

AUTOMOTIVE AXLES LIMITED

October 11, 2022

CMP: Rs.2011.85**Market Cap: Rs 3039.91crore****Offer Price: Rs.1504.43****Offer Size: 39,29,114 Equity Shares ("Offer Shares"), representing 26% of the Voting Share Capital****probability of Acceptance Ratio: 89-100%.**

Open offer for acquisition of up to 3,929,114 (three million nine hundred twenty nine thousand one hundred fourteen) Equity Shares (as defined below) of face value INR 10 (Indian Rupees ten only), representing 26% (twenty six percent) of the Voting Share Capital (as defined below) from all Shareholders (as defined below) of Automotive Axles Limited ("Target Company"), by Cummins Inc. ("Acquirer") ("Open Offer" or "Offer").

This public announcement ("Public Announcement" or "PA") is being issued by Morgan Stanley India Company Private Limited, the manager to the Offer (the "Manager"), for and on behalf of the Acquirer, to the Shareholders of the Target Company, pursuant to and in compliance with Regulations 3(1), 4, 5(1), 15(1) and 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"). There is no person acting in concert with the Acquirer for the purpose of this Open Offer.

Offer Details

Offer Size: Up to 3,929,114 (three million nine hundred twenty nine thousand one hundred fourteen) Equity Shares of the Target Company ("Offer Shares"), constituting up to 26% (twenty six percent) of the Voting Share Capital of the Target Company, subject to the terms and conditions mentioned in this Public Announcement, and to be set out in the detailed public statement ("DPS") and the letter of offer ("LoF") that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Price/ Consideration: The Offer is made at a price of **INR 1,504.43 (Indian Rupees one thousand five hundred and four point four three only) per Offer Share**, which shall be enhanced by an interest at the rate of 10% (ten percent) per annum for the period between the date of entering into the Underlying Transaction (as defined below) (i.e. February 21, 2022), and the date of publication of the DPS for the Open Offer pursuant to Regulation 8(12) of SEBI (SAST) Regulations, and such enhanced price ("Offer Price") shall be specified in the DPS. The Equity Shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations and the Offer Price is determined in accordance with Regulations 8(3), 8(12) and other applicable provisions of the SEBI (SAST) Regulations. The Offer Price (including the interest as specified above) and the total consideration payable by the Acquirer (assuming full acceptance of the Open Offer) shall be disclosed in the DPS to be issued in accordance with the SEBI (SAST) Regulations.

Mode of Payment: The Offer Price will be paid in cash by the Acquirer in accordance with the SEBI (SAST) Regulations, and the terms and conditions mentioned in this Public Announcement and to be set out in the DPS and LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Type of Offer (Triggered offer, voluntary offer/competing offer, etc.): The Offer made by the Acquirer is a mandatory offer made in compliance with Regulations 3(1), 4, 5(1) and other applicable provisions

of the SEBI (SAST) Regulations, pursuant to the Underlying Transaction (as defined below). The thresholds specified under Regulation 5(2) of the SEBI (SAST) Regulations are not met and, accordingly, this Offer will not constitute a "deemed direct acquisition" under the SEBI (SAST) Regulations. This Open Offer is not subject to any minimum level of acceptance.

<https://www.bseindia.com/xml-data/corpfiling/AttachLive/EC0DDBD3-DAB0-4523-8FDB-2C380DAE2EB0-170145.pdf>

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