bid for one or more managed accounts, it represents and warrants that it is authorised in writing by each such managed account to submit the bid for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It acknowledges that the Seller and the Seller's Broker and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Sale Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

This Notice is not for release, publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "United States").

Yours sincerely,



(P. Mukund)