

August 22, 2013

**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: Minutes of the Annual General Meeting

Please find attached the copy of the minutes of the Annual General Meeting of the company held on 24th July 2013 for your reference and records as required under the listing agreement.

Thanking You

Yours faithfully,
For **WABCO INDIA LIMITED**



N Sivalai Senthilnathan
General Manager-Finance and Company Secretary

Encl: As above.

WABCO INDIA LIMITED

**PROCEEDINGS OF THE NINTH ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF WABCO INDIA LIMITED HELD
ON WEDNESDAY, THE 24th JULY 2013 AT 10.00 A.M. AT
"THE MUSIC ACADEMY, NO 168 (OLD NO 306), T.T.K
ROAD, CHENNAI 600 014.**

PRESENT

Mr M Lakshminarayan, Chairman
Mr D E Udwadia, Director
Mr Narayan K Seshadri, Director
Mr P Kaniappan, Whole-Time Director
Mr Trevor Lucas, Director
Mr Vincent Pickering, Director
Mr Michael Edward Thompson, Director

BY INVITATION

Representatives from
S.R.Batliboi & Associates LLP
Chartered Accountants
Chennai

IN ATTENDANCE

Mr T S Rajagopalan, Chief Financial Officer
Mr N Sivalai Senthilnathan, General Manager -
Finance and Company Secretary

720 members in person

and

24 members by proxy

As per Article 85 of the Articles of Association of the company,
Mr.M.Lakshminarayan, Chairman chaired the meeting.

At the outset, the Chairman welcomed the shareholders and called
the meeting to order as the requisite quorum was present. He
introduced the directors present on the dais to the shareholders.
Chairman with the consent of members present, took the notice
dated 15th May 2013 convening the Ninth Annual General Meeting
as read.

CHAIRMAN'S
INITIAL

WABCO INDIA LIMITED

Chairman then requested the Company Secretary to read the Auditors' Report to the shareholders. Company Secretary read the Auditors' Report and with the consent of the members present, the Annexure to the Auditors' Report was taken as read.

Chairman then delivered his address to the shareholders about the past year performance and current market scenario. Chairman announced that the Company had received 28 valid proxies in respect of 6,65,820 equity shares and one Representation for 1.42 crore equity shares from WABCO Asia Private Limited., Singapore. He informed the members that the Register of Proxies and the resolution for representation were available for inspection until the conclusion of the Meeting. He also informed that, as per the Register of proxies placed before the meeting, 28 proxies were registered and 24 proxies were present at the meeting.

He informed that the Register of Directors' shareholdings was kept for inspection by the shareholders till the conclusion of this meeting. Chairman then took up the business mentioned in the notice in seriatim.

(1) ADOPTION OF ACCOUNTS

Turning to Item No.1 of the notice, the Chairman requested a member to propose the resolution relating to the Audited Accounts.

Mr T R Narasimhan, shareholder (Folio No. T00064) moved the following resolution as an ordinary resolution.

"RESOLVED THAT the audited balance sheet as at 31st March 2013 and the profit and loss account of the company for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting be and the same are hereby approved and adopted."

Mr K Raman, shareholder (Folio No: EV0192) seconded the same.

The Chairman thereafter requested members who wished to seek clarifications and/ or make observations on the audited accounts to do so. There were queries / clarifications sought by some members with regard to (a) next 5 years business scenario; (b) competitive scenario; (c) export potential for

next 5 years; (d) reasons for decrease in sales; (e) on business outlook for 2013-14; (f) details of royalty and technical service fees; (g) request for liberal dividends and possibility of interim dividend; (h) shareholders enquired about the misappropriation of funds in the Mahindra world city plant and (i) request for bonus shares in view of large reserves.

Chairman thereafter responded to the queries and provided required clarifications to the satisfaction of the shareholders.

The resolution was thereafter put to vote by the Chairman and was declared carried nem con on a show of hands.

(2) DECLARATION OF DIVIDEND

The Chairman then took up the item relating to declaration of dividend.

Mr R Nagarajan, shareholder (Folio No: EN0191) moved the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the recommendation of the board of directors of the Company, a dividend of Rs 5/- per share on 1,89,67,584 equity shares of Rs 5/- each fully paid up absorbing a sum of Rs 948.38 lakhs be and is hereby declared for the year ended 31st March 2013 and the same be paid to the shareholders whose name appear in the register of members of the Company as at the close of 18th July 2013."

Mr K Sundaresan, shareholder (Folio No. ES1984) seconded the same.

The resolution was thereafter put to vote by the Chairman and was declared carried nem con on a show of hands.

(3) RE-APPOINTMENT OF MR LEON LIU AS DIRECTOR

The Chairman referred to item 3 of the Notice relating to the reappointment of Mr Leon Liu as a director.

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Mr R Gogulamadhavan, shareholder (Folio No: N11010008138) moved the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Leon Liu, director who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company."

Mr R Madhavan, shareholder, (Folio No: ER0439) seconded the same.

There being no question or comment from any shareholder, the resolution was put to vote by the Chairman and was declared carried nem con on a show of hands.

(4) **RE-APPOINTMENT OF MR NARAYAN K SESHADRI AS DIRECTOR**

The Chairman then took up item 4 relating to the re-appointment of Mr Narayan K Seshadri as a director.

Mr T R Narasimhan, shareholder (Folio No: T00064) moved the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Narayan K Seshadri, director who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company."

Mr R Gogulamadhavan, shareholder, (Folio No: N11010008138) seconded the same.

There being no question or comment from any shareholder, the resolution was put to vote by the Chairman and was declared carried nem con on a show of hands.

(5) **APPOINTMENT OF MR MICHAEL EDWARD THOMPSON AS DIRECTOR**

The Chairman then took up item 5 relating to the appointment of Mr Michael Edward Thompson as a director.

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Mr V Subramanyam, shareholder, (Folio No: N09020000022) moved the following resolution as an ordinary resolution:

RESOLVED THAT Mr Michael Edward Thompson, who was appointed as a director of the Company with effect from 24th July, 2012 to fill in the casual vacancy caused by the resignation of Mr Nikhil Madhukar Varty who would have held office upto the date of this Annual General Meeting had he not resigned, and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a shareholder intimating his intention to propose Mr Michael Edward Thompson for directorship, be and he is hereby appointed as a director of the Company.

Mr R Madhavan, shareholder (Folio No: ER0439) seconded the same.

There being no question or comment from any shareholder, the resolution was put to vote by the Chairman and was declared carried nem con on a show of hands.

(6) APPOINTMENT OF AUDITORS

The Chairman then took up item 6 relating to the appointment of auditors.

Mr R Madhavan, shareholder (Folio No: ER0439) moved the following resolution as an ordinary resolution:

RESOLVED THAT Messrs S.R. Batliboi & Associates LLP (formerly known as S.R. Batliboi & Associates), Chartered Accountants, Tidel Park, 6th & 7th Floor - A Block (Module 601,701-702), No. 4, Rajiv Gandhi Salai, Taramani, Chennai 600 113, holding ICAI Firm Registration No.101049W allotted by the Institute of Chartered Accountants of India, be and are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

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RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to fix their remuneration and reimburse their travelling and out of pocket expenses.

Mr V Subramanyam, shareholder (Folio No: N09020000022) seconded the same.

There being no question or comment from any shareholder, the resolution was put to vote by the Chairman and was declared carried nem con on a show of hands.

All the businesses stated in the Notice having been duly transacted, the Chairman thanked all the members for their presence and support and declared the meeting closed.

24th July 2013



Chairman