

WABCO

Vehicle Control Systems

19th September 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra – Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sirs,

Sub: Intimation of voting results through remote e-voting and ballot process at the 13th Annual General Meeting (AGM) of the Company held on 18th September, 2017 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the shareholders of the company have approved all the items of business as contained in the Notice convening the 13th Annual General Meeting (AGM), through remote e-voting and the ballot process conducted at the AGM venue held on 18th September, 2017. All the resolutions were passed by the shareholders, with requisite majority.

In this connection, we are enclosing the following:

- a. Results of voting through electronic means and ballot process;
- b. Consolidated Scrutinizer's Report on e-voting and on the ballot process.

The said results declared and the reports submitted by the scrutinizer are being uploaded on the Company's website. The consolidated scrutinizer's report is also being provided to the Depository viz., National Securities Depository Limited, for uploading in their website.

Thanking you,

Yours faithfully,
For WABCO INDIA LIMITED



M C Gokul
Company Secretary
Encl: As above.

WABCO INDIA LIMITED

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III Main Road, Ambattur Industrial Estate,
Chennai – 600 058, India.
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SCRIP CODE: WABCOINDIA
FAX No.022 265982337 / 38
CMLIST@NSE.CO.IN

DETAILS OF VOTING RESULTS

(i) Attendance of members:

| | | |
|--|--|---------------|
| Date of the Annual General Meeting | 18th September, 2017 | |
| Total number of shareholders as on Record Date (11th September, 2017) | 28,066 | |
| No. of shareholders present in the meeting either in person or through proxy: | Members Present in Person | Through Proxy |
| | 1 | - |
| Promoters and promoter Group | 1 | - |
| Public | 880 | 3 |
| No. of shareholders attended the meeting through video conferencing | ---- | |

(ii) Voting by members:

| Item No. in the Notice | Subject | Resolution (Ordinary / Special) | Mode off voting | Remarks |
|------------------------|---|----------------------------------|----------------------------------|--|
| 1. | Adoption of audited financial statements for the year ended 31 st March, 2017. | Ordinary | Remote E-Voting & Ballot process | All resolutions were passed with requisite majority. |
| 2. | Declaration of dividend at Rs 7/- per share. | Ordinary | Remote E-Voting & Ballot process | |
| 3. | Re-appointment of Mr. Jorge Solis as director, who retires by rotation. | Ordinary | Remote E-Voting & Ballot process | |
| 4. | Ratification of appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai as Statutory Auditors for the financial year 2017-18 | Ordinary | Remote E-Voting & Ballot process | |
| 5. | Ratification of remuneration payable to Mr. A. N Raman, Cost Accountant for the financial year 2017-18 | Ordinary | Remote E-Voting & Ballot process | |
| 6. | To approve material related party transaction entered with WABCO Europe BVBA for the financial year | Ordinary | Remote E-Voting & Ballot process | |



| | | | |
|---|--|--|--|
| ended 31 st March, 2017 and to be entered by the Company for the financial year 2017-18. | | | |
|---|--|--|--|

(iii) Results of Poll / Postal ballot / E-voting by members:

The mode of voting for all the resolutions was:

- (i) Remote E-voting; and
- (ii) Ballot process provided to those shareholders who did not participate in the remote e-voting but who attended the AGM.

The results of voting in the prescribed format is annexed herewith for your reference and records.

For WABCO INDIA LIMITED



M C Gokul
Company Secretary



Encl: As above.

WABCO India Limited
13th Annual General meeting (AGM) Voting Results

| | |
|---|--|
| Date of AGM | 18th September, 2017 |
| Total number of Shareholders on cut-off date - 11th September 2017 | 28066 (Excluding Unclaimed Suspense Account) |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group | 1 |
| Public | 883 |
| No. of shareholders attended the meeting through Video: | |
| Promoters and Promoter Group | Nil |
| Public | Nil |

| Resolution No 1 | Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Adoption of audited financial statements for the year ended 31 st March 2017 and the reports of the Board of Directors and Auditors thereon | Promoter and Promoter Group | E-Voting | 1,42,25,684 | 1,42,25,684 | 100.00 | 1,42,25,684 | - | 100.00 | - |
| | | Poll | | - | - | - | - | - | - |
| | Public-Institutions | E-Voting | 21,19,053 | 17,48,320 | 82.50 | 17,48,320 | - | 100.00 | - |
| | | Poll | | - | - | - | - | - | - |
| | Public- Non Institutions | E-Voting | 26,22,847 | 2,96,934 | 11.32 | 2,96,909 | 25 | 99.99 | 0.01 |
| | | Poll | | 2,903 | 0.11 | 2,903 | - | 100.00 | - |
| TOTAL | | | 1,89,67,584 | 1,62,73,841 | 85.80 | 1,62,73,816 | 25 | 100.00 | 0.00 |

| Resolution No 2 | Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Declaration of Final Dividend of Rs.7/- per equity share for the financial year ended 31 st March 2017 | Promoter and Promoter Group | E-Voting | 1,42,25,684 | 1,42,25,684 | 100.00 | 1,42,25,684 | - | 100.00 | - |
| | | Poll | | - | - | - | - | - | - |
| | Public-Institutions | E-Voting | 21,19,053 | 17,48,320 | 82.50 | 17,48,320 | - | 100.00 | - |
| | | Poll | | - | - | - | - | - | - |
| | Public- Non Institutions | E-Voting | 26,22,847 | 2,97,036 | 11.32 | 2,97,033 | 3 | 100.00 | 0.00 |
| | | Poll | | 2,852 | 0.11 | 2,851 | 1 | 99.96 | 0.04 |
| TOTAL | | | 1,89,67,584 | 1,62,73,892 | 85.80 | 1,62,73,888 | 4 | 100.00 | 0.00 |



| Resolution No 3 | Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Re-appointment of Mr. Jorge Solis, who retires by rotation | Promoter and Promoter Group | E-Voting | 1,42,25,684 | 1,42,25,684 | 100.00 | 1,42,25,684 | - | 100.00 | - |
| | | Poll | | - | - | - | - | 0.00 | - |
| | Public-Institutions | E-Voting | 21,19,053 | 17,48,320 | 82.50 | 14,18,636 | 3,29,684 | 81.14 | 18.86 |
| | | Poll | | - | - | - | - | - | - |
| | Public- Non Institutions | E-Voting | 26,22,847 | 2,96,601 | 11.31 | 2,96,534 | 67 | 99.98 | 0.02 |
| | | Poll | | 2,903 | 0.11 | 2,902 | 1 | 99.97 | 0.03 |
| | TOTAL | | 1,89,67,584 | 1,62,73,508 | 85.80 | 1,59,43,756 | 3,29,752 | 97.97 | 2.03 |

| Resolution No 4 | Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Ratification of Appointment of M/s Batliboi & Associates, LLP, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration | Promoter and Promoter Group | E-Voting | 1,42,25,684 | 1,42,25,684 | 100.00 | 1,42,25,684 | - | 100.00 | - |
| | | Poll | | - | - | - | - | 0.00 | - |
| | Public-Institutions | E-Voting | 21,19,053 | 17,48,370 | 82.51 | 17,48,370 | - | 100.00 | - |
| | | Poll | | - | - | - | - | - | - |
| | Public- Non Institutions | E-Voting | 26,22,847 | 2,96,550 | 11.31 | 2,96,485 | 65 | 99.98 | 0.02 |
| | | Poll | | 2,903 | 0.11 | 2,902 | 1 | 99.97 | 0.03 |
| | TOTAL | | 1,89,67,584 | 1,62,73,507 | 85.80 | 1,62,73,441 | 66 | 100.00 | 0.00 |



| Resolution No 5 | Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Ratification of Remuneration payable to Mr A N Raman, the Cost Accountant for the financial year ending 31st March,2018 | Promoter and Promoter Group | E-Voting | 1,42,25,684 | 1,42,25,684 | 100.00 | 1,42,25,684 | - | 100.00 | - |
| | | Poll | | - | - | - | - | 0.00 | - |
| | Public- Institutions | E-Voting | 21,19,053 | 17,48,370 | 82.51 | 17,48,370 | - | 100.00 | - |
| | | Poll | | - | - | - | - | - | - |
| | Public- Non Institutions | E-Voting | 26,22,847 | 2,96,551 | 11.31 | 2,96,511 | 40 | 99.99 | 0.01 |
| | | Poll | | 2,903 | 0.11 | 2,902 | 1 | 99.97 | 0.03 |
| TOTAL | | | 1,89,67,584 | 1,62,73,508 | 85.80 | 1,62,73,467 | 41 | 100.00 | 0.00 |

| Resolution No 6 | Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Approval of Related Party Transactions entered into by the Company with WABCO Europe BVBA during the financial year ended 31st March 2017 and 31st March 2018 | Promoter and Promoter Group | E-Voting | 1,42,25,684 | - | - | - | - | - | - |
| | | Poll | | - | - | - | - | 0.00 | - |
| | Public- Institutions | E-Voting | 21,19,053 | 16,25,407 | 76.70 | 16,15,599 | 9,808 | 99.40 | 0.60 |
| | | Poll | | - | - | - | - | - | - |
| | Public- Non Institutions | E-Voting | 26,22,847 | 2,96,886 | 11.32 | 2,84,672 | 12,214 | 95.89 | 4.11 |
| | | Poll | | 2,903 | 0.11 | 2,903 | - | 100.00 | - |
| TOTAL | | | 1,89,67,584 | 19,25,196 | 10.15 | 19,03,174 | 22,022 | 98.86 | 1.14 |

Note:

- Promoter/ promoter group are not interested in resolutions 1 to 5
- Promoter being a related party has not participated in the vote regarding resolution no. 6 in terms of regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



[Handwritten Signature]



K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

18th September 2017

To,
The Chairman,
WABCO India Limited
Plot No.3 (SP) III Main Road, Ambattur Industrial Estate
Chennai- 600 058

Dear Sir,

Sub: Remote E-voting and ballot process in respect of your company's 13th Annual General meeting (AGM) on Monday the 18th September 2017 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 30th May 2017, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the said AGM. I submit my consolidated report as under:

1. The Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**). Hence, the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR), in respect of all the six (6) resolutions intended to be passed at the 13th AGM.
2. National Securities Depository Limited (**NSDL**), the recognized agency selected by your Company to provide the secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (**EVEN**) **106750** for the Company's remote e-voting process.
3. Sundaram-Clayton Limited, being your Company's Registrar & Transfer Agent (**RTA**), maintains and provides the records relating to members of the Company.
4. **Notice** calling the 13th AGM on 18th September 2017 **was sent** as part of the Annual Report, to the Company's members, directors and auditors in terms of section 101 of the Act, either in writing (physical form) or through electronic mode, in the manner indicated below:
 - (a) To 28,623 members whose names appeared either in the Register of Members/ Record of Depositories or whose shares were lying in WABCO India Limited Unclaimed Suspense Account, as on 18th August 2017 (as provided by the RTA):
 - (i). Through e-mails (sent by NSDL) to 19,543 members on **25th August 2017**.
 - (ii). Through speed post/ registered parcel/ air mail (sent by RTA) to 11,171 members on **25th August 2017**.

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WABCO India Limited-13th AGM on 18th September 2017
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

- (iii). Through e-mail as well as through speed post/ registered parcel to 2,091 members residing in Chennai, included in (i) and (ii) above.
- (iv). Through speed post/ registered parcel/ air mail (sent by RTA) to 1,926 members on 9th September 2017, in respect of whom the e-mails sent by NSDL on 24th August 2017 had bounced.
- (b) To the eight (8) Directors and the Statutory Auditors through e-mail **on 24th August 2017**.
5. The audited financial statements for the financial year ended 31st March 2017, the auditor's report and every other document required by law (the Act/ LODR) to be annexed or attached were also sent as part of the Annual Report, along with the notice.
 6. Notice of the 13th AGM was also sent to NSE and BSE on **31st August 2017** in terms of the requirement under Regulation 30 of LODR.
 7. The prescribed particulars with regard to the dispatch of the Annual Report, book closure, record date and remote e-voting process were **advertised on 24th August 2017** in Business Line (in English) and Dinamani (in Tamil).
 8. **11th September 2017** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.
 9. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,89,67,584 equity shares of Re.5/- each. This included 25,251 equity shares lying in Wabco India Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of LODR. Accordingly, 28,066 members were eligible to vote on an aggregate of **1,89,42,333** equity shares.
 10. The remote e-voting facility was available on the NSDL portal **from 9.00 A.M. on 15th September 2017 to 5.00 P.M. on 17th September 2017**.
 11. The **AGM was held** on Monday the **18th September 2017 at 10.00 A.M.** at "The Narada Gana Sabha" (Sathguru Gnananandha Hall), No.314, T.T.K Road, Alwarpet, Chennai 600 018.
 12. The Chairman, after providing clarifications to members for the queries raised, announced the commencement of the ballot process to enable those members attending the AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
 13. I opened and displayed the two empty ballot boxes used for the ballot process at the AGM venue and locked them. Ballot papers were then distributed to members who wanted to exercise their voting rights.
 14. The Chairman declared the AGM as closed on completion of the ballot voting.
 15. At 12.30 pm, on completion of the voting, I opened both the ballot boxes and took possession of the ballots for verification.
 16. Subsequently, I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
 17. I have **scrutinized the votes cast** through remote e-voting (in the NSDL platform) and in the ballot process (at the AGM venue) and validated the same with the list of members and their holding as on the cut-off date, as provided by the RTA.



WABCO India Limited-13th AGM on 18th September 2017
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

18. I have also verified and confirmed that:

- (a) No voting rights were exercised in respect of the 25,251 equity shares lying in WABCO India Limited Unclaimed Suspense Account.
- (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.

19. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.

20. The participation of members in the voting was as follows:

- (a) **154 members** participated in the **remote e-voting** process; and
- (b) **61 members** participated in the **ballot process** at the AGM.

21. While all the electronic ballots cast through the secure remote e-voting platform provided by NSDL were treated as valid, 30 (thirty) ballot papers cast physically at the AGM venue were treated as invalid for various reasons set out below:

| Sl | Reason for treating ballot paper as invalid | Number of ballots |
|-----|--|-------------------|
| (a) | Number of shares for which voting rights exercised not mentioned | 19 |
| (b) | Assent/ dissent not indicated | 1 |
| (c) | Signature mismatch with specimen on record | 6 |
| (d) | Both assent and dissent indicated | 1 |
| (e) | Incomplete unsigned ballot | 1 |
| (f) | Attendance not recorded | 2 |
| | Total | 30 |

22. The items of business set out in the notice of the 13th AGM and covered by the remote e-voting/ ballot process were:

| Item No. | Type of business | Type of resolution | Subject matter |
|----------|------------------|--------------------|--|
| 1. | Ordinary | Ordinary | Adoption of audited financial statements including the consolidated financial statements for the financial year ended 31 st March 2017 together with the reports Auditors thereon and the report of the Board of Directors. |
| 2. | Ordinary | Ordinary | Declaration of final dividend of Rs.7/- per equity share for the financial year ended 31 st March 2017. |
| 3. | Ordinary | Ordinary | Re-appointment of Ms. Jorge Sollis (DIN: 07119701), who retires by rotation at the 13 th AGM, as a Director. |
| 4. | Ordinary | Ordinary | Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Chennai (Reg.No.101049W) as Statutory Auditors for the fourth consecutive year out of their term of five consecutive years |
| 5. | Special | Ordinary | Ratification of remuneration payable to Mr. A N Raman, Cost Accountant, (Reg. No. M5359) for the financial year ending 31 st March, 2018 |



WABCO India Limited-13th AGM on 18th September 2017
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

| | | | |
|---|---------|----------|--|
| 6 | Special | Ordinary | Approval of Related Party Transactions entered into by the Company with WABCO Europe BVBA during the financial year ended 31 st March 2017 and 31 st March 2018. |
|---|---------|----------|--|

23. In terms of regulation 23(4) of LODR, the related party did not cast their vote in respect of resolution number 6.

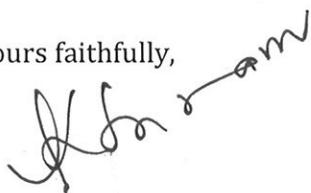
24. The combined results of voting through remote e-voting and ballot process at the AGM venue are as under:

| Item No. | Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|----------|---------------------------|------------|--|------------|------------|---|------------|------------|
| | Ballots | Votes cast | Ballots | Votes cast | % of votes | Ballots | Votes cast | % of votes |
| 1. | 183 | 16273841 | 180 | 16273816 | 99.9998% | 3 | 25 | 0.0002% |
| 2. | 183 | 16273892 | 152 | 16271037 | 100.0000% | 3 | 4 | 0.0000% |
| 3. | 183 | 16273508 | 130 | 15943756 | 97.9737% | 53 | 329752 | 2.0263% |
| 4. | 182 | 16273507 | 176 | 16273441 | 99.9996% | 6 | 66 | 0.0004% |
| 5. | 183 | 16273508 | 178 | 16273467 | 99.9997% | 5 | 41 | 0.0003% |
| 6. | 177 | 1925196 | 168 | 1903174 | 98.8561% | 9 | 22022 | 1.1439% |

25. All the five (6) ordinary resolutions have been passed with more than the requisite majority on the date of the 13th AGM, namely 18th September 2017. You may declare the results accordingly.


Thanking you,

Yours faithfully,



K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser



For WABCO INDIA LIMITED

P. KANIAPPAN
 Managing Director