ADVERTISEMENT UNDER REGULATION 18(7) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF

ZF STEERING GEAR (INDIA) LIMITED

Registered office at Gat Nos. 1242 & 1244, Village Vadu Budruk, Taluka Shirur, District Pune - 412 216, Maharashtra, India
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This advertisement ("**Advertisement**") is being issued by Citigroup Global Markets India Private Limited ("**Manager to the Offer**") for and on behalf of Robert Bosch GmbH ("**Acquirer**") along with Robert Bosch Automotive Steering GmbH ("**Person Acting in Concert**" or "**PAC**") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (SAST) Regulations**") in respect of the open offer to acquire up to 23,59,058 equity shares of ZF Steering Gear (India) Limited ("**Target Company**") having a face value of ₹ 10 each ("**Equity Shares**"), representing 26% of the total equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) Working Day from the Closure of the Tendering Period ("**Offer**") pursuant to and in compliance with Regulations 4 and 5(1) of the SEBI (SAST) Regulations. This Advertisement should be read in continuation and in conjunction with the Public Announcement dated September 15, 2014 ("**PA**"), the Detailed Public Statement with respect to the Offer dated February 2, 2015 ("**DPS**") and the Letter of Offer dated July 31, 2015 ("**Letter of Offer**"). The DPS was published on February 2, 2015, in the following newspapers:

Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Navshakti	Marathi	Mumbai

1. The Offer price is ₹ 455.96 (Indian Rupees Four hundred fifty five and ninety six paise) per Equity Share ("**Offer Price**") which includes interest computed at the rate of 10% (ten per cent) per annum for the period between September 15, 2014 and the date of the DPS i.e. February 2, 2015 in terms of Regulation 8(12) of SEBI (SAST) Regulations. There has been no revision to the Offer Price.
2. The relevant extracts of the recommendations of the committee of the independent directors constituted by the board of directors of the Target Company ("**IDC**") in relation to the Offer and the Offer Price are as follows:

1.	Members of the IDC	1. Mr. Satish Amolakchand Gundecha (Chairman) 2. Mr. Madhusudan Laxminarayan Rathi 3. Mr. Jitendra Anil Pandit
2.	Recommendation on the Offer, as to whether the Offer is Fair and Reasonable	*The Offer price of ₹455.96 per share is based on the Valuation Report dated 15th September, 2014 and updated Valuation Report dated 6th July, 2015, obtained by the Acquirer, as per the provisions of the Regulations.* *The market value of the shares of the Target Company on BSE Limited, moved from ₹626.35 (closing) on 12th September, 2014 to ₹2033.25 (high) and ₹595.10 (low) during the period 15th September, 2014 (date of Public Announcement) till 4th August, 2015 (date of these recommendations). The closing price of the shares of the Target Company on 4th August, 2015 on BSE Limited was ₹ 1936.75 per share. In light of these facts and for the reasons stated in Sr. No. 12* (Sr. No. 3 below), *the shareholders of the Target Company are recommended to take a considered view, in respect of the Offer.* (as quoted from the IDC recommendation published on August 5, 2015)
3.	Summary of Reasons of Recommendation	*The Public Announcement, of the Offer, was made by the Acquirer and the PAC on 15th September, 2014. The shares of the Target Company as on that date/during the period were not "frequently traded shares", on BSE Limited, as per the provisions of Regulation 2(j) of the Regulations and the Offer price of ₹455.96 was ascertained by the Acquirer based on the Valuation Reports referred in Sr. No. 11 above* (Sr. No. 2 above)*, and considering the provisions of Regulation 8(2)(e) of the Regulations.* *Thereafter, the shares of Target Company became "frequently traded shares" considering the period from 15th September, 2014 till 4th August, 2015. The market rate of the shares of the Target Company moved in the manner indicated in Sr. No. 11 above* (Sr. No. 2 above) *and the present market price as of 4th August, 2015 (closing) is ₹ 1936.75.* *Thus, the IDC made the above recommendations to the shareholders of Target Company, to take a considered view in respect of the offer.* (as quoted from the IDC recommendation published on August 5, 2015)

3. The recommendations of the IDC were published in the same newspapers in which the DPS appeared on August 5, 2015.
4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations and there has been no competitive bid to this Offer.
5. The Letter of Offer has been dispatched on August 4, 2015 to all the Shareholders of the Target Company holding Equity Shares as on the Identified Date i.e. July 28, 2015.
6. Shareholders are requested to refer to Section 7 of the Letter of Offer (Procedure for Acceptance and Settlement of the Offer) in relation to the procedure for tendering their Equity Shares in the Offer and are required to adhere to and follow the procedure outlined therein.
7. Please note that a copy of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement is also available on the SEBI website (http://www.sebi.gov.in) and the Shareholders can also apply by downloading the Form of Acceptance-cum-Acknowledgement from the SEBI website. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
   a. In the case of Equity Shares held in physical form: Name, address, number of Equity Shares held, number of Equity Shares offered, distinctive numbers, folio numbers together with the original share certificate(s), valid transfer deed(s) duly executed and witnessed along with the self-attested copy of PAN card of all Shareholders should be sent to the Registrar to the Offer;
   b. In case of Equity Shares held in dematerialized form: Name, address, number of Equity Shares held, number of Equity Shares offered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owner's depository participant, in favour of the Depository Escrow Account, whose details are as follows:

Depository Participant Name	Ventura Securities Limited
DP ID	IN303116
Client ID	11569093
Account Name	LIIPL ZF STEERING OFFER ESCROW DEMAT ACCOUNT
Depository	National Securities Depository Limited ("**NSDL**")

Shareholders having their beneficiary account in the Central Depository Services Limited have to use inter-depository delivery instruction slips for crediting their Equity Shares in favour of the Depository Escrow Account "LIIPL ZF Steering Offer Escrow Demat Account" maintained with NSDL. The aforementioned documents should be sent to the Registrar to the Offer.

8. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the draft letter of offer in relation to the Offer was submitted to SEBI on February 9, 2015. SEBI, vide its letter dated July 24, 2015 bearing reference number CFD/DCR-2/SKS/20839/2015 ("**SEBI Observations**") issued its observations on the draft letter of offer in terms of Regulation 16(4) of the SEBI (SAST) Regulations. The SEBI Observations also provide that a corrigendum should be issued prior to the Offer highlighting changes made in the Letter of Offer as compared to the DPS. Such changes have been highlighted in paragraph 9 below in compliance with the Observation Letter.
9. The Shareholders of the Target Company are requested to note the following information in relation to the Offer:
   i. As disclosed in the DPS, ZF Lenksysteme GmbH was named as the acquirer to the Offer and Robert Bosch GmbH was named as a person acting concert. However, pursuant to the SEBI Observations, Robert Bosch GmbH has been made the acquirer to the Offer and ZF Lenksysteme GmbH has been made the person acting in concert. Further, the name of the PAC has been changed from 'ZF Lenksysteme GmbH' to 'Robert Bosch Automotive Steering GmbH' in accordance with the laws of Germany. Pursuant to such changes in nomenclature, the parties to the Escrow Agreement have further entered into a Supplemental Escrow Agreement dated July 31, 2015.
   ii. As provided in the Letter of Offer, it is clarified that the Robert Bosch Automotive Steering GmbH (i.e. the PAC) will continue to be the entity acquiring shares under the Offer as a person acting in concert and will continue to operate the Offer Escrow Account.
   iii. Pursuant to the SEBI Observations, references to Regulation 3(1) of the SEBI (SAST) Regulations as one of the triggering provisions of the Offer has been removed in the Letter of Offer as Regulation 3(1) of the SEBI (SAST) Regulations is not applicable to the Offer.
   iv. Markus Heyn has substituted Wolf Henning Scheider as a director on the board of directors of the Acquirer.
   v. Pursuant to the SEBI Observations, the following disclosure regarding the Target Company has been made in the Letter of Offer:
   "*There have been certain non-compliances/violations in relation to the applicable provisions of Chapter V of the Regulations and Chapter II of the Takeover Regulations 1997 by the Target Company. SEBI may take appropriate action against the Target Company for these non-compliances/violations of the Takeover Regulations, 1997.*"
   vi. The key financial information and the contingent liabilities of the Acquirer and PAC have been updated with the audited financial statements for financial year ended December 31, 2014 in the Letter of Offer.
   vii. The key financial information of the Target Company has been updated with the limited reviewed financials for the 9 months period ending December 31, 2014 in the Letter of Offer.
   viii. The Offer Price has been calculated in terms of Regulations 8(3) and 8(4) of SEBI (SAST) Regulations and, pursuant to the SEBI Observations (as defined below), the methodology of the computation of the thresholds as prescribed under Regulation 5(2) and 8(5) has been disclosed in the Letter of Offer, the relevant extract of which is provided below.

Per Equity Share value, as required under Regulation 8(5) of SEBI (SAST) Regulations.	NA since - (a) the proportionate net asset value of the Target Company as a percentage of the consolidated net asset value of the PAC; or (b) the proportionate sales turnover of the Target Company as a percentage of the consolidated sales turnover of the PAC; or (c) the proportionate market capitalization of the Target Company as a percentage of the enterprise value for the PAC - is not in excess of fifteen per cent on the basis of the most recent available audited annual financial statements, the Acquirer does not need to compute and disclose the per share value of the Target Company along with a detailed description of the methodology adopted for such computation. *(Please see Note below for calculations confirming the above)*

Note:

	Dec-13	FY 14		
	Euros (In Millions)		*INR (In Millions)*	
	PAC (Robert Bosch Automotive Steering GmbH)	Target Company	Target Company	
Net Worth	764.5	28	2,245.0	4%
Sales	4,114	36	2,849.0	1%
Enterprise Value/Market Capitalization	5,790[1]	47.3[2][3]	3,747[2]	0.8%

(1) Since the PAC (Robert Bosch Automotive Steering GmbH) is not a listed entity, the enterprise value ("EV") parameter is not applicable. However, as a matter of abundant caution, we have determined the EV of the PAC based on two methods i.e. (i) Trailing revenue and (ii) Trailing EBITDA. We have applied multiples of global peers of the PAC to the said Trailing Revenue and Trailing EBITDA to arrive at the valuation and have taken an average of the said two values. Based on set of peer companies in similar industries, the median EV/Trailing 12 Months EBITDA is 13.3x and the median EV/Trailing 12 Months Sales is 1.5x.

Robert Bosch Automotive Steering GmbH (2013)	*EUR mn*
EBITDA	*417*
Revenue	*4,114*
EV based on	
Trailing EBITDA	*5,562*
Trailing Revenue	*6,018*
Average (of peer company medians)	*5,790*

(2) Represents market cap of the Target Company based on 60 day volume weighted average price of Target Company prior to Sep 12, 2014 (INR 413) and 9,073,300 equity shares.

(3) Target Company figures are converted at INR 79.23/EUR.

   ix. The address of the collection centre of the Ahmedabad office of the Registrar to the Offer has been updated in the Letter of Offer.
   x. The revised schedule of activities in relation to the Offer is set out in paragraph 11 of this Advertisement.
10. As of the date of this Advertisement, there are no statutory or regulatory approvals required by the Acquirer or the PAC to complete this Offer. However, in case of any statutory or regulatory approvals being required by the Acquirer or PAC at a later date before the closure of the tendering period, this Offer shall be subject to such approvals and the Acquirer or PAC shall make the necessary applications for such approvals without undue delay. In the case of delay in receipt of any statutory approvals to complete this Offer, which may be required by the Acquirer or PAC at a later date, as per Regulation 18(11) of the Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer or PAC to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer and PAC agreeing to pay interest to the Eligible Shareholders of the Target Company at such rate as may be specified by SEBI from time to time.
11. The revised Schedule of Activities is as follows:

Activity	Original Day and Date	Revised Day and Date
PA Date	15 September 2014, Monday	15 September 2014, Monday
Date of publication of the DPS	2 February 2015, Monday	2 February 2015, Monday
Last date for a competing offer (within 15 (fifteen) Working Days of the DPS)	25 February 2015, Wednesday	25 February 2015, Wednesday
Identified Date (10th Working Day prior to commencement of the Tendering Period)*	9 March 2015, Monday	28 July 2015, Tuesday
Last date by which LoF will be dispatched to the Eligible Shareholders (Within 7 (seven) Working Days from, receipt of comments by SEBI)	16 March 2015, Monday	4 August 2015, Tuesday
Last date for the revision of the Offer Price/number of Equity Shares (up to 3 (three) Working Days prior to the commencement of the Tendering Period)	18 March 2015, Wednesday	5 August 2015, Wednesday
Last date by which the committee of independent directors constituted by the Board of Directors of the Target Company shall give its recommendation (up to 2 (two) working days prior to the commencement of the Tendering Period)	19 March 2015, Thursday	6 August 2015, Thursday
Issue opening public announcement date	19 March 2015, Thursday	10 August 2015, Monday
Date of commencement of Tendering Period (within 12 (twelve) Working Days of receipt of comments from SEBI)	23 March 2015, Monday	11 August 2015, Tuesday
Date of expiry of Tendering Period	7 April 2015, Tuesday	25 August 2015, Tuesday
Date of payment of consideration (net of applicable taxes) to the Eligible Shareholders whose Equity Shares are validly accepted under this Offer	22 April 2015, Wednesday	8 September 2015, Tuesday

**Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Shareholders of the Target Company to whom the Letter of Offer shall be sent. It is clarified that all the Shareholders (registered or unregistered) of the Target Company (except the Selling Shareholders) are eligible to participate in this Offer at any time during the Tendering Period of the Offer.*

12. Capitalized terms used in this Advertisement, but not defined herein, shall have the same meanings assigned to such terms in the Letter of Offer. This Advertisement shall be available on the SEBI website (http://www.sebi.gov.in).

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Issued for and on behalf of the Acquirer and the PAC, by the Manager to the Offer
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Contact Person: Mr. Aditya Doshi; **SEBI Registration Number:** INM000010718

For **ROBERT BOSCH GMBH**	For **ROBERT BOSCH GMBH**	For **ROBERT BOSCH AUTOMOTIVE STEERING GMBH**	For **ROBERT BOSCH AUTOMOTIVE STEERING GMBH**
Sd/-	Sd/-	Sd/-	Sd/-
Bettina Holzwarth	Christine Kress	Dr. Christa Wamsler	Klaus Hudelmaier

Place: Mumbai

Date: August 10, 2015

PRESSMAN

Size : 16(w) x 50(h)