



J. P. Morgan India Private Limited
J. P. Moran Tower, Kalina,
Mumbai 400 098

Date: August 12, 2020

**The Corporate Relations Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)**

Dear Sir,

Re: 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 (AS DEFINED BELOW) 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 (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) 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”) IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER.

Pursuant to and in compliance with Regulations 3(1), 4, and 5(1) other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”), the Acquirer together with the PACs is making an open offer for acquisition of up to 4,741,900 fully paid-up equity shares of face value of ₹5 each of the Target Company, representing 25% of the total fully paid-up fully diluted voting equity share capital of the target company as of the 10th working day from the closure of the tendering period of the open offer.

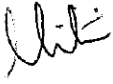
In this regard, a Public Announcement (“**PA**”) was made on April 2, 2019 and filed with the BSE Limited, the National Stock Exchange of India Limited and SEBI. The PA was sent to the Target Company at its registered office on April 2, 2019. Further, in accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement was published in all editions of Financial Express (English), all editions of Jansatta (Hindi), Mumbai edition of Mumbai Tarun Bharat (Marathi) and Chennai edition of Makkal Kural (Tamil) on 3 June 2020. The Draft Letter of Offer dated June 10, 2020 (“**DLoF**”) was filed with SEBI on June 10, 2020 and duly intimated to BSE Limited, National Stock Exchange of India and the Target Company on June 10, 2020. The Letter of Offer dated August 6, 2020, along with the Form of Acceptance-cum-Acknowledgement (“**LoF**”) was dispatched through electronic means on August 6, 2020 and a Corrigendum to the Detailed Public Statement dated August 5, 2020 (“**DPS Corrigendum**”) was published in all editions of Financial Express (English), all editions of Jansatta (Hindi), Mumbai edition of Mumbai Tarun Bharat (Marathi) and Chennai edition of Makkal Kural (Tamil) on August 6, 2020. A dispatch advertisement dated August 6, 2020 (“**Dispatch Advertisement**”) was published in all editions of Financial Express (English), all editions of Jansatta (Hindi), Mumbai edition of Mumbai Tarun Bharat (Marathi) and Chennai edition of Makkal Kural (Tamil) on August 7, 2020.

Please find enclosed a copy of the pre-offer advertisement and corrigendum to the DPS Corrigendum and corrigendum to the Dispatch Advertisement dated August 11, 2020 which was published in all editions of Financial Express (English), all editions of Jansatta (Hindi), Mumbai edition of Mumbai Tarun Bharat (Marathi) and Chennai edition of Makkal Kural (Tamil) on August 12, 2020.

All capitalized terms not defined herein shall have the same meaning, as set out in the LoF.

Yours truly,

For J. P. Morgan India Private Limited

A handwritten signature in black ink, appearing to read 'Nitin', written over the company name.

Authorized Signatory

Name: Nitin Maheshwari

Designation: Managing Director