

WABCO

Vehicle Control Systems

1st August 2015**THE MANAGER****LISTING DEPARTMENT****NATIONAL STOCK EXCHANGE OF INDIA LTD****EXCHANGE PLAZA, C-1, BLOCK G****BANDRA – KURLA COMPLEX****BANDRA (E), MUMBAI – 400 051.****WABCO INDIA LIMITED**Plant I, Plot No. 3, (SP),
III Main Road, Ambattur Industrial Estate,
Chennai – 600 058, India.

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Dear Sirs,

Scrip Code: WABCOINDIA**Sub: Intimation of voting results through e-voting and at the 11th Annual General Meeting (AGM) of the Company held on 30th July, 2015 in terms of Clause 35A of the Listing Agreement.****Ref: Our letter dated 31st July, 2015**

With reference to our letter dated 30th July, 2015, we wish to inform you that the shareholders of the company approved all the items of business as contained in the Notice convening the 11th Annual General Meeting (AGM), through e-voting and the poll process provided at the AGM held on 30th July, 2015.

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

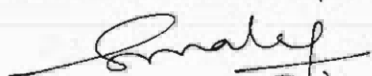
In this connection, we are enclosing the following:

- a. Results of voting through electronic means and poll process;
- b. Scrutinizer's Report on e-voting and 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



N. Sivalai Senthilnathan
General Manager - Finance and Company Secretary

End: As above.

DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	30th July, 2015	
Total number of shareholders as on Record Date (30th July, 2015)	21827	
No. of shareholders present in the meeting either in person or through proxy:	Members Present in Person	Through Proxy
Promoters and promoter Group	1	
Public	820	3
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, 2015.	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.	Ratification of appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai as Statutory Auditors for the financial year 2015-16	Ordinary	E-Voting & Poll	



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5.	Ratification of remuneration payable to Mr. A. N Raman, Cost Accountant for the financial year 2015-16	Ordinary	E-Voting & Poll
6.	Appointment of Ms. Lisa Brown as non-executive and non-independent Director.	Ordinary	E-Voting & Poll
7.	Appointment of Mr. Jorge Solis as non-executive and non-independent Director.	Ordinary	E-Voting & Poll
8.	To approve material related party transaction entered with WABCO Europe BVBA for the financial year ended 31 st March, 2015 and to be entered by the Company for the financial year 2015-16.	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



N. Sivalai Senthilnathan
General Manager – Finance and Company Secretary

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: 1st August, 2015

Cut-off date: 24th July 2015

Details of voting on the ordinary / special resolutions as detailed in the Notice of 11th 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 Audited financial statements for the financial year ended 31st March 2015 and reports of the Board of directors and the Auditors thereon	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1567087	77.17	1567087	0	100	0
	Public-Others	2684825	369001	13.74	369001	0	100	0.00
	Total	18941209	16161772		16161772	0		

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 the Equity share capital, out of the profits for the year ended 31st March 2015	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1657087	81.60	1657087	0	100	0
	Public-Others	2684825	368885	13.74	368885	0	100	0
	Total	18941209	16251656		16251656	0		

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 (DIN: 01627818) as a director liable to retire by rotation.	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1657087	81.60	1645995	11092	99.33	0.67
	Public-Others	2684825	368937	13.74	368937	0	100	0.00
	Total	18941209	16251708		16240616	11092		

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	$(6) = \{(4)/(2)\} * 100$	$(7) = \{(5)/(2)\} * 100$
Ratification of appointment of Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 101049W) as Auditors, for the second consecutive year out of their term of five consecutive years.	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1657087	81.60	1657087	0	100	0
	Public-Others	2684825	368642	13.73	368611	31	99.99	0.01
	Total	18941209	16251413		16251382	31		



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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: 1st August, 2015

Cut-off date: 24th July 2015

Details of voting on the ordinary / special resolutions as detailed in the Notice of 11th Annual General Meeting:

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 Ms. Lisa Brown (DIN 07053317), as a non-executive, non-independent director, liable to retire by rotation.	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1657087	81.60	1657087	0	100	0
	Public-Others	2684825	368950	13.74	368908	42	99.99	0.01
	Total	18941209	16251721		16251679	42		

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. Jorge Solis (DIN 07119701), as a non-executive, non-independent director, liable to retire by rotation	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1657087	81.60	1657087	0	100	0
	Public-Others	2684825	368924	13.74	368894	30	99.99	0.01
	Total	18941209	16251695		16251665	30		

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	$(6) = \{(4)/(2)\} * 100$	$(7) = \{(5)/(2)\} * 100$
Ratification of remuneration payable to Mr. A N Raman, Cost Auditor (Registration No. M. 5359), for the financial year ending 31st March 2016.	Promoter and Promoter Group	14225684	14225684	100	14225684	0	100	0
	Public – Institutional holders	2030700	1657087	81.60	1657087	0	100	0.00
	Public-Others	2684825	368946	13.74	368909	37	99.99	0.01
	Total	18941209	16251717		16251680	37		

Resolution No.8	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
Special Resolution		1	2	$(3) = \{(2)/(1)\} * 100$	4	5	$(6) = \{(4)/(2)\} * 100$	$(7) = \{(5)/(2)\} * 100$
Approval of related party transactions entered into / proposed with WABCO Europe BVBA during the financial year ended on / ending 31st March 2015 and 31st March 2016.	Promoter and Promoter Group	14225684	0	0	0	0	0	0
	Public – Institutional holders	2030700	1315046	64.76	1315046	0	100.00	0.00
	Public-Others	2684825	363386	13.53	363348	38	99.99	0.01
	Total	18941209	1678432		1678394	38		

Note: The Promoter namely WABCO Asia Pvt Ltd being related party did not vote for resolution no.8 In terms of clause 49(VII)(E)



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Scrutiniser's Report

[Pursuant to Sections 108 and 109 of the Companies Act, 2013, and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

31st July 2015

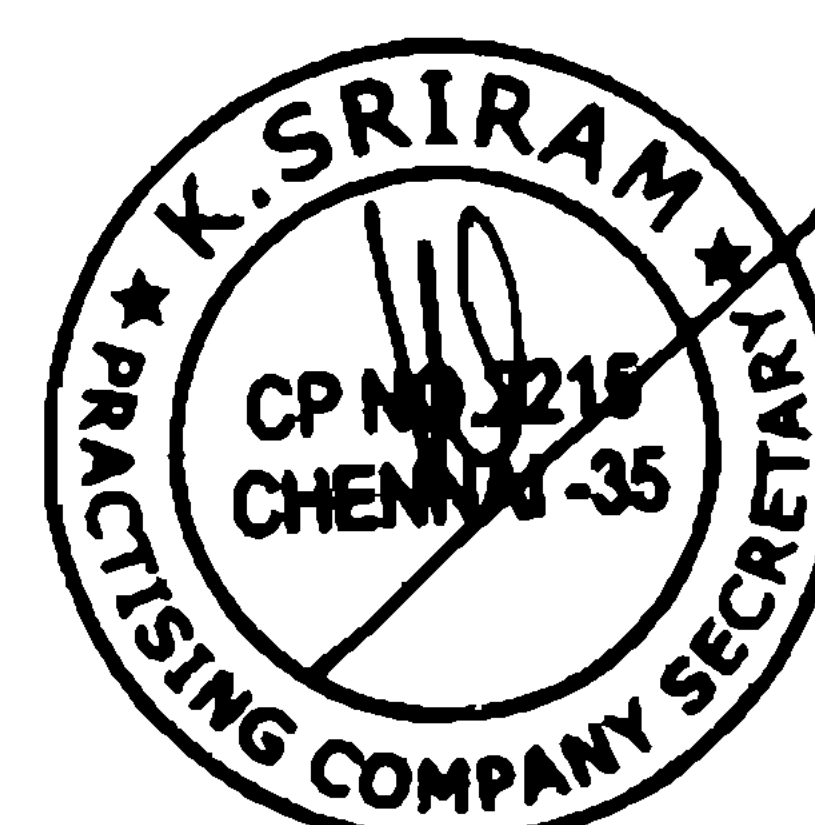
To,
The Chairman,
WABCO India Limited
Plot No.3 (SP), III Main Road,
Ambattur Industrial Estate,
Chennai-600 058

Dear Sir,

Sub: Remote e-voting and poll process in respect of the 11th Annual General meeting (AGM) held on 30th July 2015 - submission of Scrutiniser's report

I have been appointed to act as the Scrutiniser for the remote e-voting and poll processes, in connection with the AGM. I submit my report as under:

1. National Securities Depository Limited (NSDL), the agency selected to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 102062 for the same.
2. The notice convening the AGM was sent (along with the Annual report) to the members, as detailed below:
 - (a) Total number of members as on 26th June 2015 entitled to the notice: 21,716
 - (b) Sent by NSDL through e-mail to 11,523 members on 4th July 2015.
 - (c) Sent by the share transfer agent through registered parcel to the remaining 10,193 members, on 4th and 5th July 2015.
 - (d) In the case of 1,312 members residing in Chennai, notices were sent through e-mail (wherever available) as well through registered parcel.
 - (e) Out of the 77 cases, where e-mails sent by NSDL returned undelivered, notices were sent through registered parcel on 10th July 2015.
3. The prescribed particulars with regard to e-voting were advertised on 7th July 2015 in Business Line (English daily) and Dinamani (Tamil daily).
4. 24th July 2015 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said e-voting/ poll process.
5. As on the cut-off date, there were 21,827 members holding an aggregate of 1,89,67,584 equity shares of Rs.5/- each. This included 26,375 equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of clause 5A(II) of the listing agreement with stock exchanges. Accordingly, 21,826 members were eligible to vote on an aggregate of 1,89,41,209 equity shares in respect of resolution nos. 1 to 7.

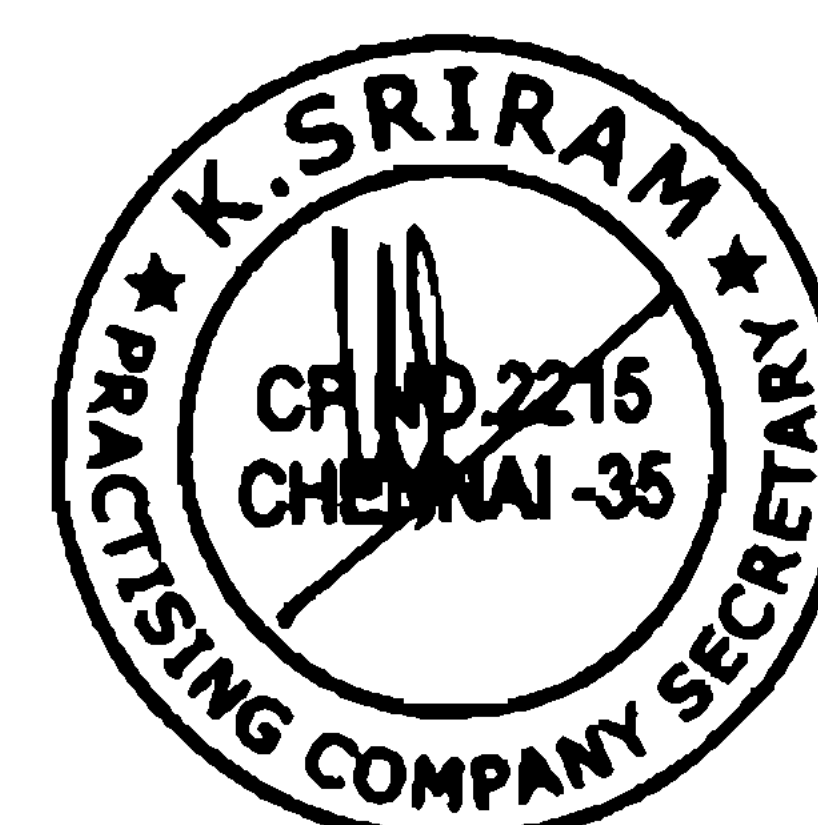


WABCO India Limited
11th AGM on 30th July 2015 -Scrutiniser's report on e-voting and poll

In respect of resolution no. 8, the related party (1 member) holding 1,42,25,684 equity shares was also not eligible to vote in terms of clause 49(VII)(E) of the listing agreement and hence only 21,825 members holding an aggregate of 47,15,525 equity shares were eligible to vote.

6. E-voting was open from 9.00 am on 27th July 2015 to 5.00 pm on 29th July 2015.
7. The AGM was held on 30th July, 2015 at 'The Music Academy', New No.168 (Old No.306), T.T.K. Road, Royapettah, Chennai – 600014, at 10.00 am.
8. The two empty ballot boxes used for the poll were displayed and locked in my presence.
9. On the completion of the poll process:
 - (a) I opened both the ballot boxes in the presence of two witnesses not in the employment of the company.
 - (b) I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the company.
10. I have scrutinized the votes cast through remote e-voting and in the poll process, and validated the same with the list of members as on the cut-off date.
11. I have recorded particulars of the votes cast through remote e-voting and poll process in a separate register maintained in electronic form.
12. The items of business set out in the notice and covered by the e-voting/ poll process are:

Item	Type of resolution	Subject matter
1	Ordinary	Adoption of Audited financial statements for the financial year ended 31 st March 2015 and reports of the Board of directors and the Auditors thereon.
2	Ordinary	Declaration of dividend of Rs.5/- per share on the Equity share capital, out of the profits for the year ended 31 st March 2015.
3	Ordinary	Re-appointment of Mr. Trevor Lucas (DIN: 01627818) as a director liable to retire by rotation.
4	Ordinary	Ratification of appointment of Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 101049W) as Auditors, for the second consecutive year out of their term of five consecutive years.
5	Ordinary	Appointment of Ms. Lisa Brown (DIN 07053317), as a non-executive, non-independent director, liable to retire by rotation.
6	Ordinary	Appointment of Mr. Jorge Solis (DIN 07119701), as a non-executive, non-independent director, liable to retire by rotation.
7	Ordinary	Ratification of remuneration payable to Mr. A N Raman, Cost Auditor (Registration No. M.5359), for the financial year ending 31 st March 2016.
8	Special	Approval of related party transactions entered into / proposed with WABCO Europe BVBA during the financial year ended on / ending 31 st March 2015 and 31 st March 2016.



WABCO India Limited

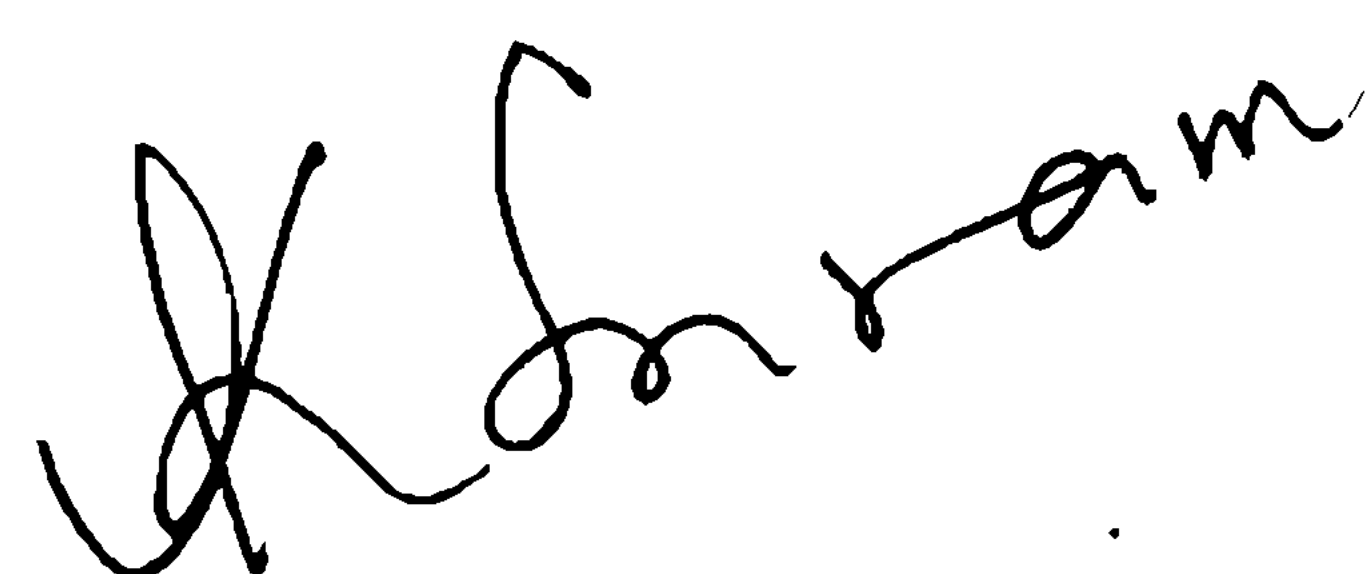
11th AGM on 30th July 2015 –Scrutiniser's report on e-voting and poll

13. The results of voting through remote e-voting and poll at the AGM venue 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.	201	1,61,61,772	201	1,61,61,772	100	0	0	0
2.	200	1,62,51,656	200	1,62,51,656	100	0	0	0
3.	201	1,62,51,708	197	1,62,40,616	99.93	4	11,092	0.07
4.	200	1,62,51,413	198	1,62,51,382	99.99	2	31	0.01
5.	203	1,62,51,721	201	1,62,51,679	99.99	2	42	0.01
6.	201	1,62,51,695	200	1,62,51,665	99.99	1	30	0.01
7.	201	1,62,51,717	198	1,62,51,680	99.99	3	37	0.01
8.	186	16,78,432	184	16,78,394	99.99	2	38	0.01

14. All the eight (8) resolutions (seven ordinary resolutions and one special resolution) have been passed with the requisite majority on the date of the 11th annual general meeting, namely, 30th July 2015. You may declare the results accordingly.

Thanking you,
Yours faithfully,



K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser

