



Foseco (UK) Ltd.

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June 20, 2013

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

Dear Sirs,

Sub: Announcement of the floor price for the proposed offer for sale of equity shares of Foseco India Limited by one of its promoters/ promoter group Foseco (UK) Limited (the "Announcement")

Foseco (UK) Limited (the "Seller"), a company duly incorporated under the laws of England, having its registered office at 165 Fleet Street, London, EC4A 2AE, and one of the promoters/ promoter group of Foseco India Limited (the "Company"), proposes to sell an aggregate of 1,000 equity shares of the face value of Rs.10 each (the "Sale Shares") representing 0.016% of the paid-up equity share capital of the Company, on the separate window provided by the BSE Limited ("BSE") for this purpose (such sale referred to hereinafter as the "Sale") in terms of the circular (No. CIR/MRD/DP/18/2012) dated 18 July 2012 issued by the Securities and Exchange Board of India ("SEBI") on 'Comprehensive Guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism', as amended by the circular (No. CIR/MRD/DP/04/2013) dated 25 January 2013 issued by SEBI and read with Section 21 of Annexure I of the Master Circular for Stock Exchange – Cash Market (No. CIR/MRD/DP/14/2013) dated 17 April 2013 issued by SEBI, as amended by the circular (CIR/MRD/DP/17/2013) dated 30 May 2013 issued by SEBI (the "Circular") and the Notice No. 20130129-23 dated 29 January 2013 issued by the BSE.

In this regard, the Seller has submitted a notice dated June 20, 2013 (the "Notice") to BSE, a copy of which is enclosed as Annexure 1. As set out in the Notice, the Seller has opted to publicly disclose the floor price for the Sale Shares.

Pursuant to Clause 5(c)(i) of the Circular and the Notice, the Seller now wishes to declare that the floor price for the Sale Shares shall be Rs. 450/- (Rupees Four Hundred and Fifty Only) per Sale Share (the "Floor Price").

The Seller requests you to disseminate the Floor Price to the market in accordance with the Circular. Please note:

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) who makes a bid (each a "Bidder") and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be filed with any regulatory authority within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "Companies Act") or any other jurisdiction. Accordingly, no documents have been or will be prepared,

Registered Office as above. Company Number: 4250748

registered or submitted for approval as a 'prospectus' or an offer document with the Registrar of Companies in India, SEBI, the stock exchanges or any other regulatory or listing authority in India or abroad, under the Companies Act and/or the Securities and Exchange Board of India (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. The Sale is being made in reliance on the Circular and subject to the circulars, rules and regulations of the BSE.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information, together with the information contained in this Announcement, and any information available on the stock exchanges or with SEBI and previously published by the Company. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders.

This Announcement 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 ("Other Jurisdiction") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Announcement and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Sale.

This Announcement and the information contained herein are not for release, publication or distribution 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") and is neither an offer for sale nor a solicitation of an offer to buy any securities of the Company in the United States. Securities of the Company have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act"), or under the securities laws of any state of the United States or any other jurisdiction and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Sale Shares shall be offered outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act ("Regulation S"). Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an exemption from the registration requirements under the securities laws of the United States.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Announcement in its entirety, (b) accepted and complied with the terms and conditions set out in this Announcement, and (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and are located outside the United States and purchasing such Sale Shares in an offshore transaction in reliance upon Regulation S.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all person acting on its or their behalf (a) engaged or will engage in any 'directed selling efforts' (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares, and (b) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S.

Thanking you,

Yours sincerely,
For Fosco (UK) Limited



Authorised Signatory

Name: Richard Malthouse

Designation: Director

Additional Information:

If you have any questions or concerns, please do not hesitate to contact us using the following details:

Name: Mr. Pranjal Srivastava/ Mr. Gaurav Goyal

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