ZF WABCO

ZF Group · WABCO INDIA Limited, Chennai 600058

Commercial Vehicle Control Systems

Department	Finance
From	M C Gokul
Phone	+91 044-4224 2000
Email	gokul.mc@wabco-auto.com
Date	September 26, 2020

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 16th Annual General Meeting (AGM) of the Company held on 25th September 2020 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 16th Annual General Meeting (AGM), through remote e-voting prior to and during the AGM on 25th September 2020 held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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.

Yours sincerely,
ZF Group

M C Gokul
Company Secretary

DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	25th September 2020
Total number of shareholders as on Cut-off Date (18th September 2020)	19,930
No. of shareholders attended the meeting through OVAM:	
Promoters and promoter Group	2
Public	46
No. of shareholders present in the meeting either in person or through proxy	N.A.

(ii) Voting by members:

Item No. in the Notice	Subject	Resolution (Ordinary / Special)	Mode off voting	Remarks
1.	Adoption of Audited financial statement for the financial year ended 31st March 2020, together with the reports of the Board of Directors and the Auditors' thereon.	Ordinary	Remote E-Voting prior to and during the AGM	All resolutions were passed with requisite majority
2.	Not filling up the vacancy arising in the Board of Directors due to the retirement of Ms. Lisa Brown (DIN: 07053317) by rotation.*			
3.	Approval of the appointment of Mr. Mahesh Chhabria (DIN: 00166049) as an Independent Director for a term of five (5) consecutive years from 16th May 2020 to 15th May 2025			
4.	Ratification of the remuneration of Rs.4 lakhs payable to M/s. A N Raman & Associates (Firm Registration No.102111), Cost Auditors, for the financial year ending 31st March 2021.			
5.	Approval of Related party transactions entered into and proposed to be entered into by the Company with WABCO Europe BVBA during the financial year ended 31st March 2020 and for the financial year ending 31st March 2021 respectively.#			

* Resolution No.2 became ineffectual, consequent to the resignation of Ms. Lisa Brown from the Board of directors with effect from 31st August 2020.

In respect of Resolution No.5, no voting rights were exercised by M/s WABCO Asia Private Limited and M/s ZF International UK Limited, Promoters of the Company, being related parties, holding an aggregate of 17,660,459 Equity shares of Rs.5/- each as on 18th September 2020 (the cut-off date for remote e-voting), or by any other related party, in favour of Resolution as required under Regulation 23(7) of LODR.

(iii) **Results of ~~Poll / Postal ballot~~ / E-voting by members:** The mode of voting for all the resolutions was through remote e-voting prior to and during the AGM. The results of voting in the prescribed format has being filed through your website for your reference and records.

Kindly take the information on record.
Yours sincerely,
ZF Group

M C Gokul
Company Secretary
WABCO India Limited

ZF Group
WABCO INDIA Limited
Plot No.3 (SP), Third Main Road,
Ambattur Industrial Estate,
Chennai - 600058. India
Phone: +91 44 4224 2000

Fax: +91 44 4224 2009
www.wabco-auto.com/india

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]

26th September 2020

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 (Prior to and during the Annual General Meeting (AGM)), in respect of your Company's 16th Annual General Meeting (AGM) on 25th September 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) – submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 22nd May, 2020, been **appointed to act as the Scrutiniser** for the above remote e-voting processes, in connection with the said AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited **(NSE)** and the BSE Limited **(BSE)**, the Company has provided remote e-voting facility in respect of **all the five (5) resolutions to be passed at the 16th AGM,** prior to and during the AGM, in accordance with Section 108 of the Companies Act, 2013 **(the Act),** Rule 20 of the Companies (Management and Administration) Rules, 2014 **(the Rules),** Regulation 44 of the Securities and Exchange Board of India **(SEBI)** (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(LODR),** circulars dated 5th May 2020, 8th April 2020 and 13th April 2020 issued by the Ministry of Corporate Affairs **(MCA)** and circular dated 12th May 2020 issued by SEBI **(Circulars).**

2. The items of business set out in the notice convening the AGM and covered by the remote e-voting (Prior to and during the AGM) were as follows:

K SRIRAM
C.P. No. 2215
PRACTISING COMPANY SECRETARY

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of Audited financial statement for the financial year ended 31st March 2020, together with the reports of the Board of Directors and the Auditors' thereon.
2	Ordinary	Ordinary	Not filling up the vacancy arising in the Board of Directors due to the retirement of Ms. Lisa Brown (DIN: 07053317) by rotation.
3	Special	Ordinary	Approval of the appointment of Mr. Mahesh Chhabria (DIN: 00166049) as an Independent Director for a term of five (5) consecutive years from 16th May 2020 to 15th May 2025
4	Special	Ordinary	Ratification of the remuneration of Rs.4 lakhs payable to M/s. A N Raman & Associates (Firm Registration No.102111), Cost Auditors, for the financial year ending 31st March 2021.
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 31st March 2020 / the financial year ending 31st March 2021.

3. National Securities Depository Limited **(NSDL)**, the recognized agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **113918** for the same. NSDL also provided the web-based platform for the conduct of the AGM through VC/ OAVM.

4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent **(RTA)**, maintains and provides the records relating to the members of the Company.

5. **Notice** convening the 16th AGM **along with the Annual report** for the financial year ended 31st March 2020, was sent **on 3rd September 2020**:
   (a) Through e-mail (sent by NSDL) to 16,116 members whose email addresses were registered with the Company / Depositories, out of 20,756 members (including members whose shares were lying in the WABCO India Limited Unclaimed Suspense Account) as on

K SRIRAM PRACTISING COMPANY SECRETARY CP No. 2215

28th August 2020. Though it was not sent to members who had not registered their e-mail address, as permitted by the above-referred circulars, advertisements were published in Business Standard (in English) and in Makkal Kural (in Tamil) on 3rd September 2020, setting out the manner in which such members could register their e-mail address with the Company.

(b) Through e-mail to the Directors, Auditors and Secretarial Auditors; and

(c) By filing in their online portal, to NSE and BSE.

6. The prescribed particulars with regard to the remote e-voting process were duly **advertised** in in Business Standard (in English) and Makkal Kural (in Tamil) **on 4th September 2020.**

7. **18th September 2020** was fixed as the **cut-off date** for determining the eligibility to vote through remote e-voting prior to and during the AGM.

8. 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) 2,067 Equity shares lying in the WABCO India Limited Unclaimed Suspense Account **(Unclaimed suspense)** on which voting rights were frozen in terms of Schedule VI of LODR.

   (b) 44,668 Equity shares transferred under Section 124(6) of the Act and held by the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs **(IEPF)**.

9. The remote e-voting facility **prior to the AGM** was made available from **22nd September 2020 (9:00 hrs. IST) to 24th September 2020 (17:00 hrs. IST).**

10. The **AGM** was held pursuant to above-referred circulars, through VC / OAVM facility provided by NSDL, on Friday, the **25th September 2020 at 14:00 hrs. IST.**

11. NSDL also provided remote e-voting facility during the AGM, to enable the members present at the AGM through VC / OAVM, and who had not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.

12. After completion of the remote e-voting during the AGM, I unblocked the votes cast through remote e-voting, both prior to and during the AGM, in the presence of two witnesses not in the employment of the Company.

13. I have **scrutinised all the votes cast** electronically through remote e-voting prior to and during the AGM and validated the same with the list of members and their shareholding as on the cut-off date.

14. I have verified and confirmed that, no voting rights were exercised by ZF International UK Limited and WABCO Asia Private Limited, Promoters of the Company, holding an aggregate of **1,76,60,459** Equity shares of Rs.5/- each as on 18th September 2020 (the cut-off date for remote e-voting), or by any other related party, in favour of Resolution No.5 (Approval of related party transactions with WABCO Europe BVBA), as required under Regulation 23(7) of LODR.

K SRIRAM
No. 2215
PRACTISING COMPANY SECRETARY

15. I have also verified and confirmed that no voting rights had been exercised on any of the resolutions, in respect of the Equity shares in Unclaimed Suspense and IEPF.

16. I have recorded particulars of the votes cast through remote e-voting, both prior to and during the AGM, in a separate register maintained by me in electronic form.

17. The combined results of voting through remote e-voting prior to and during the AGM 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.	85	1,77,14,574	77	1,77,14,096	99.9973%	8	478	0.0027%
2. *	85	1,77,14,574	76	1,77,13,781	99.9955%	9	793	0.0045%
3.	85	1,77,14,574	72	1,77,09,816	99.9731%	13	4,758	0.0269%
4.	85	1,77,14,574	75	1,77,14,069	99.9971%	10	505	0.0029%
5.	83	54,115	65	47,637	88.0292%	18	6,478	11.9708%

* Resolution No.2 on "non filling-up of the vacancy arising in the Board of Directors due to the retirement of Ms. Lisa Brown (DIN: 07053317) by rotation" became ineffectual, consequent to her resignation from the Board of directors with effect from 31st August 2020.

18. **All the five (5) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 25th September 2020.** You may declare the results accordingly.

Thanking you,
Yours faithfully,

K Sriram

K SRIRAM
PRACTISING COMPANY SECRETARY
CP No. 2215

K SRIRAM,
Practising Company Secretary **(C.P. No. 2215)**
Scrutiniser

UDIN: F006312B000781911