



Chitra Bhandari
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भारतीय प्रतिभूति
और विनियम बोर्ड
**Securities and Exchange
Board of India**

CFD/POLICYCELL/CB/12638/2013
May 28, 2013

Mr. Simon O'Hara
Cookson group Limited
165 Fleet Street
London EC4A2AE

Dear Sir,

Sub: Proposal from Foseco India Limited ("Company") requesting exemption for meeting minimum public shareholding (MPS) requirement

1. This is with reference to your letter dated May 20, 2013 on the captioned subject.
2. In this regard, it has been decided to accede to your request subject to the following conditions:
 - a) Any such sale shall be undertaken in a bona fide manner to unrelated non-promoter entities through the regular market segment.
 - b) Company shall, at least one clear trading day prior to the start of sale, announce the following to the stock exchange(s) where the shares of the company are listed:
 - The intention of the promoter/promoter group to sell;
 - Details of promoter(s)/promoter group who proposes to disinvest their shareholding;
 - Total number of shares proposed to be disinvested and;
 - Period within which the disinvestment will be completed.
 - c) Company/promoter(s)/promoter group shall ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulation 1992 as amended from time to time.
3. The approval is under SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012, solely for the purpose of achieving minimum level of public shareholding as required under SCRR and it shall not be treated as a precedent.
4. You are also advised to intimate the contents of this letter to the stock exchanges in

Page 1 of 2

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 26449000 / 40459000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel: 2644 9950 / 4045 9950 (IVRS), 26449000 / 40459000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



अनुवर्ती :
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accordance with clause 36 of Listing Agreement.

5. Accordingly, in terms of Rule 19 A of SCRR, you are advised to comply with the requirement of minimum public shareholding latest by June 03, 2013 and intimate SEBI of the same.
6. This letter is being issued with the approval of the competent authority.

Yours faithfully,

Chitra Bhandari