

WABCO

Vehicle Control Systems

WABCO INDIA LIMITED

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Chennai – 600 058, India.
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August 23, 2012

**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

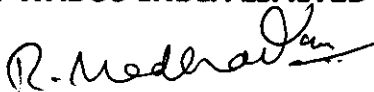
Dear Sirs,

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 25th July 2012 for your reference and records as required under the listing agreement.

Thanking You

Yours faithfully,
For **WABCO INDIA LIMITED**



R MADHAVAN
GENERAL MANAGER-FINANCE AND SECRETARY

Encl: As above.

WABCO INDIA LIMITED

**PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF WABCO INDIA LIMITED HELD
ON WEDNESDAY, THE 25TH JULY 2012 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
Chartered Accountants
Chennai

IN ATTENDANCE

Mr T S Rajagopalan, Chief Financial Officer
Mr R Madhavan, General Manager (Finance)
and Secretary

610 members in person

and

14 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 23rd May 2012 convening the Eighth Annual General Meeting
as read.

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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.

The Chairman read out his report to the shareholders. Chairman stated that the Company had received 15 valid proxies in respect of 3,13,296 equity shares and one Representation for 1.42 crore equity shares from Clayton Dewandre Holdings Ltd., Netherlands. 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, 15 proxies were registered and 14 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 L Venkatesan, shareholder (Folio No. EL 0093) moved the following resolution as an ordinary resolution.

"RESOLVED THAT the audited balance sheet as at 31st March 2012 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 V Subramanyam, shareholder (Folio No: N09020000022) 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 ABS sales; (e) capex plans for next 3 to 5 years; (f) on ROI for investments in SEZ; (g) on business outlook for 2012-13; (h) on spares sales to OEMS and distributors; (i) details of royalty and technical service

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fees; (j) on content per vehicle; (k) request for liberal dividends and possibility of interim dividend before Deepavali and (l) request for bonus shares in view of large reserves.

The Chairman thereafter responded to the queries / clarifications sought on business, growth, market share, dividend, bonus shares request etc., to the satisfaction of the shareholders.

The resolution was then 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 Narendran, shareholder (Folio No: N11010008124) 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 2012 and the same be paid to the shareholders whose name appear in the register of members of the Company as at the close of 19th July 2012."

Mr L V Rajarathinam, shareholder (Folio No. N12040012210) seconded the same.

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

(3) RE-APPOINTMENT OF MR TREVOR LUCAS AS DIRECTOR

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

Mr A R Venkitaraman, shareholder (Folio No: A00300) moved the following resolution as an ordinary resolution:

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

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Mr S Venkatakrishnan, shareholder, (Folio No: ES 0622) seconded the same.

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

(4) RE-APPOINTMENT OF MR D E UDWADIA AS DIRECTOR

The Chairman then took up item 4 relating to the re-appointment of Mr D E Udwadia as a director.

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

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

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

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

(5) APPOINTMENT OF MR VINCENT PICKERING AS DIRECTOR

The Chairman then took up item 5 relating to the appointment of Mr Vincent Pickering as a director.

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

RESOLVED THAT Mr Vincent Pickering, who was appointed as a director of the Company with effect from 23rd May, 2012 to fill in the casual vacancy caused by the resignation of Mr Kurt Lehmann and holds office upto the date of this Annual General Meeting 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 Vincent Pickering for directorship, be and he is hereby appointed as a director of the Company.

Mr L V Rajarathinam, shareholder (Folio No: N12040012210) seconded the same.

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

RESOLVED THAT Messrs. S.R. Batliboi & Associates Chartered Accountants, Tidel Park, 6th & 7th Floor -A Block (Module 601,701-702), No. 4, Rajiv Gandhi Salai, Taramani, Chennai - 600113., holding 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.

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

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

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

(7) APPROVAL FOR INCREASE IN REMUNERATION TO MR P KANIAPPAN, WHOLE-TIME DIRECTOR OF THE COMPANY.

The last item in the Notice related to the increase in remuneration to Mr P Kaniappan, whole-time director of the Company.

Mr K Sundaresan, shareholder (Folio No: ES1984) moved the following resolution as an ordinary resolution:

RESOLVED THAT subject to Section 310 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII thereto and in partial modification of the ordinary resolution at item No. 7 passed by the shareholders, in the Sixth Annual

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General Meeting of the Company held on 26th August, 2010, approval of the shareholders of the Company be and is hereby accorded to the undermentioned increase in the remuneration payable to Mr P Kaniappan, Whole-time Director from 1st July 2012 until the expiry of his present term of office on 16th June 2014.

- (i) Salary and commission on net profits or performance linked incentive or bonus;

subject to a ceiling of Rs 90 lakhs per annum and

RESOLVED FURTHER THAT the Supplemental Agreement dated 23rd May 2012 between the Company and Mr P Kaniappan placed on the table incorporating the above increase in his remuneration, be and is hereby approved.

Mr T R Narasimhan, shareholder (Folio No: T00064) seconded the same.

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

There being no other business to be transacted, the Chairman thanked all Members present for their attendance and support and declared the meeting closed.

25th July 2012


Chairman

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