

WABCO INDIA LIMITED

Registered Office: Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate, Chennai, Tamil Nadu – 600058, India;
Tel: +91 44 3090 2600/ 4224 2000; Fax: +91 44 3090 2609/4224 2009; Website: www.wabcoindia.com

OPEN OFFER FOR THE ACQUISITION OF UPTO 4,741,900 (FOUR MILLION SEVEN HUNDRED FORTY-ONE THOUSAND NINE HUNDRED ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 5 (RUPEES FIVE ONLY) EACH OF WABCO INDIA LIMITED ("TARGET COMPANY"), REPRESENTING 25%* (TWENTY-FIVE PER CENT), OF THE TOTAL FULLY PAID-UP FULLY DILUTED VOTING EQUITY SHARE CAPITAL OF THE TARGET COMPANY AS OF THE 10TH (TENTH) WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ZF FRIEDRICHSHAFEN AG ("ACQUIRER") TOGETHER WITH WABCO ASIA PRIVATE LIMITED ("PAC 1"), LUCASVARITY ("PAC 2") AND ZF INTERNATIONAL UK LIMITED ("PAC 3") (PAC 1, PAC 2 AND PAC 3 COLLECTIVELY REFERRED TO AS THE "PACS") IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER ("OPEN OFFER").

*As per SEBI (SAST) Regulations, the open offer under Regulations 3 and 4 shall be for at least 26% of the total share capital of a target company, as of the 10th working day from the closure of the tendering period of the open offer. However, the public shareholding of the Target Company is 25% as on date, and therefore, the Offer Shares represent 25.00% of the Voting Share Capital of the Target Company.

This advertisement ("Advertisement") is being issued by J.P. Morgan India Private Limited (hereinafter referred to as "Manager to the Offer"), for and on behalf of the Acquirer and the PACs, pursuant to and in compliance with the Securities and Exchange Board of India circular bearing reference number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated 14 May 2020 read with SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated 27 July 2020 (collectively referred to as "Relaxation Circulars") to supplement:

- the public announcement in connection with the Open Offer, made by the Manager to the Offer on behalf of the Acquirer and PACs, to NSE and BSE on 2 April 2019 ("Public Announcement");
- the detailed public statement in connection with the Open Offer, published on 3 June 2020 in the following newspapers: Financial Express (English - all editions), Jansatta (Hindi - all editions), Makkal Kural (Tamil – Chennai edition) and Mumbai Tarun Bharat (Marathi - Mumbai edition) ("DPS"); and
- a corrigendum to the DPS in connection with the Open Offer, published on 6 August 2020 in the following newspapers: Financial Express (English - all editions), Jansatta (Hindi - all editions), Makkal Kural (Tamil – Chennai edition) and Mumbai Tarun Bharat (Marathi - Mumbai edition) ("DPS Corrigendum")
- the letter of offer dated 6 August 2020, in connection with the Open Offer ("Letter of Offer").

Capitalised terms used in this Advertisement and not defined herein, shall have the same meaning as ascribed to such terms in the Letter of Offer.

1. COMPLETION OF DISPATCH

In terms of the Relaxation Circulars and in light of the COVID-19 situation, the Letter of Offer has been electronically dispatched to all the Public Shareholders holding Equity Shares as on Identified Date and who have registered their email ids with the Depositories and/or the Target Company. There would be no physical dispatch of the Letter of Offer to the Public Shareholders, in accordance with the Relaxation Circulars.

2. AVAILABILITY OF LETTER OF OFFER

- The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement will be available on the respective websites of SEBI (www.sebi.gov.in), the Acquirer (www.zf.com), the Target Company (www.wabcoindia.com), the Registrar to the Offer (www.linkintime.co.in), the Manager to the Offer (www.jpiml.com), BSE (www.bseindia.com) and NSE (www.nseindia.com).
- The Public Shareholders can also contact the following persons for receiving a soft copy of the Letter of Offer and the Form of Acceptance-cum-Acknowledgement:

J.P. Morgan India Private Limited

Address: J.P. Morgan Tower, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098.

Tel: +91 22 6157 3000; Fax: +91 22 6157 3911

Contact Person: Nilay Bang; Email: wabco_openoffer@jpmorgan.com

Website: www.jpiml.com

Link Intime India Private Limited

Address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India

Tel: + 91 22 4918 6170/6174/6200; Fax: +91 22 4918 6195

Contact Person: Sumeet Deshpande; Email: wabcoindia.offer@linkintime.co.in

Website: www.linkintime.co.in

3. BRIEF SCHEDULE OF ACTIVITIES

The schedule of major activities is set forth below:

No.	Activity	Date	Day
1	Date of commencement of the tendering period (Open Offer opening date)	13 August 2020	Thursday
2	Date of closure of the tendering period (Open Offer closing date)	26 August 2020	Wednesday
3	Last day of payment to the Public Shareholders whose Equity Shares have been accepted in the Open Offer	9 September 2020	Wednesday
4	Last date for publication of post Open Offer public announcement in the newspapers in which the Detailed Public Statement has been published	16 September 2020	Wednesday

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last date.

4. OTHER INFORMATION

- The information contained in this Advertisement is in accordance with the Relaxation Circulars.
- Details relating to the procedure for tendering the Equity Shares are more particularly set out in the Letter of Offer.
- The Advertisement will also be available on the respective websites of SEBI (www.sebi.gov.in), the Target Company (www.wabcoindia.com), the Manager to the Offer (www.jpiml.com) and the Registrar to the Offer (www.linkintime.co.in), in addition to the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND PACS**J.P.Morgan****J.P. MORGAN INDIA PRIVATE LIMITED**

J.P. Morgan Tower, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098.

Telephone number: +91 22 6157 3000; Fax number: +91 22 6157 3911

E-mail: wabco_openoffer@jpmorgan.com ; Website: www.jpiml.com

Contact Person: Nilay Bang; SEBI Registration Number: INM000002970

REGISTRAR TO THE OPEN OFFER**LINKIntime****LINK INTIME INDIA PRIVATE LIMITED**

C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.

Telephone number: +91-22-4918 6200 ; Fax number: +91-22-4918 6195

E-mail: wabcoindia.offer@linkintime.co.in

Investor Grievance E-mail:

wabcoindia.offer@linkintime.co.in mailto:einward.ris@karvy.com

Website: www.linkintime.co.in http://www.karvycomputershare.com/

Contact Person: Sumeet Deshpande ; SEBI Registration Number: INR000004058

THIS ADVERTISEMENT IS ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND THE PACS:

Signed for and on behalf of ZF Friedrichshafen AG

Signed for and on behalf of WABCO Asia Private Limited

Sd/-
Dr. Jan Eckert
Authorized Signatory

Sd/-
Dieter Eckhardt
Authorized Signatory

Sd/-
Ms. Sujie Yu
Authorized Signatory

Signed for and on behalf of LucasVarity

Signed for and on behalf of ZF International UK Limited

Sd/-
Daniel Edward Shattock
Authorized Signatory

Sd/-
Stephen Mark Batterbee
Authorized Signatory

Sd/-
Daniel Edward Shattock
Authorized Signatory

Sd/-
Stephen Mark Batterbee
Authorized Signatory

Place : Mumbai
Date : 6 August 2020

CONCEPT

Size 12 x 31_cm_Dispatch