

June 20, 2013

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

**Ref: Disclosure under Regulation 10 (5) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Pursuant to Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'SEBI (SAST), 2011') we wish to inform you that we, WABCO Asia Private Limited propose to acquire shares of **WABCO India Limited**, a company listed on your stock exchange, on the 26th day of June, 2013 or any day thereafter but on or before 30th June 2013 from Clayton Dewandre Holdings Ltd. by way of **inter-se transfer of shares under Regulation 10(1)(a)(v) of SEBI (SAST), 2011.**

In this connection please find enclosed the disclosure as per regulation 10(5) of the SEBI (SAST), 2011.

Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For WABCO Asia Private Limited



Authorised Signatory

Encl: As above.

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	WABCO India Limited ('WABCO India')			
2.	Name of the acquirer(s)	WABCO Asia Private Limited ('WABCO Asia')			
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No. WABCO Asia is a wholly owned subsidiary of Clayton Dewandre Holdings Ltd, the existing promoters of WABCO India and is therefore, part of the Promoter Group			
4.	Details of the proposed acquisition				
	a. Name of the person(s) from whom shares are to be acquired	Clayton Dewandre Holdings Ltd			
	b. Proposed date of acquisition	26 th June 2013 or any date thereafter but on or before 30 th June 2013			
	c. Number of shares to be acquired from each person mentioned in 4(a) above	14,225,684 shares			
	d. Total shares to be acquired as % of share capital of TC	75%			
	e. Price at which shares are proposed to be acquired	Rs. 1650/-			
	f. Rationale, if any, for the proposed transfer	-			
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(v)			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Rs. 1650/-			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Yes			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting Rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of

					TC
	- Acquirer(s) and PACs (other than sellers)(*)	NIL	NIL	14,225,684	75%
	- Seller (s)	14,225,684	75%	NIL	NIL

Note:

◇ (*) Shareholding of each entity may be shown separately and then collectively in a group.

Signature of the Acquirer

For Wabco Asia Private Limited



Authorised Signatory

Place: Singapore

Date : June 20, 2013