

24th July 2014

**THE MANAGER
LISTING DEPARTMENT
NATIONAL STOCK EXCHANGE OF INDIA LTD
EXCHANGE PLAZA, C-1, BLOCK G
BANDRA – KURLA COMPLEX
BANDRA (E), MUMBAI – 400 051.**

Fax: 022 2659 8237 / 8238 / 8120

Dear Sirs,

Scrip Code: WABCOINDIA

Sub: Intimation of voting results through e-voting and at the 10th Annual General Meeting (AGM) of the Company held on 22nd July, 2014 in terms of Clause 35A of the Listing Agreement.

Ref: Our letter dated 22nd July, 2014

With reference to our letter dated 22nd July, 2014, we wish to inform you that the shareholders of the company approved all the items of business as contained in the Notice convening the 10th Annual General Meeting (AGM), through e-voting held during 14th July 2014 to 16th July, 2014 and the poll process provided at the AGM held on 22nd July, 2014.

All the resolutions were passed by the shareholders, with requisite majority.

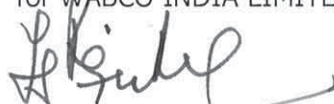
In this connection, we are enclosing the following:

- a. Results of voting through electronic means and poll process;
- b. Scrutinizer's Report on e-voting; and
- c. Scrutinizer's Report on the poll process provided to those shareholders who did not participate in the e-voting but attended the AGM.

The said results declared and the reports submitted by the scrutinizer are being uploaded on the Company's website. The scrutinizer's report for e-voting 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



T S Rajagopalan
Chief Financial Officer

Encl: As above.

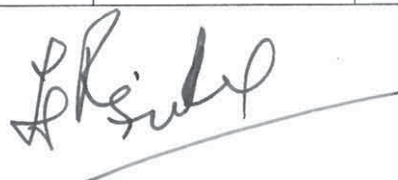
DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	22nd July, 2014	
Total number of shareholders as on Record Date (20 th June, 2014)	16,377	
No. of shareholders present in the meeting either in person or through proxy:	Total – 705	
	Members Present in Person	Through Proxy
Promoters and promoter Group	1	
Public	690	14
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, 2014.	Ordinary	E-Voting & Poll	All these resolutions were passed with requisite majority.
2.	Declaration of dividend at Rs 5.00 per share.	Ordinary	E-Voting & Poll	
3.	Re-appointment of Mr. Trevor Lucas as director, who retires by rotation.	Ordinary	E-Voting & Poll	
4.	Appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai as Statutory Auditors for five years and fixing their remuneration.	Ordinary	E-Voting & Poll	
5.	Appointment of Mr. M Lakshminarayan as an Independent Director for a term of five consecutive years.	Ordinary	E-Voting & Poll	



6.	Appointment of Mr. D E Udwadia as an Independent Director for a term of five consecutive years.	Ordinary	E-Voting & Poll	
7.	Appointment of Mr. Narayan K Seshadri, as an Independent Director for a term of five consecutive years.	Ordinary	E-Voting & Poll	
8.	Appointment of Mr P Kaniappan as Managing Director for a period of five years and remuneration.	Ordinary	E-Voting & Poll	
9.	Payment of profit-related commission to Non Executive Independent Directors.	Special	E-Voting & Poll	

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

The mode of voting for all the resolutions was:

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

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

for WABCO INDIA LIMITED


T S Rajagopalan
Chief Financial Officer

Encl: As above.

WABCO INDIA LIMITED

Declaration in accordance with clause 35A of the listing agreement, for the business transacted by the company through the facility of E-voting / ballot paper are furnished below:

Date of declaration of results: **24th July, 2014**

Total shareholders as on 20th June, 2014 (record date): **16377**

Details of voting on the ordinary / special resolutions as detailed in the Notice of 10th Annual General Meeting:

Resolution No.1	Promoter/Public	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 financial statements for the year ended 31st March 2014.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1233118	42.51	1233118	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3271	151	95.59	4.41
	Total	18967584	15462224	81.52	15462073	151	100.00	

Resolution No.2	Promoter/Public	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 dividend of Rs.5/- per share on 1,89,67,584 Equity shares.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3271	151	95.59	4.41
	Total	18967584	15706286	82.81	15706135	151	100.00	0.00

Resolution No.3	Promoter/Public	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. Trevor Lucas, as director, who retires by rotation (DIN 01627818).	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3422	0	100.00	0.00
	Total	18967584	15706286	82.81	15706286	0	100.00	0.00



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WABCO INDIA LIMITED

Declaration in accordance with clause 35A of the listing agreement, for the business transacted by the company through the facility of E-voting / ballot paper are furnished below:

Date of declaration of results: **24th July, 2014**

Total shareholders as on 20th June, 2014 (record date): **16377**

Details of voting on the ordinary / special resolutions as detailed in the Notice of 10th Annual General Meeting:

Resolution No.4	Promoter/Public	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	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Chennai, as Statutory Auditors for five years and fixing their remuneration.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3421	0.19	3421	0	100.00	0.00
	Total	18967584	15706285	82.81	15706285	0	100.00	0.00

Resolution No.5	Promoter/Public	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	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Appointment of Mr. M. Lakshminarayan (DIN 00064750) as an Independent Director for a term of five consecutive years, from 1st April 2014 to 31st March 2019.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3410	0.19	3260	150	95.60	4.40
	Total	18967584	15706274	82.81	15706124	150	100.00	0.00



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WABCO INDIA LIMITED

Declaration in accordance with clause 35A of the listing agreement, for the business transacted by the company through the facility of E-voting / ballot paper are furnished below:

Date of declaration of results: **24th July, 2014**

Total shareholders as on 20th June, 2014 (record date): **16377**

Details of voting on the ordinary / special resolutions as detailed in the Notice of 10th Annual General Meeting:

Resolution No.6	Promoter/Public	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	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Appointment of Mr. D. E. Udawadia (DIN 00009755) as an Independent Director for a term of five consecutive years, from 1st April 2014 to 31st March 2019.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1233117	244063	83.48	16.52
	Public-Others	1841045	3422	0.19	3272	150	95.62	4.38
	Total	18967584	15706286	82.81	15462073	244213	98.45	1.55

Resolution No.7	Promoter/Public	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	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Appointment of Mr. Narayan K Seshadri (DIN 00053563) as an Independent Director for a term of five consecutive years, from 1st April 2014 to 31st March 2019.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3222	0.18	3072	150	95.34	4.66
	Total	18967584	15706086	82.80	15705936	150	100.00	0.00

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WABCO INDIA LIMITED

Declaration in accordance with clause 35A of the listing agreement, for the business transacted by the company through the facility of E-voting / ballot paper are furnished below:

Date of declaration of results: **24th July, 2014**Total shareholders as on 20th June, 2014 (record date): **16377**Details of voting on the ordinary / special resolutions as detailed in the Notice of 10th Annual General Meeting:

Resolution No.8	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(2) = [(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6) = [(4)/(2)] * 100$	% of Votes against on votes polled $(7) = [(5)/(2)] * 100$
Ordinary resolution		1		2	4	5		
Appointment of Mr. P. Kaniappan (DIN 02696192) as Managing Director for a period of five years from 17th June 2014, and fixing his remuneration.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1473134	50.78	1473134	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3272	150	95.62	4.38
	Total	18967584	15702240	82.78	15702090	150	100.00	0.00
Resolution No.9	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = [(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6) = [(4)/(2)] * 100$	% of Votes against on votes polled $(7) = [(5)/(2)] * 100$
Special resolution		1		2	4	5		
Payment of remuneration to the Non-Executive Independent Directors by way of profit related commission not exceeding one percent of the net profits of the company.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3267	155	95.47	4.53
	Total	18967584	15706286	82.81	15706131	155	100.00	0.00

WABCO INDIA LIMITED

T S Rajagopalan

Chief Financial Officer



19th July 2014

To,
The Chairman,
WABCO India Limited
Plot No. 3 (SP), 3rd Main Road,
Ambattur Industrial Estate, Chennai-600088

Dear Sir,

Sub: **Electronic voting** process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of **Scrutiniser's report**

The Board of Directors of your company have, vide a resolution passed on **29th April 2014**, decided to provide the members of your company a facility to exercise their right to vote on all the **9 (nine) resolutions** as set out in the Notice calling for the Annual General Meeting ("AGM") on **22nd July 2014**, by 'electronic means', and appointed me as a **Scrutiniser** for the said electronic voting process.

I submit my report as under:

1. **National Securities Depository Limited (NSDL)** was selected by the company to provide the e-voting platform.
2. **The despatch of notice of the AGM ("notice")** was completed on **26th June 2014** by registered book post to **9,964 members** whose names appeared in the **Register of Members/ List of Beneficial owners as on 20th June 2014 ("record date")** and who had not provided any email address.
3. AGM notice was sent through electronic means by on **27th June 2014** to **6,413 members** whose names appeared in the **Register of Members/ List of Beneficial owners as on the record date** and who had provided email address for receipt of documents in electronic mode. In case of 33 such members, where the emails could not be delivered, AGM notices in physical form were despatched on **4th July 2014**.
4. The notice of the AGM:
 - (a) Mentioned that the business may be transacted through electronic voting system.
 - (b) Indicated the process and manner for voting by electronic means and mentioned **14th July 2014 (9.00 am) to 16th July 2014 (6.00 pm)** as the time period during which votes may be cast ("e-voting period").
5. NSDL provided the login id and also the password/ facility for generating password to enable casting of the vote electronically.
6. The company has published advertisements on **28th June 2014** in "**Business Line**" an English newspaper in English language and in "**Dinamani**" a Tamil newspaper in English language about having sent the AGM notice and also specifying therein the matters prescribed in the Rule with regard to e-voting.
7. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company and have prepared this report.
8. The shareholding stated in the electronic ballot was matched/ confirmed with Register of Members/ List of Beneficial owners as on the record date.



WABCO India Limited
Scrutiniser's Report – 19th July 2014

9. The particulars of all the electronic votes cast by members of the company have been recorded by me electronically in a separate register maintained for the purpose.
10. A summary of the e-voting is given below:

Particulars	Number of shareholders/ ballots	Number of shares/ votes
Total votes/ eligible members	16,377	1,89,67,584

Resolution				Assent (For)		Dissent (Against)	
No	Nature	Subject matter		Number of valid votes	%	Number of valid votes	%
1.	Ordinary	Adoption of financial statements for FY 2013-14		1,54,38,626	100.00	0	0.00
2.	Ordinary	Declaration of dividend		1,56,82,688	100.00	0	0.00
3.	Ordinary	Re-appointment of retiring director – Mr. Trevor Lucas		1,56,82,688	100.00	0	0.00
4.	Ordinary	Appointment of M/s S.R. Batliboi & Associates LLP as auditors for 5 years		1,56,82,688	100.00	0	0.00
5.	Ordinary	Approval of appointment of independent directors for a term of 5 years	Mr. M Lakshminarayan	1,56,82,676	100.00	0	0.00
6.	Ordinary		Mr. D E Udwadia	1,54,38,625	98.44	2,44,063	1.56
7.	Ordinary		Mr. Narayan K Seshadri	1,56,82,488	100.00	0	0.00
8.	Ordinary	Appointment of Mr. P Kannappan as Managing Director for 5 years		1,56,78,642	100.00	0	0.00
9.	Special	Profit-related commission to independent directors for 5 years		1,56,82,688	100.00	0	0.00

11. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 22nd July 2014.
12. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

K Sriram
K SRIRAM,
SCRUTINISER.



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013, and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. M Lakshminarayan
Chairman,
WABCO India Limited,
Plot No.3 (SP), III Main Road, Ambattur Industrial Estate,
Chennai-600058

Sub: 10th Annual General Meeting of the Shareholders of WABCO India Limited, held on Tuesday, the 22nd July 2014, at 10.45 A.M, at "The Music Academy", New No.168 (Old No.306), TTK Road, Chennai - 600 014.

Dear Sir,

I, K. Sriram, Partner, M/s. S. Krishnamurthy & Co., Company Secretaries, appointed as Scrutiniser for the purpose of taking a poll on the below mentioned resolutions, at the 10th Annual General meeting of the shareholders of WABCO India Limited, held on Tuesday, the 22nd July 2014, at 10.45 A.M., at "The Music Academy", New No.168 (Old No.306), TTK Road, Chennai - 600 014, submit my report as under:

1. After announcement of poll by the Chairman, two (2) ballot boxes kept for polling were checked, found to be empty and locked by me.
2. After completion of voting, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinised.
3. The poll papers were reconciled with the records maintained by the Registrars and Transfer Agents of the company and the authorisations / proxies lodged with the company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the poll is as under:



Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
1.	Adoption of financial statements for the year ended 31 st March 2014	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	13	2	24
			<i>Number of votes cast</i>	23,447	151	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
2.	Declaration of dividend of Rs.5/- per share on 1,89,67,584 Equity shares.	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	13	2	24
			<i>Number of votes cast</i>	23,447	151	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
3.	Re-appointment of Mr. Trevor Lucas, as director, who retires by rotation (DIN 01627818).	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	15	0	24
			<i>Number of votes cast</i>	23,598	0	Does not arise
			<i>% of valid votes cast</i>	100%	0	
4.	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Chennai, as Statutory Auditors for five years and fixing their remuneration.	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	0	25
			<i>Number of votes cast</i>	23,597	0	1
			<i>% of valid votes cast</i>	100%	0	Does not arise
5.	Appointment of Mr. M. Lakshminarayan (DIN 00064750) as an	Ordinary	<i>Number of members present and voting (in</i>	14	1	24



Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
	Independent Director for a term of five consecutive years, from 1 st April 2014 to 31 st March 2019.		<i>person/ by proxy)</i>			
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
6.	Appointment of Mr. D. E. Udawadia (DIN 00009755) as an Independent Director for a term of five consecutive years, from 1 st April 2014 to 31 st March 2019	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	1	24
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
7.	Appointment of Mr. Narayan K Seshadri (DIN 00053563) as an Independent Director for a term of five consecutive years, from 1 st April 2014 to 31 st March 2019	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	1	24
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
8.	Appointment of Mr. P. Kaniappan (DIN 02696192) as Managing Director for a period of five years from 17 th June 2014, and fixing his remuneration	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	1	24
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
9.	Payment of remuneration to the Non-Executive Independent Directors	Special	<i>Number of members present and voting (in person/ by proxy)</i>	13	2	24



WABCO India Limited- Poll on 22nd July 2014

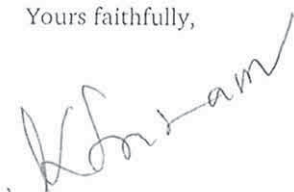
Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
	by way of profit related commission not exceeding one percent of the net profits of the company.		<i>Number of votes cast</i>	23,443	155	Does not arise
			<i>% of valid votes cast</i>	99.34%	0.66%	

Note: Votes cast through invalid ballots have not been considered.

6. An excel spreadsheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


K SRIRAM,

Scrutinizer.

Chennai

22nd July 2014

