



Active Safety Technology

ZF International UK Limited, Solihull, UK

August 27, 2021

To,

WABCO India Limited
Plot No. 3 (SP)
III Main Road, Ambattur
Industrial Estate
Chennai – 600058
Tamil Nadu

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Mumbai-400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir / Madam

Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”).

This is with reference to the Offer for Sale announced by ZF International UK Limited on August 24, 2021 for sale of 380,432 equity shares of face value of Rs. 5/- each representing 2.01% of the total paid up equity share capital of WABCO India Limited (“**Company**”). In respect of the bids received on T day, please note that we have sold 342,388 equity shares of the Company to non-Retail investors on the basis of valid bids received on T day (i.e. August 25, 2021).

1. The above sale of equity shares took place on a separate designated window of BSE Limited and National Stock Exchange of India Limited and was undertaken in accordance with the “Comprehensive Guidelines on Offer for Sale (OFS) of shares by promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (“**SEBI**”) through its circular no CIR/MRD/ DP/18/2012 dated July 18, 2012, as substantially amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular



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number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporations – Trading (No. SEBI/HO/MRD2/MRD2_DCAP/P/CIR/2021/0000000591) dated July 5, 2021 issued by SEBI.

2. the “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by the BSE through its notice no. 20200701-27 dated July 01, 2020 and, to the extent applicable, the previous notices issued by the BSE in this regard; and
3. the “*Offer for Sale- Introduction of Interoperability*” issued by the NSE through its circular no. 51/2020 and dated June 30, 2020, and, to the extent applicable, the previous circulars issued by the NSE in this regard.

In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”), we are hereby notifying the information regarding the above sale of shares made by us on August 25, 2021. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale. Please note that pursuant to the said sale undertaken on T day, our shareholding in the Company is 0.20%.



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Yours sincerely,

For and on behalf of **ZF International UK Limited**

A handwritten signature in blue ink, appearing to read 'Julia Anne Braithwaite', written over a horizontal line.

Authorised signatory

Name: Julia Anne Braithwaite
Designation: Director

A handwritten signature in black ink, appearing to read 'A.M. McQueen', written over a horizontal line.

Authorised signatory

Name: Alastair Malcolm McQueen
Designation: Director

Registered Office: Stratford Road Solihull B90 4GW England
Registered in England as Company No 00054802

ZF International UK Limited
Stratford Road
Solihull, West Midlands
B90 4GW
England, UK
www.zf.com



DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

| | | | |
|--|---|--|--|
| 1. Name of the Target Company (TC) | WABCO India Limited (the “ Company ”) | | |
| 2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer Seller | ZF International UK Limited (the “ Seller ”) Person acting in concert: Wabco Asia Private Limited | | |
| 3. Whether the Seller acquirer belongs to Promoter/Promoter group | Yes. | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited (“ BSE ”) and The National Stock Exchange of India Limited (“ NSE ”) | | |
| 5. Details of the acquisition /disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
| Before the acquisition Sale under consideration, holding of : | | | |
| a) Shares carrying voting rights | 14,606,116 | 77.01% | 77.01% |
| b) Shares in the nature of encumbrance(pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by equity shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| Total (a+b+c+d) | 14,606,116 | 77.01% | 77.01% |



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| | | | |
|--|--|----------------------|----------------------|
| Details of acquisition/ sale of shares held by the Seller | | | |
| a) Shares carrying voting rights | 342,388 | 1.81% ⁽¹⁾ | 1.81% ⁽¹⁾ |
| b) VRs acquired/ sold otherwise than by equity shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold | - | - | - |
| d) Shares encumbered/ invoked/released by the acquirer | - | - | - |
| Total (a+b+c+d) | 342,388 | 1.81% ⁽¹⁾ | 1.81% ⁽¹⁾ |
| After the acquisition/ sale, holding of the Seller: | | | |
| a) Shares carrying voting rights | 14,263,728 | 75.20% | 75.20% |
| b) Shares encumbered with the acquirer | - | - | - |
| c) VRs otherwise than by equity shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | - | - | - |
| Total (a+b+c+d) | 14,263,728 | 75.20% | 75.20% |
| 6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.) | Offer for Sale by ZF International UK Limited through the stock exchange mechanism in accordance with circular bearing no. CIR/MRD/DP/18/2012 dated July 18, 2012 (“ SEBI OFS Circular ”) notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI <i>vide</i> its circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/ 17 /2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated | | |



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| | |
|--|--|
| | December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015 and circular number CIR/MRD/DP/36/2016 dated February 15, 2016, circular number CIR/MRD/DP/65/2017 dated June 27, 2017 and circular number SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 issued by the Securities and Exchange Board of India (“SEBI”) (together with SEBI OFS Circular, “SEBI OFS Circulars”), read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporations – Trading (No. SEBI/HO/MRD2/MRD2_DCAP/P/CIR/2021/0000000591) dated July 5, 2021 issued by SEBI. |
| 7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable | August 25, 2021 |
| 8. Equity share capital / total voting capital of the TC before the said acquisition/ sale | Number of Shares: 18,967,584 Amount (in Rs.): Rs. 94,837,920** (**Face value of Rs. 5/- per equity share) |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale | Number of Shares: 18,967,584 Amount (in Rs.): Rs. 94,837,920** (**Face value of Rs. 5/- per equity share) |
| 10. Total diluted share/voting capital of the TC after the said acquisition/ sale | Number of Shares: 18,967,584 Amount (in Rs.): Rs. 94,837,920** (**Face value of Rs. 5/- per equity share) |

Notes:

⁽¹⁾ The Offer for Sale was announced on August 24, 2021 for sale of 380,432 equity shares of face value of Rs. 5/- each, representing 2.01% of the total paid up equity share capital of the Company. This is a disclosure of the shares allotted on the basis of the valid bids received from non-Retail bidders on T day (i.e. August 25, 2021).



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(2) This disclosure is being filed pursuant to Regulation 29(2) with respect to change in shareholding of ZF International UK Limited (Promoter group member). The details of shareholding of the Seller, ZF International UK Limited and its person acting in concert, Wabco Asia Private Limited are as under:

| Name of the shareholder | Shareholding before the acquisition / sale | | | Shares acquired / sold | | | Shareholding after the acquisition / sale | | |
|-----------------------------|--|--------------------------------------|--|------------------------|--------------------------------------|--|---|--------------------------------------|--|
| | Number of shares | % w.r.t. total share/ voting capital | % w.r.t. total diluted share/ voting capital | Number of shares | % w.r.t. total share/ voting capital | % w.r.t. total diluted share/ voting capital | Number of shares | % w.r.t. total share/ voting capital | % w.r.t. total diluted share/ voting capital |
| ZF International UK Limited | 380,432 | 2.01% | 2.01% | 342,388 | 1.81% | 1.81% | 38,044 | 0.20% | 0.20% |
| Wabco Asia Private Limited | 14,225,684 | 75.00% | 75.00% | - | - | - | 14,225,684 | 75.00% | 75.00% |
| Total | 14,606,116 | 77.01% | 77.01% | 342,388 | 1.81% | 1.81% | 14,263,728 | 75.20% | 75.20% |

(*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.



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Yours sincerely,

For and on behalf of **ZF International UK Limited**

A handwritten signature in blue ink, appearing to read 'Julia Anne Braithwaite', written over a horizontal line.

Authorised signatory

Name: Julia Anne Braithwaite

Designation: Director

A handwritten signature in black ink, appearing to read 'A. McQueen', written over a horizontal line.

Authorised signatory

Name: Alastair Malcolm McQueen

Designation: Director

Place: Solihull

Date: August 27, 2021