

28th July 2018

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

Scrip code: 533023
Fax No.022 22723121 / 2037 / 2039
corp.relations@bseindia.com

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

SCRIP CODE: WABCOINDIA
FAX NO.022 265982337 / 38
CMLIST@NSE.CO.IN

Dear Sirs,

Sub: Intimation of voting results through remote e-voting and ballot process at the 14th Annual General Meeting (AGM) of the Company held on 27th July, 2018 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 14th Annual General Meeting (AGM), through remote e-voting and the ballot process conducted at the AGM venue held on 27th July, 2018.
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.

DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	27th July, 2018	
Total number of shareholders as on Record Date (20th July, 2018)	27,136	
No. of shareholders present in the meeting either in person or through proxy:	Members Present in Person	Through Proxy
Promoters and promoter Group	1	-
Public	804	2
No. of shareholders attended the meeting through video conferencing	N.A.	

(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, 2018.	Ordinary	Remote E-Voting & Ballot process	All resolutions were passed with requisite majority.
2.	Declaration of dividend at Rs 8/- per share.	Ordinary	Remote E-Voting & Ballot process	
3.	Re-appointment of Ms.Lisa Brown (DIN: 07053317) as director, who retires by rotation.	Ordinary	Remote E-Voting & Ballot process	
4.	Ratification of remuneration payable to Mr. A. N Raman, Cost Accountant for the financial year 2018-19	Ordinary	Remote E-Voting & Ballot process	
5.	To approve material related party transaction entered with WABCO Europe BVBA for the financial year ended 31 st March, 2018 and to be entered by the Company for the financial year 2018-19.	Ordinary	Remote E-Voting & Ballot process	



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6.	Increase in the remuneration payable to Mr. P Kaniappan, Managing Director (DIN: 02696192), from 1 st January, 2018	Ordinary	Remote E-Voting & Ballot process
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(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.



General information about company	
Scrip code	533023
NSE Symbol	WABCOINDIA
MSEI Symbol	
ISIN	
Name of the company	WABCO India Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	27-07-2018
Start time of the meeting	09:30 AM
End time of the meeting	11:10 AM



Scrutinizer Details	
Name of the Scrutinizer	K Sriram
Firms Name	
Qualification	CS
Membership Number	F6312
Date of Board Meeting in which appointed	28-05-2018
Date of Issuance of Report to the company	28-07-2018



Voting results	
Record date	20-07-2018
Total number of shareholders on record date	27136
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	1
b) Public	806
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited financial statements for the financial year ended 31st March 2018 together with the reports of the Auditors and the Board of Directors thereon				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14225684	14225684	100	14225684	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	14225684	14225684	100	14225684	0	100	0
Public- Institutions	E-Voting	2168561	2025257	93.3917	2025257	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2168561	2025257	93.3917	2025257	0	100	0
Public- Non Institutions	E-Voting	2573339	282731	10.9869	282729	2	99.9993	0.0007
	Poll		279178	10.8489	279178	0	100	0
	Postal Ballot (if applicable)							
	Total	2573339	561909	21.8358	561907	2	99.9996	0.0004
Total		18967584	16812850	88.6399	16812848	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of final dividend of Rs.8/- per equity share for the financial year ended 31st March 2018				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14225684	14225684	100	14225684	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	14225684	14225684	100	14225684	0	100	0
Public- Institutions	E-Voting	2168561	2025257	93.3917	2025257	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2168561	2025257	93.3917	2025257	0	100	0
Public- Non Institutions	E-Voting	2573339	282731	10.9869	282671	60	99.9788	0.0212
	Poll		277377	10.7789	277211	166	99.9402	0.0598
	Postal Ballot (if applicable)							
	Total	2573339	560108	21.7658	559882	226	99.9597	0.0403
Total		18967584	16811049	88.6304	16810823	226	99.9987	0.0013
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Lisa Brown (DIN: 07053317), who retires by rotation at the 14th AGM, as a Director				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14225684	14225684	100	14225684	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		14225684	100	14225684	0	100	0
Public-Institutions	E-Voting	2168561	2025257	93.3917	1846058	179199	91.1518	8.8482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2168561	93.3917	1846058	179199	91.1518	8.8482
Public- Non Institutions	E-Voting	2573339	282535	10.9793	282409	126	99.9554	0.0446
	Poll		279041	10.8435	279041	0	100	0
	Postal Ballot (if applicable)							
	Total		2573339	21.8229	561450	126	99.9776	0.0224
Total		18967584	16812517	88.6382	16633192	179325	98.9334	1.0666
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration payable to Mr. A N Raman, Cost Accountant, (Reg. No. M5359) for the financial year ending 31st March, 2019				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14225684	14225684	100	14225684	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	14225684	14225684	100	14225684	0	100	0
Public- Institutions	E-Voting	2168561	2025257	93.3917	2025257	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2168561	2025257	93.3917	2025257	0	100	0
Public- Non Institutions	E-Voting	2573339	282701	10.9858	282675	26	99.9908	0.0092
	Poll		279173	10.8487	279173	0	100	0
	Postal Ballot (if applicable)							
	Total	2573339	561874	21.8344	561848	26	99.9954	0.0046
Total		18967584	16812815	88.6397	16812789	26	99.9998	0.0002
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Approval of Related Party Transactions entered into / proposed to be entered into by the Company with WABCO Europe BVBA during the financial year ended 31st March 2018 / the financial year ending 31st March 2019					
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14225684	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	14225684	0	0	0	0	0	0
Public-Institutions	E-Voting	2168561	1922844	88.6691	1179947	742897	61.3647	38.6353
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2168561	1922844	88.6691	1179947	742897	61.3647	38.6353
Public-Non Institutions	E-Voting	2573339	282701	10.9858	282658	43	99.9848	0.0152
	Poll		279173	10.8487	279173	0	100	0
	Postal Ballot (if applicable)							
	Total	2573339	561874	21.8344	561831	43	99.9923	0.0077
Total		18967584	2484718	13.0998	1741778	742940	70.0996	29.9004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of increase in remuneration to Mr. P Kaniappan (DIN: 02696192), Managing Director, from 1st January 2018				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14225684	14225684	100	14225684	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	14225684	14225684	100	14225684	0	100	0
Public- Institutions	E-Voting	2168561	2025257	93.3917	2025257	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2168561	2025257	93.3917	2025257	0	100	0
Public- Non Institutions	E-Voting	2573339	282701	10.9858	282562	139	99.9508	0.0492
	Poll		279173	10.8487	279173	0	100	0
	Postal Ballot (if applicable)							
	Total	2573339	561874	21.8344	561735	139	99.9753	0.0247
Total		18967584	16812815	88.6397	16812676	139	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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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]

28th July 2018

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 14th Annual General meeting (AGM) on 27th July 2018 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 28th May 2018, 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 (**the Rules**) 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 proposed to be passed at the 14th AGM.
2. The items of business set out in the notice of the 14th 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 for the financial year ended 31 st March 2018 together with the reports of the Auditors and the Board of Directors thereon.
2.	Ordinary	Ordinary	Declaration of final dividend of Rs.8/- per equity share for the financial year ended 31 st March 2018.
3.	Ordinary	Ordinary	Re-appointment of Ms. Lisa Brown (DIN: 07053317), who retires by rotation at the 14 th AGM, as a Director.
4.	Special	Ordinary	Ratification of the remuneration payable to Mr. A N Raman, Cost Accountant, (Reg. No. M5359) for the financial year ending 31 st March, 2019.



WABCO INDIA LIMITED-14th AGM on 27th July 2018
Scrutiniser's report on remote e-voting and ballot process at the AGM

5.	Special	Ordinary	Approval of Related Party Transactions entered into / proposed to be entered into by the Company with WABCO Europe BVBA during the financial year ended 31 st March 2018 / the financial year ending 31 st March 2019.
6.	Special	Ordinary	Approval of increase in remuneration to Mr. P Kaniappan (DIN: 02696192), Managing Director, from 1 st January 2018.

3. National Securities Depository Limited (NSDL), the recognised agency selected by your Company to provide the secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 108509 for the Company's remote e-voting process.
4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent (RTA), maintains and provides the records relating to members of the Company.
5. Notice calling the 14th AGM, along with the Annual Report (containing the financial statements, the auditors' report, Board's report and every other document required by the Act/ LODR to be annexed or attached thereto) for the financial year ended 31st March 2018, was sent to the members, directors and auditors in terms of Section 101 of the Act, in the manner indicated below:
 - (a) To 27,052 members (including unclaimed suspense account) whose names appeared in the Register of Members/ Record of Depositories as on 22nd June 2018 (as provided by the RTA):
 - (i) Through e-mail (sent by NSDL) to 19,267 members on 4th July 2018.
 - (ii) Through speed post/ registered parcel (by the RTA) to 9,772 members on 4th and 5th July 2018.
 - (iii) Through e-mail as well as through speed post/ registered parcel to 1,987 members residing in Chennai, included in (i) and (ii) above.
 - (iv) Through registered parcel (by the RTA) to 962 members to whom the e-mails sent by NSDL on 4th July 2018 had bounced, on 17th July 2018.
 - (b) To the eight (8) Directors, the Statutory Auditors and the Secretarial Auditors through e-mail on 6th July 2018.
6. The Notice convening the 14th AGM was also filed with NSE and BSE, as required under Regulation 30 of LODR, on 4th July 2018.
7. The prescribed particulars with regard to the remote e-voting process were duly advertised on 6th July 2018 in Business Line (in English) and Dinamani (in Tamil).
8. 20th July 2018 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 Rs.5/- each. This included:
 - (a) 24,721 equity shares (of 388 shareholders) lying in WABCO India Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of LODR; and



WABCO INDIA LIMITED-14thAGM on 27th July 2018
Scrutiniser's report on remote e-voting and ballot process at the AGM

- (b) 13,387 equity shares (of 236 shareholders) transferred to and lying with the Investor Education and Protection Fund in terms of Section 124(6) of the Companies Act, 2013.
10. The remote e-voting facility on the NSDL portal was open from 9.00 A.M. on 24th July 2018 to 5.00 P.M. on 26th July 2018.
11. The AGM was held on Friday, the 27th July 2018 at 9.30 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 by some of them, 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 to be used for the ballot process at the AGM venue and locked them. Ballot papers were then distributed to the members in the meeting hall who wanted to exercise their voting rights.
14. The Chairman declared the AGM as closed on completion of the ballot voting.
15. At 11.10 A.M, 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 shareholding as on the cut-off date (20th July 2018), as provided by the RTA.
18. I have also verified and confirmed that no voting rights had been exercised in respect of:
- (a) The 24,721 equity shares lying in WABCO India Limited Unclaimed Suspense Account.
- (b) The 13,387 equity shares lying with the Investor Education and Protection Fund.
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) 171 members participated in the remote e-voting process; and
- (b) 46 members participated in the ballot process at the AGM.
21. The votes cast through the secure remote e-voting platform by the holding company, for resolution no.5 (seeking approval for material related party transactions with WABCO Europe BVBA), were not considered, since, in terms of Regulation 23(4) of LODR, they were required to abstain from voting on the resolution, even though they were not the related party in that particular transaction.
22. Out of 46 ballots cast physically at the AGM venue, 24 ballot papers were treated as invalid for the various reasons set out below and only the votes cast through the remaining 22 valid ballots were considered:



WABCO INDIA LIMITED-14th AGM on 27th July 2018
Scrutiniser's report on remote e-voting and ballot process at the AGM

- (a) Number of shares for which voting rights exercised not mentioned
- (b) Not signed by member/ authorised person
- (c) Signature mismatch with specimen on record
- (d) Folio/ Client Id not mentioned/ wrongly mentioned
- (e) Assent/dissent not indicated in the ballot paper
- (f) Voted through remote e-voting as well as ballot paper

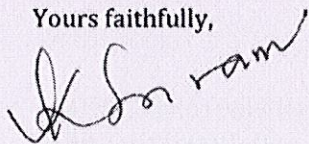
23. The combined results of voting through remote e-voting and ballot process at the AGM venue are as under:

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.	193	1,68,12,850	192	1,68,12,848	100.00	1	2	0.00
2.	191	1,68,11,049	189	1,68,10,823	100.00	2	226	0.00
3.	189	1,68,12,517	145	1,66,33,192	98.93	44	1,79,325	1.07
4.	191	1,68,12,815	187	1,68,12,789	100.00	4	26	0.00
5.	186	24,84,718	171	17,41,778	70.10	15	7,42,940	29.90
6.	191	1,68,12,815	182	1,68,12,676	100.00	9	139	0.00

24. All the six (6) ordinary resolutions have been passed with more than the requisite majority on the date of the 14th AGM, namely 27th July 2018. You may declare the results accordingly.

Thanking you,

Yours faithfully,




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