

# 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"), LUCASVARIETY ("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 post-offer advertisement ("Post-Offer 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 in connection with the Open Offer to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulation 18(12) of the SEBI (SAST) Regulations.

This Post-Offer Advertisement should be read in continuation of, and in conjunction with:

- the public announcement in connection with the Open Offer, made by the Manager to the Offer on behalf of the Acquirer to NSE and BSE on 2 April 2019 ("Public Announcement");
- the detailed public statement in connection with the Open Offer, dated 2 June 2020 that was 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) ("Detailed Public Statement"/"DPS");
- draft letter of offer dated 10 June 2020;
- a corrigendum to the DPS in connection with the Open Offer, dated 5 August 2020 that was 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");
- the dispatch advertisement dated 6 August 2020 that was published on 7 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) ("Dispatch Advertisement") in accordance with the SEBI circulars bearing reference no. SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated 14 May 2020 and SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated 27 July 2020; and
- the pre-offer advertisement and corrigendum to the DPS Corrigendum and corrigendum to the Dispatch Advertisement dated 11 August 2020 that was published on 12 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).

Capitalized terms used but not defined in this Post-Offer Advertisement shall have the same meaning assigned to such terms in the Letter of Offer, unless otherwise defined.

The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer:

- Name of the Target Company** : WABCO India Limited
- Name of the Acquirer and PACs** : Acquirer: ZF Friedrichshafen AG  
PAC 1: WABCO Asia Private Limited  
PAC 2: LucasVariety  
PAC 3: ZF International UK Limited
- Name of the Manager to the Open Offer** : J.P. Morgan India Private Limited
- Name of the Registrar to the Open Offer** : Link Intime India Private Limited
- Open Offer Details**
  - Date of Opening of the Open Offer** : 13 August 2020
  - Date of Closure of the Open Offer** : 26 August 2020
- Date of Payment of Consideration** : 3 September 2020
- Details of Acquisition**

| S.No | PARTICULARS  | PROPOSED IN THE OPEN OFFER  | DOCUMENT ACTUALS  |
|------|--|---|---|
| 7.1  | Offer Price (per equity share)   | ₹ 7,067.51  | ₹ 7,067.51  |
| 7.2  | Aggregate number of shares tendered  | 4,741,900*  | 3,434,775   |
| 7.3  | Aggregate number of shares accepted  | 4,741,900*  | 3,434,775   |
| 7.4  | Size of the Offer (Number of shares multiplied by Offer Price per share)   | ₹ 33,513,425,669*   | ₹ 24,275,306,660.25   |
| 7.5  | Shareholding of the Acquirer and PACs before agreements/PA (Number of Equity Shares and % of Voting Share Capital)                         | Acquirer: Nil** (0.00%)<br>PAC 1: 14,225,684 (75%)<br>PAC 2: Nil (0.00%)<br>PAC 3: Nil (0.00%)      | Acquirer: Nil** (0.00%)<br>PAC 1: 14,225,684 (75%)<br>PAC 2: Nil (0.00%)<br>PAC 3: Nil (0.00%)        |
| 7.6  | Shares acquired by way of agreements<br>• Number<br>• % of fully diluted equity share capital  | Not Applicable ("N.A.")<br>N.A.   | N.A.<br>N.A.  |
| 7.7  | Shares acquired by way of Open Offer<br>• Number<br>• % of fully diluted equity share capital  | 4,741,900*<br>25.00%*   | 3,434,775<br>18.11%   |
| 7.8  | Shares acquired after Detailed Public Statement<br>• Number of shares acquired<br>• Price of the shares acquired<br>• % of shares acquired | Nil<br>N.A.<br>0.00%  | Nil<br>N.A.<br>0.00%  |
| 7.9  | Post offer shareholding of Acquirer and PACs<br>• Number<br>• % of fully diluted equity share capital                                      | Acquirer: Nil (0.00%)**<br>PAC 1: 14,225,684 (75%)<br>PAC 2: Nil (0.00%)<br>PAC 3: 4,741,900 (25%)* | Acquirer: Nil (0.00%)**<br>PAC 1: 14,225,684 (75%)<br>PAC 2: Nil (0.00%)<br>PAC 3: 3,434,775 (18.11%) |
| 7.10 | Pre and Post offer shareholding of the public<br>• Number<br>• % of fully diluted equity share capital                                     | Pre-offer<br>4,741,900<br>25.00%  | Post-offer<br>Nil*<br>0*<br>25.00%<br>6.89%   |

**Notes:**

- Assuming full acceptance under the Open Offer.
- As a result of the consummation of the Underlying Transaction (as defined in the Letter of Offer), the Acquirer indirectly holds 100% of the equity share capital of PAC 1 (i.e., WABCO Asia Private Limited). Accordingly, the Acquirer became entitled, through PAC 1, to indirectly exercise: (a) 75% (seventy-five per cent.) of the Voting Share Capital of the Target Company; and (b) control over the Target Company.
- The Acquirer and the PACs and their respective directors (as applicable) accept full responsibility for the information contained in this Post-Offer Advertisement (except for the information which has been provided by the Target Company and/or which has been compiled from publicly available sources) and also for the obligations of the Acquirer and the PACs as laid down in the SEBI (SAST) Regulations.
- The Acquirer and the PACs shall be severally and jointly responsible for the fulfilment of their obligations under the Offer and for ensuring compliance with the SEBI (SAST) Regulations.
- A copy of this Post-Offer Advertisement will be available on the website of: SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Acquirer ([www.zf.com](http://www.zf.com)), the Target Company ([www.wabcoindia.com](http://www.wabcoindia.com)), the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager to the Offer ([www.jpmpi.com](http://www.jpmpi.com)), BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).

Issued on behalf of the Acquirer and the PACs by the Manager to the Offer

**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](mailto:wabco_openoffer@jpmorgan.com); Website: [www.jpmpi.com](http://www.jpmpi.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 6170/6174/6200; Fax number: +91-22-4918 6195  
E-mail: [wabcoindia.offer@linkintime.co.in](mailto:wabcoindia.offer@linkintime.co.in)  
Investor Grievance E-mail: [wabcoindia.offer@linkintime.co.in](mailto:wabcoindia.offer@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in); Contact Person: Sumeet Deshpande  
SEBI Registration Number: INR000004058

Signed for and on behalf of  
ZF Friedrichshafen AG

Sd/-  
Dr. Jan Eckert  
Authorized  
Signatory

Sd/-  
Dieter Eckhardt  
Authorized  
Signatory

Signed for and on behalf of  
WABCO Asia Private Limited

Sd/-  
Ms. Sujie Yu  
Authorized  
Signatory

Signed for and on behalf of  
LucasVariety

Sd/-  
Daniel Edward  
Shattock  
Authorized  
Signatory

Sd/-  
Stephen Mark  
Batterbee  
Authorized  
Signatory

Signed for and on behalf  
of ZF International UK Limited

Sd/-  
Daniel Edward  
Shattock  
Authorized  
Signatory

Place : Mumbai

Date : 9 September 2020

CONCEPT