THIS NOTICE (AS DEFINED HEREIN) IS NOT FOR RELEASE, PUBLICATION AND/OR DISTRIBUTION IN AND/OR INTO 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") (EXCEPT TO "QUALIFIED INSTITUTIONAL BUYERS", AS DEFINED HEREIN) OR ANY "OTHER JURISDICTIONS" (AS DEFINED HEREIN). FOR FURTHER INFORMATION, SEE "IMPORTANT INFORMATION" HEREIN.

Date: 29 September 2020

To

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai- 400 001

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E) Mumbai – 400 051

Sub: Notice of the proposed offer for sale of the equity shares of face value of Rs. 10 each ("Equity Shares") of Sumitomo Chemical India Limited (the "Company" or "SCIL") by promoter of the Company being, Sumitomo Chemical Company Limited ("Seller" or "SCC", and this notice, the "Notice")

Dear Sir/ Madam,

We hereby notify that the Seller proposes to sell up to 1,64,83,654 (one crore sixty four lakh eighty three thousand six hundred and fifty four) Equity Shares (representing approximately 3.30% (three point three zero percent) of the total issued and paid up equity share capital of the Company) ("**Offer Size**" or "**Sale Shares**") on 30 September 2020 ("**T Day**") (for non-Retail Investors only) and on 01 October 2020 ("**T+1 Day**") (for Retail Investors (defined below) and for non-Retail Investors who choose to carry forward their unallotted bids) through a separate, designated window of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"), and in accordance with:

a) 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 (the "**SEBI**") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circulars nos. 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, CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/65/2017 dated June 27, 2017 and SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (the "**OFS Circular**"), and Section 21 of Chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by the SEBI through its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 (the "**OFS Master Circular**", and together with the OFS Circular, the "**SEBI OFS Circulars**");

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b) the "Revised Operational Guidelines for Offer for Sale (OFS) Segment" issued by the BSE through its notice no. 20200701-27 dated July 1, 2020, notice no. 20190118-43 dated January 18, 2019, notice no. 20160218-33 dated February 18, 2016, notice no. 20150702-28 dated July 2, 2015, and, to the extent applicable, the previous notices issued by the BSE in this regard, including notice no. 20150122-30 dated January 22, 2015, notice no. 20140902-33 dated September 2, 2014, notice no. 20130129-23 dated January 29, 2013, notice no. 20120727-26 dated July 27, 2012, notice no. 201202228-30 dated February 28, 2012 and notice no. 20120222-34 dated February 22, 2012; and

c) the "Offer for Sale-Introduction of Interoperability" issued by the NSE through its circular no. 51/2020 dated June 30, 2020, circular no. 23/2020 dated February 19, 2020, circular no. 08/2019 dated January 18, 2019, circular no. 10/2016 dated February 19, 2016, and to the extent applicable, the previous circulars issued by the NSE in this regard, including circular no. 29/2015 dated June 30, 2015, circular no. 6/2015 dated January 28, 2015, circular no. 44/2014 dated September 2, 2014, circular no. 52/2013 dated May 30, 2013, circular no. 0037/2013 dated January 31, 2013, circular no. 005/2013 dated January 30, 2013, circular no. 52/2012 dated August 2, 2012, circular no. 73/2012 dated February 24, 2012, and circular no. 2/2012 dated February 21, 2012

(collectively referred to as the "Sale").

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

The Sale is being undertaken by the Seller for achieving minimum public shareholding in the Company, as prescribed under Rules 19(2)(b) read with 19(A) of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Notice is being issued to the Stock Exchanges pursuant to paragraph 5(b) of the OFS Circular to announce the Seller's intention to undertake the Sale, and contains important details in respect of the Sale, including certain information that is required to be disclosed under the SEBI OFS Circulars. Bidders /prospective investors, as well as their brokers, are requested to read the entire contents of this Notice, along with SEBI OFS Circulars before participating in the Sale.

S. No.	Details required to be mentioned in the Notice	Particulars of the offer
1	Name of the Seller (Promoter)	Sumitomo Chemical Company Limited
2	Name of the company whose shares are proposed to be sold and its ISIN	Sumitomo Chemical India Limited ISIN: INE258G01013
3	Name of the stock exchange where orders shall be placed	BSE and NSE

4	Name of the designated stock exchange	NSE
5	Name of the designated clearing corporation	NSE Clearing Limited
6	Date and time of the opening and closing of the offer	**For non-Retail Investors on T Day, i.e. 30 September 2020** The Sale shall take place on a separate window of the Stock Exchanges on T Day, commencing at 9:15 am (Indian Standard Time), and shall close at 3:30 p.m. (Indian Standard Time) on the same date. non-Retail Investors who have placed their bids on T Day may indicate their willingness to carry forward their unallotted bids to T+1 Day (defined below). **Please note that only non-Retail Investors shall be allowed to place their bids on T Day, i.e. 30 September 2020.** **For Retail Investors (defined below) and for non - Retail Investors who choose to carry forward their unallotted bids on T+1 Day, i.e. 01 October 2020** The Sale shall continue to take place on a separate window of the Stock Exchanges on T+1 Day, commencing at 9:15 a.m. and shall close at 3:30 p.m. (Indian Standard Time) on the same date. Please note that only Retail Investors 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 unallotted bids on T+1 Day, shall be allowed to revise their bids on T+1 Day as per the SEBI OFS Circulars. **(T Day and T+1 Day, collectively referred to as, "Sale Dates")**
7	Allocation methodology	The allocation shall be at or above the Floor Price (defined below) on the price priority method at multiple clearing basis, in accordance with SEBI OFS Circulars, except in case of Retail Investors, who shall have an option to place their bid at the Cut off Price (defined below). **Retail category**

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		Retail investor shall mean individual investor who places bids for Sale Shares of total value of not more than Rs. 2,00,000 (Rupees Two Lakh only) aggregated across the Stock Exchanges ("**Retail Investor**"). No discount is being offered to Retail Investors. 10% of the Sale Shares (i.e., 16,48,366 (sixteen lakh forty eight thousand three hundred and sixty-six) equity shares) shall be reserved for Retail Investors subject to the receipt of valid bids (the "**Retail Category**"). The Stock Exchanges will 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 Sale Shares reserved for Retail Investors shall be available for allocation to the investors in the non-Retail category choosing to carry forward their unallotted bids to T+1 Day and who have not been allotted Sale Shares on T Day. However, such investors are required to indicate their willingness to carry forward their unallotted bids to T+1 Day. Retail Investors will have an option to place a price bid or bid at Cut off Price. Cut off Price means the lowest price at which the Sale Shares are sold, as shall be determined based on all valid bids received in non-Retail category on T Day ("**Cut off Price**"). Upon determining Cut off Price for the Retail Category, the Sale Shares reserved for such category shall be allocated to eligible bids of Retail Investors on price priority method at multiple clearing prices in accordance with the SEBI OFS Circulars. In case of excess demand in the Retail Category at the clearing price/Cut off Price, allocation shall be done on a proportionate basis at such clearing price/Cut off Price (as the case may be). Bids by Retail Investors below the Cut off Price shall be rejected. **Non-Retail category** Non-Retail Investors shall have an option to carry forward their unallotted bids from T Day to T+1 Day. non-Retail

		Investors choosing to carry forward their un-allotted bids to T+1 Day are required to indicate their willingness to carry forward such bids. Further, such non-Retail Investors can also revise their bids on T+1 Day in accordance with the SEBI OFS Circulars. **Non-Retail and Retail category allocation methodology** No single bidder other than mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the "**Mutual Funds Regulations**") and insurance companies registered with Insurance Regulatory and Development Authority of India ("the **IRDAI**") under the Insurance Regulatory and Development Authority Act, 1999 ("**IRDA Act**") shall be allocated more than 25% of the Sale Shares being offered in the Sale. A minimum of 25% of the Sale Shares (i.e., 41,20,914 equity shares (forty-one lakh twenty thousand nine hundred and fourteen)) shall be reserved for mutual funds registered with SEBI under the Mutual Funds Regulations and insurance companies registered with the IRDAI under the IRDA Act, subject to receipt of valid bids/orders at or above the Floor Price (defined below) and as per allocation methodology. In the event of any under subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to the other bidders from the non-Retail category. In case of oversubscription in the non-Retail Category and subject to the reservation to the Mutual Funds and Insurance Companies 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.
8	Total number of equity shares being offered in the offer	Up to 1,64,83,654 (one crore sixty four lakh eighty three thousand six hundred and fifty four) Equity Shares representing approximately 3.30% (three point three zero percent) of the total issued and paid up share capital of the Company i.e. "**Offer Size**"
9	Maximum number of shares the seller may choose to sell over and	Nil

	above the offer shares	
10	Name of the broker(s) on behalf of the seller (the seller's brokers) and broker code	JM Financial Institutional Securities Limited and Axis Capital Limited (the "**Seller's Brokers**") JM Financial Institutional Securities Limited Broker's code: NSE- 12966 / BSE -0400 Axis Capital Limited Broker's code: NSE – 13872 / BSE - 6105
11	Floor Price	The floor price for the Sale shall be Rs. 270 (Rupees Two hundred and seventy) per Equity Share ("Floor Price"). The Stock Exchanges are required to ensure that Floor Price is immediately informed to the market.
12	Retail Discount	NIL
13	Conditions for withdrawal of the offer	The Seller reserves the right to not proceed with the Sale at any time prior to 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.
14	Conditions for cancellation of the offer	In the event that sufficient demand from non-Retail Investors at or above the Floor Price on T Day are not received, the Seller reserves the right to cancel the Sale (for both non-Retail Investors and Retail Investors), post bidding in full on T Day and not proceed with the Sale on T+1 Day. The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale. In the event that valid orders are not placed for the entire number of Sale Shares at or above the Floor Price or in case of defaults in settlement obligation, the Seller reserves the right to either conclude the Sale to the extent of orders placed or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
15	Conditions for participating in the offer	a. Non-institutional investors bidding in the non- Retail category shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing bids for the Sale. b. Institutional investors have an option of placing bids

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		without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be provided 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 the SEBI OFS Circulars. c. In respect of bids in the Retail Category, clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents, pay-in and pay-out for retail bids shall take place as per applicable SEBI OFS Circulars. d. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. e. 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 the retail and non-Retail Categories exceeds Rs. 2,00,000 (Rupees Two Lakhs only), the bids in the Retail Category will become ineligible. Further, if the cumulative bid value by an individual investor in the Retail Category across Stock Exchanges exceeds Rs. 2,00,000 (Rupees Two Lakhs only), such bids shall be rejected. f. Retail Investors may enter a price bid or opt for bidding at the Cut off Price. g. Modification or cancellation of orders: I. Orders placed by institutional investors and by non-institutional investors, with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours on T day; II. Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in the price or quantity and in respect of any un-allocated bids which they have indicated to be

		carried forward to T+1 day, orders can be modified (only by making upward revision in the price or quantity) on T+1 day in accordance with the OFS Circulars; unallocated bids carried forward by non-Retail Investors to T+1 Day may be revised in accordance with the SEBI OFS Circulars and circulars/notices issued by the Stock Exchanges; in this regard; and III. In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation IV. Orders placed by Retail Investors (with 100% of the bid value deposited upfront) can be modified or cancelled anytime during trading hours on T +1 day. h. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchange, including securities transaction tax. i. Multiple orders from a single bidder shall be permitted subject to the conditions prescribed in the paragraph (e) above. j. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchange. k. The Equity Shares of the Company other than the Sale Shares shall continue trading in the normal market. However, in case of market closure due to the incidence of breach of "market wide index-based circuit filter", the Sale shall also be halted
16	Settlement	a. Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront on T Day, settlement shall take place on T+1 Day in accordance with the SEBI OFS Circulars. b. In the case of institutional investors who place bids

		on T Day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e., on T+2 day). c. For the bids received on T+1 Day, from the Retail Category, the settlement shall take place on T+3 day. d. For the bids received on T+1 Day, from the non-Retail Investors who choose to carry forward their un-allocated bids to T+1 Day with 100% of the order value deposited upfront, the settlement shall take place on T+2 day. e. For the bids received on T+1 Day, from the non-Retail Investors who choose to carry forward their un-allocated bids to T+1 Day without depositing 100% of the order value upfront, the settlement shall take place on T+3 day.

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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 carried out in accordance with the SEBI OFS Circulars and subject to the circulars, rules and regulations issued by the Stock Exchanges from time to time. There will be no "public offer" of the Sale Shares in India under the Companies Act, 2013 together with the rules made thereunder (as notified and applicable) each as amended from time to time ("**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 under the Companies Act and/or SEBI under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time or to the Stock Exchanges or any other regulatory or listing authority in India or abroad and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

The Bidders 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, Stock Exchanges, Company's website or otherwise in the public domain, together with the information contained in this Notice.

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 securities, in any jurisdiction ("**Other Jurisdiction**") 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 Jurisdiction unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Sale.

The Sale Shares have not been and will not be registered under: (a) the United States 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 or (b) any other securities law of Other Jurisdictions. The Sale Shares are being offered and sold (1) in the United States only to purchasers reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) ("**QIBs**" and each a "**QIB**") pursuant to Rule 144A pursuant to the Securities Act ("**Rule 144A**") or another available exemption from the registration requirements under the Securities Act, and (2) outside the United

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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. No representation is made as to the availability of any such exemption at the time of any such resale.

No determination has been made as to whether the Company has been, is, or will become a passive foreign investment company ("**PFIC**") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended (the "**Code**"), for U.S. federal income tax purposes. If the Company has been, is, or will be treated as a PFIC in any taxable year, U.S. taxpayers that hold the Sale Shares (directly and, in certain cases, indirectly) may be subject to significant adverse tax consequences. The PFIC rules are complex. Prospective purchasers should consult their own tax advisors regarding the U.S. federal, state and local tax implications to them of acquiring the Sale Shares. By submitting a bid in connection with the Sale or receiving the Sale Shares, Bidders will be deemed to have acknowledged that none of the Seller's Brokers, the Seller, the Company nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, have provided the Bidders with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Sale Shares, and that the Bidders have obtained their own independent tax advice and evaluated the tax consequences in relation to the Sale Shares.

Except for the Seller's Brokers, 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 on behalf of a Bidder in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that either such Bidder is a QIB or is located outside the United States, and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States (except to investors reasonably believed to be QIBs in transactions exempt from the registration requirements of the Securities Act pursuant to Rule 144A or another available exemption pursuant to the Securities Act), (b) has engaged or will engage in any "directed selling efforts" with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares, or (c) has engaged or will engage in any form of "general solicitation" or "general advertising" (each, within the meaning of Regulation D pursuant to the Securities Act) in connection with the offer or sale of the Sale Shares.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder will also 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;

- It is empowered, authorized and qualified to purchase the Sale Shares;
- (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 purchase 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;
- If it is a person in a member state of the European Economic Area ("**EEA**"), it represents and agrees that it is a "qualified investor" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (as amended, including by Directive 2017/73/EU) ("**Qualified Investor**");
- It also represents and agrees that any Sale Shares that may be acquired by it in any offer of the Sale Shares will not be acquired on behalf of persons in the EEA other than Qualified Investors or persons in the UK and other member states (where equivalent legislation exists) for whom it has authority to make decisions on a wholly discretionary basis, nor have the Sale Shares been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by the Company or Broker of a prospectus pursuant to Article 3 of the Prospectus Directive.
- It did not submit a bid for and will not be acquiring 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 another available exemption from registration requirements 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 understands that no representation is made by the Seller or the Seller's Brokers as to the availability of any such exemption at the time of any such offer, sale, pledge or transfer;
- It is not an affiliate (as defined in Rule 405 under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company;
- It is not, and is not acting on behalf of a "Benefit Plan Investor" as defined in the Employee Retirement Income Security Act of 1974, as amended;
- 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;
- The placing of orders for the purchase of the Sale Shares and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to

purchase Sale Shares, in which it is resident, and in which the sale and purchase of the Sale Shares is consummated, including under all applicable Indian laws, regulations and guidelines, including the SEBI OFS Circulars;

- It will not hold or seek to hold the Seller or the Seller's Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or the offer or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the broker acting on its behalf in connection with the purchase of the Sale Shares;

- It agrees to indemnify and hold the Seller and the Seller's Brokers 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 understands that by its purchase or holding of the Sale Shares it is assuming and is capable of bearing the risk of loss that may occur with respect to the Sale Shares, including the possibility that it may lose all or a substantial portion of its investment in the Sale Shares, and it will not look to Seller's Brokers for all or part of any such loss or losses it may suffer; and

- It acknowledges that the Seller and the Seller's Brokers 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.

(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 under 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 another available exemption from the registration requirements of the Securities Act and in reliance on exemptions from applicable state securities laws;

- It is empowered, authorized and qualified to purchase the Sale Shares;

- 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, it being understood that no representation is made by the Seller or the Seller's Brokers as to the availability of any such exemption at the time of any such offer, sale, pledge or transfer. 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 is not an affiliate (as defined in Rule 405 under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company;

- 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 for so long as they remain restricted securities, it shall not deposit such Sale Shares into any unrestricted depository facility established or maintained by any depository bank;

- The placing of orders for the purchase of the Sale Shares and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Sale Shares, in which it is resident, and in which the sale and purchase of the Sale Shares is consummated, including under all applicable Indian laws, regulations and guidelines, including the SEBI OFS Circulars;

- It will not hold or seek to hold the Seller or the Seller's Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or the Sale or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the broker acting on its behalf in connection with the purchase of the Sale Shares;

- It understands that the Sale Shares may also not be reoffered, resold, pledged or otherwise transferred to a "Benefit Plan Investor" as defined in the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**") or anyone acting on behalf of such a person;

- It is not a "Benefit Plan Investor" as defined in ERISA or a person acting on behalf of such a person;

- The purchase of the Sale Shares by it and the consummation of the transactions contemplated does not and will not constitute or result in a prohibited transaction under ERISA, Section 4975 of the

Code or any substantially similar law for which no exemption is available;

- It agrees to indemnify and hold the Seller and the Seller's Brokers 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;

- It understands that by its purchase or holding of the Sale Shares it is assuming and is capable of bearing the risk of loss that may occur with respect to the Sale Shares, including the possibility that it may lose all or a substantial portion of its investment in the Sale Shares, and it will not look to Seller's Brokers for all or part of any such loss or losses it may suffer; and

- It acknowledges that the Seller and the Seller's Brokers 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 and the information contained herein are not for publication or distribution, in whole or in part, in the United States of America, except that the Seller's Brokers or its affiliates may send copies of this Notice to persons in the United States who they reasonably believe to be QIBs.

Thanking You

Yours faithfully,

For **Sumitomo Chemical Company Limited**

Name: Nobuaki Mito
Representative Director
Place: Tokyo, Japan