

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013, and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. M Lakshminarayan
Chairman,
WABCO India Limited,
Plot No.3 (SP), III Main Road, Ambattur Industrial Estate,
Chennai-600058

Sub: 10th Annual General Meeting of the Shareholders of WABCO India Limited, held on Tuesday, the 22nd July 2014, at 10.45 A.M, at "The Music Academy", New No.168 (Old No.306), TTK Road, Chennai – 600 014.

Dear Sir,

I, K. Sriram, Partner, M/s. S. Krishnamurthy & Co., Company Secretaries, appointed as Scrutiniser for the purpose of taking a poll on the below mentioned resolutions, at the 10th Annual General meeting of the shareholders of WABCO India Limited, held on Tuesday, the 22nd July 2014, at 10.45 A.M., at "The Music Academy", New No.168 (Old No.306), TTK Road, Chennai – 600 014, submit my report as under:

1. After announcement of poll by the Chairman, two (2) ballot boxes kept for polling were checked, found to be empty and locked by me.
2. After completion of voting, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinised.
3. The poll papers were reconciled with the records maintained by the Registrars and Transfer Agents of the company and the authorisations / proxies lodged with the company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the poll is as under:



Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
1.	Adoption of financial statements for the year ended 31 st March 2014	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	13	2	24
			<i>Number of votes cast</i>	23,447	151	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
2.	Declaration of dividend of Rs.5/- per share on 1,89,67,584 Equity shares.	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	13	2	24
			<i>Number of votes cast</i>	23,447	151	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
3.	Re-appointment of Mr. Trevor Lucas, as director, who retires by rotation (DIN 01627818).	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	15	0	24
			<i>Number of votes cast</i>	23,598	0	Does not arise
			<i>% of valid votes cast</i>	100%	0	
4.	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Chennai, as Statutory Auditors for five years and fixing their remuneration.	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	0	25
			<i>Number of votes cast</i>	23,597	0	1
			<i>% of valid votes cast</i>	100%	0	Does not arise
5.	Appointment of Mr. M. Lakshminarayan (DIN 00064750) as an	Ordinary	<i>Number of members present and voting (in</i>	14	1	24



WABCO India Limited- Poll on 22nd July 2014

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
	Independent Director for a term of five consecutive years, from 1 st April 2014 to 31 st March 2019.		<i>person/ by proxy)</i>			
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
6.	Appointment of Mr. D. E. Udawadia (DIN 00009755) as an Independent Director for a term of five consecutive years, from 1 st April 2014 to 31 st March 2019	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	1	24
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
7.	Appointment of Mr. Narayan K Seshadri (DIN 00053563) as an Independent Director for a term of five consecutive years, from 1 st April 2014 to 31 st March 2019	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	1	24
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
8.	Appointment of Mr. P. Kaniappan (DIN 02696192) as Managing Director for a period of five years from 17 th June 2014, and fixing his remuneration	Ordinary	<i>Number of members present and voting (in person/ by proxy)</i>	14	1	24
			<i>Number of votes cast</i>	23,448	150	Does not arise
			<i>% of valid votes cast</i>	99.36%	0.64%	
9.	Payment of remuneration to the Non-Executive Independent Directors	Special	<i>Number of members present and voting (in person/ by proxy)</i>	13	2	24



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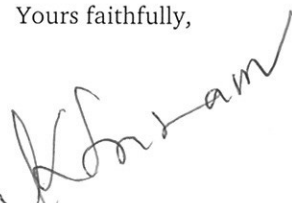
Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
	by way of profit related		<i>Number of votes</i>	23,443	155	
	commission not		<i>cast</i>			Does not arise
	exceeding one percent of the net profits of the company.		<i>% of valid votes</i> <i>cast</i>	99.34%	0.66%	

Note: Votes cast through invalid ballots have not been considered.

6. An excel spreadsheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


K SRIRAM,

Scrutinizer.

Chennai

22nd July 2014

