WABCO
Vehicle Control Systems

WABCO INDIA LIMITED
Plant I, Plot No. 3, (SP),
III Main Road, Ambattur Industrial Estate,
Chennai – 600 058, India.
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June 5, 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

Reg: Disclosure pursuant to clause 31(c) of the listing agreement.

Sub: Abstract of the variation of the terms of contract with Mr.P Kaniappan as whole-time director of the company in terms of Section 302 of the Companies Act, 1956.

Please find enclosed three copies of the abstract pertaining to the variation of the terms of contract with Mr.P Kaniappan as whole-time director of the company circulated to the shareholder of the company in terms of Section 302 of the Companies Act, 1956.

This is for your kind information and acknowledge the same.

Thanking you,

Yours faithfully,
For **WABCO INDIA LIMITED**

T S RAJAGOPALAN
Chief Financial officer

Encl: As above.

WABCO INDIA LIMITED

*(formerly **WABCO-TVS (INDIA) LIMITED**)*
Registered office:
Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate, Chennai 600 058.

To

All the Members of WABCO INDIA LIMITED

ABSTRACT OF VARIATION OF THE TERMS OF CONTRACT WITH MR P KANIAPPAN AS WHOLE-TIME DIRECTOR OF THE COMPANY IN TERMS OF SECTION 302 OF THE COMPANIES ACT, 1956 (THE ACT) AND MEMORANDUM OF INTEREST.

Mr P Kaniappan was appointed as a Whole-time director for a period of five years with effect from 17th June 2009 by the board of directors of the company on 17th June 2009. His appointment as whole-time director and payment of remuneration to him were approved by the shareholders by a resolution passed at the Fifth Annual General Meeting of the Company held on 24th September 2009.

In line with the general increase in remuneration payable to senior executives of the Company, the increase in his duties, functions and responsibilities and in recognition of the valuable services provided by him, the board of directors, in their meeting held on 23rd May 2012, increased the remuneration payable by way of salary and commission on net profits or performance linked incentive or bonus by increasing the present ceiling of Rs 65 lakhs per annum to Rs 90 lakhs per annum effective 1st July 2012 up to the expiry of his tenure as whole-time director on 16th June 2014.

The increase in remuneration of Mr P Kaniappan is well within the limits prescribed under Schedule XIII of the Companies Act, 1956.

All other terms and conditions of his appointment, as approved by the shareholders at the Sixth Annual General Meeting of the Company held on 26th August 2010, remain unchanged.

A second Supplemental Agreement dated 23rd May 2012 has been entered into by the Company with Mr P Kaniappan incorporating the above increase in his remuneration.

This information is being provided to the shareholders of the Company in terms of section 302 of the Act, being the variation of contract amounting to the increase in his remuneration.

Memorandum of interest of directors:

Except Mr P Kaniappan, Whole-time director of the Company who is concerned / interested in the increase in remuneration payable, none of the other directors of the Company is, in any way, concerned or interested in the proposed increase in the remuneration payable.

Inspection of documents:

A copy of the resolution passed by the board on 23rd May 2012 and the second Supplemental Agreement dated 23rd May 2012 entered into between the company and Mr P Kaniappan are available for inspection at the registered office of the company as mentioned above between 11.00 am to 2.00 pm on all working days.

By order of the Board

Chennai 600 058
23rd May 2012

R Madhavan
General Manager - Finance and Secretary