

**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: **24<sup>th</sup> July, 2014**

Total shareholders as on 20<sup>th</sup> June, 2014 (record date): **16377**

Details of voting on the ordinary / special resolutions as detailed in the Notice of 10<sup>th</sup> 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 financial statements for the year ended 31st March 2014.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1233118	42.51	1233118	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3271	151	95.59	4.41
	Total	18967584	15462224	81.52	15462073	151	100.00	

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 1,89,67,584 Equity shares.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3271	151	95.59	4.41
	Total	18967584	15706286	82.81	15706135	151	100.00	0.00

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, as director, who retires by rotation (DIN 01627818).	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3422	0	100.00	0.00
	Total	18967584	15706286	82.81	15706286	0	100.00	0.00

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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
Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Chennai, as Statutory Auditors for five years and fixing their remuneration.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3421	0.19	3421	0	100.00	0.00
	Total	18967584	15706285	82.81	15706285	0	100.00	0.00
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 Mr. M. Lakshminarayan (DIN 00064750) as an Independent Director for a term of five consecutive years, from 1st April 2014 to 31st March 2019.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3410	0.19	3260	150	95.60	4.40
	Total	18967584	15706274	82.81	15706124	150	100.00	0.00

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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. D. E. Udhwadia (DIN 00009755) as an Independent Director for a term of five consecutive years, from 1st April 2014 to 31st March 2019.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1233117	244063	83.48	16.52
	Public-Others	1841045	3422	0.19	3272	150	95.62	4.38
	Total	18967584	15706286	82.81	15462073	244213	98.45	1.55

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	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Appointment of Mr. Narayan K Seshadri (DIN 00053563) as an Independent Director for a term of five consecutive years, from 1st April 2014 to 31st March 2019.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3222	0.18	3072	150	95.34	4.66
	Total	18967584	15706086	82.80	15705936	150	100.00	0.00

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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
Ordinary resolution		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Appointment of Mr. P. Kaniappan (DIN 02696192) as Managing Director for a period of five years from 17th June 2014, and fixing his remuneration.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1473134	50.78	1473134	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3272	150	95.62	4.38
	Total	18967584	15702240	82.78	15702090	150	100.00	0.00
Resolution No.9	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
Payment of remuneration to the Non-Executive Independent Directors by way of profit related commission not exceeding one percent of the net profits of the company.	Promoter and Promoter Group	14225684	14225684	100.00	14225684	0	100.00	0.00
	Public – Institutional holders	2900855	1477180	50.92	1477180	0	100.00	0.00
	Public-Others	1841045	3422	0.19	3267	155	95.47	4.53
	Total	18967584	15706286	82.81	15706131	155	100.00	0.00