

WABCO

Vehicle Control Systems

WABCO INDIA LIMITED

Plant I, Plot No. 3, (SP),
III Main Road, Ambattur Industrial Estate,
Chennai – 600 058, India.
www.wabcoindia.com
Phone : +91-44-30902600 / 42242000
Fax : +91-44-30902609 / 42242009

March 11, 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 : Postal ballot as per Section 192A of the Companies Act, 1956.****Reg : Disclosure pursuant to clause 31(a) of the Listing Agreement.**

* * *

The board of directors of the Company have passed a resolution on 1st March 2013 to seek the consent of the shareholders of the Company by way of special resolution through Postal Ballot, in terms of Section 192A of the Companies Act, 1956 (the Act) read with Companies (Passing of the resolution by postal ballot) Rules, 2011, for keeping the register of members, the index of members, and copies of all annual returns prepared under section 159 of the Companies Act 1956 (the Act) together with the copies of certificates and documents required to be annexed thereto under section 161 of the Act at the new office of the Share transfer agent (STA), viz Sundaram-Clayton Ltd in terms of Section 163 (1) and other applicable provisions of the Act.

In this regard, we enclose six copies of the notice together with postal ballot form for your reference and records in terms of Clause 31(a) of the Listing Agreement. These have been dispatched to the shareholders of the Company for seeking their consents for the above purposes through postal ballot.

Kindly acknowledge receipt.

Thanking you

Yours faithfully,
For WABCO INDIA LIMITED



R Madhavan
General Manager-Finance and Secretary

Encl: As above

WABCO INDIA LIMITED

Regd. Office : Plot No. 3 (SP) III Main Road, Ambattur Industrial Estate, Chennai - 600 058.

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011

Dear member(s)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the Act) read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the Rules), for obtaining the approval of the members through Postal Ballot in terms of Section 163 and other applicable provisions of the Act for keeping the register of members, the index of members, the register and index of debenture holders if any and copies of all returns prepared under section 159 of the Act together with copies of certificates and documents required to be annexed thereto under section 161 of the Act, at the new office of the Share Transfer Agent (STA) viz., Sundaram-Clayton Limited at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006 (New Address).

An explanatory statement pursuant to section 173 (2) read with section 192A of the Act is annexed hereto.

This Notice is being sent to all the members whose name appears in the Register of Members / list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited on 1st March 2013.

The board of directors of the Company has appointed Mr. K Sriram, Practising Company Secretary, Partner Messrs S Krishnamurthy & Co., Company Secretaries, Chennai as the Scrutinizer by a circular resolution passed by the board of directors on 1st March 2013, for conducting the postal ballot process in a fair and transparent manner in terms of the Act and the Rules.

The postal ballot form is enclosed. You are requested to carefully read the instructions printed in the enclosed postal ballot form and return the duly completed and signed postal ballot form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 6.00 p.m. IST) on 11th April 2013 at the address given below. Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Mr. K. Sriram,

Scrutinizer

C/o. Sundaram-Clayton Limited,

Share Transfer Agents

Unit : WABCO INDIA LIMITED

No. 22, Railway Colony, 3rd Street,

Mehta Nagar,

Chennai - 600 029.

The Company is also pleased to offer to the members, e-voting platform as an alternative facility for voting in accordance with the Rules. The Company has engaged NSDL, an agency authorized by the Ministry of Corporate Affairs for this purpose. The detailed procedures for e-voting and submission of the Postal Ballot Form are given in the Explanatory Statement. Members exercising their voting through e-voting shall tender their vote in the NSDL portal not later than 6.00 p.m. on 11th April 2013.

The Scrutinizer will submit his report to Mr. P Kaniappan, the whole-time director of the Company, after completion of the scrutiny of postal ballot forms, in physical and electronic form. The result of the postal ballot will be announced by the whole-time director of the Company or in his absence, any person authorized by him, at the registered office of the Company at Plot No. 3 (SP) III Main Road, Ambattur Industrial Estate, Chennai - 600 058, Tamilnadu, India, on 16th April 2013. The date of declaration of the results of the postal ballot will be taken to be the date of passing of the said draft special resolutions by the members of the Company.

Members requiring any clarification may contact Mr. T S Rajagopalan, Chief Financial Officer or Mr. R Madhavan, General Manager-Finance and Secretary, at the registered office of the Company, or Mr. K Raman, Manager, STA or through e-mail viz., rajagopalan.ts@wabco-auto.com or madhavan.raajagopalan@wabco-auto.com or kr.raman@scl.co.in

PROPOSED RESOLUTIONS

SPECIAL BUSINESS

Item No. 1

Approval for keeping the register of members, the index of members, the register and index of debenture holders if any and copies of all returns prepared under section 159 of the Companies Act, 1956 (the Act) together with copies of all certificates and documents required to be annexed thereto under section 161 of the Act at the new address of the share transfer agent, in terms of Section 163 and other applicable provisions of the Act.

To consider, and if thought fit, to pass the following resolution as a special resolution through Postal Ballot:

RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors in terms of Section 163 and other applicable provisions of the Companies Act, 1956 (the Act), for keeping the register of members, the index of members, the register and index of debenture holders if any and copies of all returns prepared under section 159 of the Act together with copies of all certificates and documents required to be annexed thereto under section 161 of the Act at the new office of Sundaram-Clayton Limited, the Share Transfer Agent (STA) located at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006 instead of STA's old office at No. 22, Railway Colony 3rd Street, Mehta Nagar, Chennai- 600 029 effective the date of grant of approval by the shareholders by way of a special resolution passed by postal ballot.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things that may be deemed by them necessary, proper or expedient in relation to the execution and implementation of the foregoing resolution including, without limitation, settling any questions or doubts and furnishing clarifications and explanations arising out of and incidental thereto and signing and executing all applications, documents and writings that may be required, on behalf of the Company.

By order of the Board
For WABCO INDIA LIMITED

Place : Chennai

Date : 1st March 2013

R MADHAVAN
General Manager-Finance and Secretary

Encl:

- (1) Explanatory Statement.
- (2) Postal ballot form & self-addressed postage pre-paid envelope.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 ANNEXED TO THE POSTAL BALLOT NOTICE DATED 1st March 2013

The following explanatory statement sets out all the material facts, relating to the special business mentioned in the accompanying Postal Ballot Notice dated 1st March 2013 and shall be taken as forming part of the Notice.

Item No. : 1

In terms of the provisions of Section 163 of the Act, register of members, the index of members, the register and index of debenture holders if any and copies of all returns prepared under section 159 of the Act together with copies of all certificates and documents required to be annexed thereto under section 161 of the Act (registers and returns) have to be kept at the registered office of the Company or at such other place within the city in which the registered office of the Company is situate if approved by means of a special resolution passed by the company in a general meeting.

The Company by way of a special resolution passed at the extraordinary general meeting held on 17th March 2008 has approved to keep the said registers and returns at No. 22, Railway Colony, 3rd Street, Mehta Nagar, Chennai 600 029 (present location). The said address was the address of the company's Share Transfer Agents (STA) namely, Sundaram-Clayton Limited (SCL). SCL was appointed as STA in terms of Securities and Exchange Board of India (SEBI) circular No. D & CC / FITTC/ Cir-15 dated 27th December 2002 to carry on the share registry work of the Company pertaining to transfer of shares in physical form and to provide connectivity with the depositories for handling the transactions taking place through depositories in electronic form.

Now, SCL has proposed to shift its share transfer registry office from its present location to its Registered Office, at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006 (new address).

Consequently, the registers and returns of the Company with SCL are also being shifted from the present location to the new address. Keeping of the registers and returns at the new address requires approval of the shareholders of the company by way of a special resolution passed in a general meeting in terms of Section 163 of the Act.

Vide SEBI's circular CIR/ CFD/ DIL/6/2012 dated July 13, 2012 read with clause 35B to the listing agreement (equity), your company being one of the top 500 listed companies appearing in the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd, is providing an e-voting platform for the postal ballot to enable wider participation of shareholders. It has been decided by the board to seek the necessary approval of the shareholders of the Company by a special resolution by conducting a postal ballot to comply with the provisions of Section 163 read with section 192A of the Act and the Rules.

An advance copy of the proposed special resolution is also being delivered to the Registrar of Companies, Tamilnadu, in terms of Section 163 of the Act for their information.

The directors recommend the resolution at item no.1 of the notice for approval of the shareholders by casting their vote either through e-voting or through the postal ballot form which is sent along with the Notice.

None of the directors is deemed to be interested or concerned in the resolutions.

By order of the Board
For WABCO INDIA LIMITED

Place : Chennai
Date : 1st March 2013

R MADHAVAN
General Manager- Finance and Secretary

NOTES:

1. An Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 (the Act) in respect of the business specified above is given.
2. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 1st March 2013.
3. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before 11th April 2013 , at the following address:

Mr. K. Sriram
Scrutinizer
C/o. Sundaram-Clayton Limited,
Share Transfer Agents
Unit : WABCO INDIA LIMITED
No. 22, Railway Colony, 3rd Street,
Mehta Nagar,
Chennai - 600 029.

4. In compliance with the provisions of Section 192A of the Act read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company also offers e-voting option to all the members. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer an e-voting platform to the members to enable them to cast their votes electronically. Members have the option to cast their votes either through e-voting or through Ballot Form. If a member has opted for e-voting, then they should not vote by Postal Ballot also and *vice-versa*. **However, in case members cast their vote both viz. physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.**

The instructions for Members for e-voting are as under:

(a) In case of Members' receiving an e-mail from NSDL:

- (i) Open the e-mail and then open the PDF file viz., "WABCO INDIA LIMITED e-Voting.pdf" with your Client ID or Folio No. as the **password**. The said PDF file contains the User ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL in the address bar: **www.eVoting.nsdl.com**
- (iii) Click on shareholder – Login

- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of their choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the initial / new password with any other person and take utmost care to keep the initial / new password confidential.
- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
- (vii) Select "EVEN" of WABCO INDIA Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.co.in and kr.raman@scl.co.in.

(b) In case of members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item No. 4(a) above to cast vote.

- (c) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600.
- (d) If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
- (e) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. Members, who have registered their e-mail ids with the company / depository participants for receipt of documents in electronic mode have been sent Postal Ballot Notice through e-mail by NSDL and who wish to vote through Ballot Form can obtain the Ballot Form from Share Transfer Agent, Sundaram-Clayton Limited at No. 22, Railway Colony, 3rd Street, Mehta Nagar, Chennai - 600 029 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given above.

6. The Scrutinizer, after completion of the scrutiny, will submit his report to Mr. P Kaniappan, the whole-time director of the Company. The result of the postal ballot will be declared by the whole-time director or in his absence by any person authorized by him, on 16th April 2013 at 6.00 p.m. at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website www.wabcoindia.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of the result, explained as above.

7. In case of any queries, members may contact STA or write to the Company at its registered office.

8. Inspection of Documents:

The document(s) referred to in the Notice and the explanatory statement will be available for inspection at the registered office of the Company on any working day between 10.00 am to 12.00 Noon till 11th April 2013.

WABCO WABCO INDIA LIMITED

Regd. Office : Plot No. 3, (SP) III Main Road, Ambattur Industrial Estate, Chennai - 600 058.

POSTAL BALLOT FORM

(to be returned to the scrutinizer appointed by the Company)

Ballot No. :

(For Scrutinizer's use only)

1. **Name(s) of Member(s)** :
(including joint holders, if any)

2. **Registered Address of the sole /** :
first named member

3. **Registered Folio No.** :
(applicable to members holding
shares in physical form)

4. **DP ID No. & Client ID No.** :
(applicable to members holding
shares in dematerialised form)

5. **Number of shares held** :

I / We hereby exercise my / our vote(s) in respect of the **special resolution** to be passed through postal ballot for the business stated in the postal ballot notice of the Company by conveying my / our assent or dissent to the said resolution by **placing the tick (✓) mark** at the appropriate box below :

Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special resolution for keeping the statutory registers at the place of the share transfer agent, in terms of Section 163 (1) of the Companies Act, 1956.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note : Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal ballot forms by the Scrutinizer is 11th April 2013.

NOTES / INSTRUCTIONS

1. A member desiring to exercise his / her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the scrutinizer in the attached postage pre-paid self-addressed envelope. The postage will be borne by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expense of the member. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Mr. K. Sriram, Partner, M/s. S. Krishnamurthy & Co., Company Secretaries, as scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the postal ballot papers are to be sent are given below :

Mr. K. Sriram
Scrutinizer
C/o. Sundaram-Clayton Limited
Share Transfer Agent
Unit : WABCO INDIA LIMITED
No. 22, Railway Colony,
3rd Street, Mehta Nagar,
Chennai - 600 029.
3. This form should be completed and signed by the members (as per specimen signature recorded with the Company / Depositories). In case of joint shareholding, this form should be completed and signed by the first named member and in his / her absence, by the next named member. In case, holders of power of attorney sign the postal ballot form, reference to the Power of Attorney registration by the Company should be mentioned in the postal ballot form.
4. Unsigned postal ballot forms will be rejected. Duly completed postal ballot forms should reach the scrutinizer not later than by the close of working hours at 18.00 hours, on Thursday, the 11th April 2013. postal ballot forms received after this date will be strictly treated as if the reply from such member has not been received.
5. In the case of shares held by bodies corporate / trust / societies, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
6. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 1st March 2013.
8. Members are requested not to send any other paper along with the postal ballot form such as envelopes to the scrutinizer and the scrutinizer would destroy any extraneous paper found in such envelope.
9. Votes will be considered invalid on the following grounds :
 - a. If the ballot form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes are cast in favour or against the resolution or if the signature could not be checked or on one or more of the above grounds; and
 - e. On such other grounds which in the opinion of the scrutinizer makes the votes invalid.
10. The Scrutinizer's decision on the validity of a postal ballot form will be final and binding.
11. The results of the postal ballot will be announced by Mr. P. Kaniappan, Whole-time Director or in his absence, any person authorized by the Whole-time Director, at the Registered Office of the Company, at Plot No. 3, (SP) III Main Road, Ambattur Industrial Estate, Chennai - 600 058, on 16th April 2013. The date of declaration of the results of postal ballot will be taken to be the date of passing of the special resolutions.
12. The results will thereafter be published in the Website of the Company, www.wabcoindia.com and in newspapers.