

# WABCO INDIA LIMITED

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**Website:** www.wabcoindia.com; **CIN:** L34103TN2004PLC054667

**Recommendations of the Committee of Independent Directors (“IDC”) of WABCO India Limited (“Target Company”) on the Open Offer (hereinafter defined) made by ZF Friedrichshafen AG (“Acquirer”) together with WABCO Asia Private Limited, LucasVarity, and ZF International UK Limited, in their capacity as persons acting in concert with the Acquirer, to the Public shareholders of the Target Company, under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).**

1.	Date	August 7, 2020
2.	Name of the Target Company (TC)	WABCO India Limited
3.	Details of the Open Offer pertaining to the TC	<p>Open offer for the acquisition of up to 4,741,900 (four million seven hundred and forty one thousand nine hundred only) fully paid up equity shares having a face value of INR 5 (Indian Rupees five) each (“<b>Equity Share</b>”) at a price of INR 7,067.51 per Equity Share (“<b>Offer Price</b>”), representing 25% of the total voting equity share capital of the Target Company (“<b>Open Offer</b>”).</p> <p>The Public Announcement dated April 2, 2019 (“<b>PA</b>”), the Detailed Public Statement published on June 3, 2020 (“<b>DPS</b>”), Draft Letter of Offer dated June 10, 2020 (“<b>DLoF</b>”), Letter of Offer dated August 6, 2020 (“<b>LoF</b>”) and corrigendum to the DPS published on August 6, 2020 (“<b>Corrigendum</b>”) have been issued by J.P. Morgan India Private Limited on behalf of the Acquirer and the PACs.</p>
4.	Name(s) of the Acquirers and PACs	<p><b>Acquirer:</b> ZF Friedrichshafen AG with the Acquirers<b>PACs:</b></p> <p>a. WABCO Asia Private Limited (“<b>PAC 1</b>”)</p> <p>b. LucasVarity (“<b>PAC 2</b>”)</p> <p>c. ZF International UK Limited (“<b>PAC 3</b>”)</p> <p>(PAC 1, PAC 2 and PAC 3, are collectively referred to as “<b>PACs</b>”)</p>
5.	Name of the Manager to the Open Offer	<p><b>J.P. Morgan India Private Limited</b></p> <p>J.P. Morgan Tower, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098. <b>Tel:</b> +91 22 6157 3000; <b>Fax:</b> +91 22 6157 3911</p> <p><b>E-mail:</b> wabco_openoffer@jpmorgan.com; <b>Website:</b> www.jpmipl.com</p> <p><b>Contact Person:</b> Nilay Bang</p> <p><b>SEBI Registration Number:</b> INM000002970</p>
6.	Member of the Committee of Independent Directors ( <i>Please indicate the chairperson of the Committee separately</i> )	<p>a. Mr. Mahesh Chhabria (Chairman)</p> <p>b. Mr. M Lakshminarayan (Member)</p> <p>c. Dr. Lakshmi Venu (Member)</p>
7.	IDC Member’s relationship with the TC (Director, equity shares owned, any other contract/ relationship), if any	<p>The members of the IDC are Independent Directors on the board of directors of the Target Company.</p> <p>Except as mentioned below, none of the members of the IDC have entered into any contract or have any relationship with the Target Company:</p> <p>a. Mr. M Lakshminarayan holds 50 equity shares of the Target Company and his wife holds 50 equity shares of the Target Company;</p> <p>b. Mr. M Lakshminarayan is the chairman of the Target Company, chairman of the Target Company's stakeholder relationship committee and a member of the Target Company's audit committee, nomination &amp; remuneration committee and corporate social responsibility committee.</p> <p>c. Mr. Mahesh Chhabria holds 275 equity shares of the Target Company and his immediate relatives and two Hindu Undivided Families wherein he is a coparcener collectively hold 1,200 equity shares of the Target Company.</p> <p>d. Mr. Mahesh Chhabria is the chairman of the Target Company's audit committee.</p> <p>e. Dr. Lakshmi Venu does not hold any equity shares of the Target Company. Her immediate relatives collectively hold 1,233 equity shares of the Target Company;</p> <p>f. Dr. Lakshmi Venu is the chairperson of the Target Company's nomination &amp; remuneration committee and is a member of the Target Company's corporate social responsibility committee and the audit committee</p>
8.	Trading in the equity shares/ other securities of the TC by IDC Members	None of the members of the IDC have traded in any of the Equity Shares/ securities of the Target Company during the period of 12 months prior to the Public Announcement dated April 2, 2019 and till the date of this recommendation.
9.	IDC Member’s relationship with the Acquirer and PACs (Director, equity shares owned, any other contract/ relationship), if any.	<p>Mr. M Lakshminarayan provides advisory services to the Acquirer and its group on aspects relating to developing their business activities in India. Except as mentioned above, none of the members of IDC:</p> <p>1. are directors of the Acquirer or the PACs;</p> <p>2. hold any equity shares or other securities of the Acquirer or the PACs; and</p> <p>3. have any contracts/ relationship with the Acquirer or the PACs.</p>
10.	Trading in the equity shares/ other securities of the Acquirer and PACs by IDC Members	None of the members of the IDC have traded in any of the Equity Shares/securities of the Acquirer or the PACs during the period of 12 months prior to the Public Announcement dated April 2, 2019 and till the date of this recommendation.
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable	The IDC believes that the Open Offer is fair and reasonable.
12.	Summary of reasons for recommendations	<p>The IDC has perused the PA, DPS, DLoF, LoF and Corrigendum issued on behalf of the Acquirer and the PACs.</p> <p>The members of IDC draw attention to the closing market price of the Equity Shares of the Target Company on the National Stock Exchange of India Limited (“<b>NSE</b>”) and BSE Limited (“<b>BSE</b>”) as on August 7, 2020 being INR 7,002.15 per Equity Share and INR 7,002.00 per Equity Share, respectively, which is lower than the Offer Price. Based on the review of the PA, DPS, DLoF, LoF and Corrigendum and the report dated August 7, 2020 issued by ICICI Securities Limited to the IDC in regard to the Offer Price, the IDC is of the opinion that the Offer Price of INR 7,067.51 offered by the Acquirer and the PACs is in accordance with the regulations prescribed under the SEBI (SAST) Regulations and appears to be justified, fair and reasonable.</p> <p>The shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision about tendering the Equity Shares held by them in the Open Offer.</p>
13.	Details of Independent Advisors, if any	ICICI Securities Limited
14.	Any other matter to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respects, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

**For and on behalf of the Committee of the Independent Directors of WABCO India Limited**

SD/- **Mahesh Chhabria**

**Chairman- Committee of Independent Directors**

**DIN: 00166049**

**Place:** Mumbai  
**Date:** August 7, 2020