

WABCO INDIA LIMITED

Notice to the Shareholders

NOTICE is hereby given that the Twelfth Annual General Meeting of the Company will be held at "The Narada Gana Sabha" (Sathguru Gnananandha Hall), No. 314, T.T.K. Road, Alwarpet, Chennai 600 018 on Friday, the 29th day of July 2016 at 10.00 A.M to transact the following business:

1. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT the audited financial statement of the company for the financial year ended 31st March 2016 consisting of the balance sheet as at 31st March, 2016, the statement of profit and loss and the cash flow statement for the year ended on that date and the explanatory notes annexed to or forming part thereof together with the reports of the Board of Directors and Auditors' thereon, be and are hereby adopted.

2. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Section 123 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Board of Directors of the Company, a dividend of Rs.6/- per share on 1,89,67,584 equity shares of Rs.5/- each fully paid up, which make up the entire paid-up equity capital of the Company, absorbing a sum of Rs.1138.06/- lakhs, be and is hereby declared for the year ended 31st March, 2016, out of the profits of the Company for that year, and the same be paid to the shareholders whose names appear in the register of members / record of the depositories of the Company as at the close of 26th July, 2016.

3. To consider and to give your assent or dissent to the following ordinary resolution:

Resolved that Lisa Brown (DIN: 07053317), director liable to retire by rotation at this meeting be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

4. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, Tidel Park, 6th & 7th Floor - A Block (Module 601, 701-702), No. 4, Rajiv Gandhi Salai, Taramani, Chennai 600 113, holding Firm Registration

No.101049W allotted by the Institute of Chartered Accountants of India, as Auditors of the company from the conclusion of this Annual General Meeting upto the conclusion of the Thirteenth Annual General Meeting, being the third consecutive year out of their term of five consecutive years approved at the tenth annual general meeting, on such remuneration as shall be fixed by the Board of Directors of the Company, be and is hereby ratified.

5. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Section 161(4) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Shivram Narayanaswami (DIN: 07327742) who was appointed by the Board of Directors of the Company as a Non-Executive Non-Independent Director of the Company with effect from 9th November 2015 in the casual vacancy caused by the resignation of Mr. Trevor Lucas, who would have held office upto the date of this Annual General Meeting had he not resigned and in respect of whom the Company has received a notice in writing along with the prescribed deposit amount of Rs.1,00,000/- (Rupees one lakh only) from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Sean Ernest Deason (DIN: 07334776) who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from 9th November, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the prescribed deposit amount of Rs.1,00,000/- (Rupees one lakh only) from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT the appointment of Dr. Lakshmi Venu (DIN: 02702020), as a Non-Executive and Independent Director for a term of five consecutive years from 19th May, 2016 to 18th May, 2021, pursuant to the provisions of Sections 149, 150, 152, 160 and

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any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and in respect of whom the Company has received a notice in writing along with the prescribed deposit amount of Rs.1,00,000 (Rupees one lakh only) from a member proposing her candidature for the office of director, be and is hereby approved.

8. To consider and to give your assent or dissent to pass the following ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.4,00,000/- (Rupees Four lakhs only) plus applicable taxes and out of pocket expenses at actuals, payable to Mr. A. N Raman, Cost Accountant, having registration number M.5359, appointed by the Board of Directors as Cost Auditor to audit the cost records of the Company for the financial year ending on 31st March 2017, be and is hereby ratified.

9. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, approval be and is hereby accorded to the related party transactions entered into by the company with WABCO Europe BVBA, a related party, during the Financial year ended 31st March 2016, and the related party transactions proposed to be entered into with WABCO Europe BVBA during the financial year ending 31st March 2017 as shown in the explanatory statement; which transactions individually or taken together with previous transactions during the financial year, may exceed ten per cent of the annual consolidated turnover of the Company as per its last audited financial statement.

By order of the board

Chennai
19th May 2016

M C GOKUL
Company Secretary

Registered Office:
CIN:L34103TN2004PLC054667
WABCO India Limited
Plot No.3, (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058

Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy so appointed need not be a member of the Company.**

The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power of attorney shall be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

- 2.** The Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special businesses to be transacted at the meeting is annexed hereto.
- 3.** The Register of Members and the Share Transfer books of the Company will remain closed for 3 days from 27th July 2016 to 29th July, 2016 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2015-16.
- 4.** The dividend of Rs. 6/- per share has been recommended by the Board of Directors for the year ended 31st March, 2016 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on or before 8th August, 2016.
- 5.** Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or their Share Transfer Agent.

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6. Under Section 124 read with Section 125 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the report on Corporate Governance forming part of the annual report.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2008-09, as on the date of the 11th Annual General Meeting (AGM) held on 30th July 2015 on the website of IEPF viz., www.lepf.gov.in and under "investor section" on the website of the Company viz., www.wabcoindia.com.

A separate reminder was also sent to those members having unclaimed dividends since 2009. Members who have not encashed their dividend warrants are advised to surrender the unencashed warrants immediately to the Company or the Share Transfer Agent and to claim the dividends.
7. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
10. Members are requested to affix their signatures at the space provided on the attendance slip annexed to Proxy Form and hand over the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / Power of attorney authorizing their representatives to attend and vote at the AGM.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. Details under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consent and declaration for their appointment.
13. Electronic copy of the Annual Report for the financial year ended 31st March 2016 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
14. Electronic copy of the Notice of the 12th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 12th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for the year 2015-16 will also be available on the Company's [website: www.wabcoindia.com](http://www.wabcoindia.com) for download. Physical copies of the aforesaid documents will also be available at the Company's Registered

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Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: investorcomplaintssta@scl.co.in / raman@scl.co.in / info.india@wabco-auto.com.

16. Voting through electronic means

- I. In compliance with provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL): The instructions for e-Voting are as under:
- II. Remote e-Voting means the facility of casting votes by a member using an electronic voting system from a place other than venue of general meeting;
- III. The members holding shares as on the "cut-off date" viz., 22nd July, 2016 are eligible for voting either through electronic voting system or ballot.
- IV. The instructions for remote e-Voting by shareholders are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:
 - i. Open email and open PDF file viz; "wabcoindia e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password / PIN for e-Voting. Please note that the password is an initial password. You will not receive the pdf file if you are already registered with NSDL for e-Voting.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- iii. Click on Shareholder - Login.
- iv. Put user ID and password as initial Password / PIN noted in step (i) above. Click Login.
- v. If you are logging in for the first time, please enter the user ID and Password provided in the attached pdf file as initial PASSWORD / PIN noted in step (i) above. Click Login.
- vi. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- viii. Select "EVEN" of WABCO India Limited.
- ix. Now you are ready for remote e-Voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional shareholders (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 to skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM: EVEN (Remote e-Voting Event Number) USER ID PASSWORD / PIN

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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- V. Voting at AGM: The members who have not cast their vote by Remote e-Voting can exercise their voting rights at the AGM. The Company will make arrangements for ballot papers in this regard at the AGM Venue.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No.022-24994600.
- VII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The Remote e-Voting period commences on 26th July, 2016 (9:00 am) and ends on 28th July, 2016 (5:00 pm) (three days). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd July, 2016, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd July, 2016.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd July, 2016 may obtain the login ID and password by sending an email to evoting@nsdl.co.in by mentioning his Folio No. /DP ID and Client ID No.
- XI. A member may participate in the meeting even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the meeting.
- XII. Mr K Sriram (Membership No. CP No.2215), Practising Company Secretary, Chennai has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- XIII. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than three (3) days of the conclusion of the meeting, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- XIV. The Chairman or a person authorized by him in writing shall declare the results forthwith.
- XV. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.wabcoindia.com immediately after the result is declared and simultaneously communicated to the stock exchanges where the shares of the Company are listed.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from 2 P.M. to 4 P.M. on all working days and including the date of the Annual General Meeting of the Company.
18. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a brief profile of director, who is proposed to be re-appointed in this AGM, nature of his expertise in specific functional areas, his / her other directorships and committee memberships in listed entities, his / her shareholding and relationship with other directors of the company are given below:

Ms. Lisa J. Brown

Ms. Lisa J. Brown (DIN: 07053317), aged 38 years, is a Bachelor of Laws from the University of Derby, holds a Diploma in Legal Practice from Nottingham Law School and is a registered Trade mark Attorney and member of the Institute of Trade Mark Attorneys. She has served as an attorney in law firms in the United Kingdom from 2000-2006. Ms. Lisa J. Brown Joined SSL International Plc. London, United Kingdom in March 2006 and served as Group Head of Intellectual Property until October 2007 and subsequently as Group Head of Legal and Intellectual Property until March 2011. Following this role, Ms. Lisa J. Brown held the position of Legal Director and Company Secretary for Pets at Home Limited, a national

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retailer in the United Kingdom, until November 2011. In February 2012, Ms. Lisa J. Brown Joined WABCO Holdings Inc., as Senior Legal Counsel. In May, 2015, she was appointed as Vice-President Legal until June 2016, when she was appointed to her current role of Chief Legal Officer and Company Secretary of WABCO Holdings Inc.

She was appointed as a Director by the Board at their meeting held on 23rd January 2015 in casual vacancy caused due to the resignation of Mr. Michel E Thompson and was re-appointed at the annual general meeting held on 30th July 2015. She is the member of the Stakeholders Relationship Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee of the company. She has attended 3 Board Meetings of the Company out of the 4 Board meetings held after her appointment during the year.

She is not director on any Board nor a Member of any committee of any other listed Company. She is a director of WABCO Foundation Brakes Pvt. Ltd. She does not

hold any shares in the Company and she is not related to any other directors of the Company. Ms. Lisa J Brown is interested in the resolution set out as item No.3 of the notice since it relates to her own appointment as Director. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No.3. This statement may also be regarded as a disclosure under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

By order of the board

Chennai
19th May 2016

M C GOKUL
Company Secretary

Registered office:
CIN: L34103TN2004PLC054667
Plot No 3 (SP), III Main Road
Ambattur Industrial Estate, Chennai 600 058.

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Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

Mr. Shivram Narayanaswami was appointed as a non-executive non independent director by the Board of Directors with effect from 9th November 2015 in the casual vacancy caused by the resignation of Mr. Trevor Lucas who would have retired at the forthcoming Annual General Meeting had he not resigned. Mr. Shivram Narayanaswami will hold office upto the date of this Annual General Meeting, in terms of Section 161(4) of the Companies Act, 2013.

Mr. Shivram Narayanaswami, aged 39, Finance Controller, WABCO Europe is a US Certified Public Accountant (CPA) and Chartered Global Management Accountant (CGMA). He holds an MBA in Finance, from the University of Notre Dame, USA and is a Bachelor in Commerce from the Annamalai University, India. He is a proven business leader with experience in working with clients in different industries, cultures, and businesses in different countries and continents. He has led private equity and corporate clients on over many transactions in a broad range of industries including software and technology, manufacturing, retail, consumer products, business services, professional services and financial services companies. He has led numerous cross-border and international engagements, in countries like the United Kingdom, Japan, Germany and Turkey. He has executed the audit of financial statements of public companies such as Hewlett Packard, and Blue Coat as well as large private companies such as Hitachi Data Systems.

He does not hold any shares in the company and he is not related to any other director of the Company. He is not a director on any Board nor a member of any committee of any other Company. He has attended 2 Board meetings of the Company out of the 2 Board meetings held after his appointment during the year. The Board considers that his association and experience would be of immense benefit to the Company and it is desirable to continue his services. Accordingly, the Board recommends the resolution set out as Item No.5 of the notice in relation to his appointment as a director, for the approval by the shareholders of the Company.

Mr. Shivram Narayanaswami is interested in the resolution set out as Item No.5 of the Notice since it relates to his appointment as a Director. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5. The above may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Item No. 6

Mr. Sean Deason was appointed as an Additional Director with effect from 9th November 2015, in terms of Section 161 of the Companies Act, 2013 by the Board of Directors to hold office upto this Annual General Meeting. He is also a member of the Audit Committee.

Mr. Sean Deason aged 45; a Certified Management Accountant is the Vice President, Controller and Assistant Secretary of WABCO Holdings Inc., since June 2015. Prior to joining WABCO, he spent 4 years with Evraz N.A. where he was Vice President, Financial Planning & Analysis. Prior to Evraz, he spent 12 years with Lear Corporation where he had served as a Director, Finance, Corporate Business Planning & Analysis, Director, Finance, Asia Pacific Operations, Assistant Treasurer, and held various other positions of increasing responsibility from August 1999.

He does not hold any shares in the company and he is not related to any other director of the Company. He has attended 2 Board meetings and 2 Audit Committee meetings of the Company out of as many meetings held after his appointment during the year. He is not a director on any Board nor a member of any committee of any other listed Company. He is a director of WABCO Foundation Brakes Pvt. Ltd. The Board considers that his association and experience would be of immense benefit to the Company and it is desirable to continue his services. Accordingly, the Board recommends the resolution set out as Item No.6 of the notice in relation to his appointment as a director, for the approval by the shareholders of the Company.

Mr. Sean Deason is interested in the resolution set out as Item No.6 of the Notice since it relates to his appointment as a Director. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6. The above may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Item No. 7

Dr. Lakshmi Venu was appointed as a Non-executive Independent Director at the Board Meeting held on 19th May 2016 for a term of five consecutive years from 19th May 2016 to 18th May 2021 subject to the approval of the shareholders at this meeting.

Dr. Lakshmi Venu, aged 33, a graduate of Yale University holds a Doctorate in Engineering Management from the University of Warwick. She underwent her initial training for three years as a Management Trainee in Sundaram Auto Components Limited, a subsidiary of Sundaram

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Clayton Ltd. (SCL) beginning from 2003 and when she was deputed to work in SCL, being its holding Company, she underwent an extensive in-depth induction and worked in the areas of business strategy, corporate affairs, product design and sales & marketing of SCL.

Dr. Lakshmi Venu was appointed as Director-Strategy in SCL on 22nd March 2010. She was re-designated as joint managing director of SCL effective 11th September 2014. Details of her membership / chairmanship of committees are given below:

Sl No.	Name of the Company	Directorships	Name of the Committee	Position held
1	Sundaram-Clayton Limited	Joint Managing Director	Stakeholders Relationship Committee & Corporate Social Responsibility Committee	Member
2	TVS Motor Company Limited	Director	-	-
3	Sundram Non-conventional Energy Systems Ltd.	Director	-	-
4	Sundaram Auto Components Limited	Director	Corporate Social Responsibility Committee	Member
5	TAFE Motors and Tractors Limited	Deputy Managing Director	-	-

In terms of Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Dr. Lakshmi Venu being eligible and offering herself for appointment is proposed to be appointed as an Independent Director of the company not liable to retire by rotation for a term of five consecutive years from 19th May 2016 to 18th May 2021 in view of her knowledge and experience.

Dr. Lakshmi Venu has given a declaration dated 18th May 2016 confirming that she satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of directors at the meeting dated 19th May 2016 opined that Dr. Lakshmi Venu fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as Independent director of the Company. Copy of the draft

letter of appointment of Dr. Lakshmi Venu as an independent director would be available for inspection without any fee by any members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. She does not hold any shares in the company and she is not related to any other director of the Company.

The Board considers that Dr. Lakshmi Venu's experience in the manufacturing sector especially in the automotive industry would be of immense benefit to the Company. Accordingly, the Board recommends the resolution set out as Item No.7 of the notice in relation to her appointment as an independent director, for the approval by the shareholders of the Company. Dr. Lakshmi Venu will be paid sitting fee for the Board and Committee meetings, that she attends and she is also eligible for a commission on profit as may be decided by the Board, not exceeding the limits specified in the Companies Act, 2013.

Except Dr. Lakshmi Venu, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7. The explanatory statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Item No. 8

Pursuant to Section 148 of the Companies Act, 2013 and Rule 4 of Companies (Cost Records and Audit) Rules, 2014 including amendments and re-enactments and clarifications issued by the Ministry of Corporate Affairs, the Company is required to appoint Cost Auditor to audit the cost records of the applicable products of the Company.

Based on recommendation of the audit committee at its meeting held on 19th May, 2016, the Board has, considered and approved the appointment of Mr. A.N Raman, as Cost Auditor for the financial year 2016-17 at a remuneration of Rs.4,00,000/- plus applicable taxes and reimbursement of out of pocket expenses at actuals. The remuneration payable to Mr. Raman requires to be ratified by the Members at the forthcoming Annual general Meeting. Hence, the resolution is being proposed as item no.8 of the Notice. None of the Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends this resolution for approval of the Members.

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Item No. 9

WABCO Europe BVBA is a related party as defined in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since the Company is a fellow subsidiary of WABCO Europe, headquartered at Brussels, Belgium. WABCO Europe is one of the major overseas customers of the Company. The orders placed by WABCO Europe are progressively growing year after year. This coupled with seamless technology and technical knowhow supplied by them has significantly contributed to the increase in the Company's turnover and profits. During the year ended 31st March 2016 the following transactions were entered into with them:

(Rs. In Lakhs)

S.No.	Nature of transaction	Amount
1.	Sale of Automotive Components	19,761.27
2.	Services rendered	3,127.00
3.	Fee for technical knowhow and Royalty	1,996.80
4.	Reimbursement of expenses	71.32
	Total	24,956.39

The annual consolidated turnover of the company as per the last audited financial statement for the year ended 31st March 2015 is Rs.1,460.06 Crores. The total transactions as stated above amounts to about 17.09% of the turnover for the financial year 2014-15. Since this is in excess of the threshold limit of 10%, the transactions would be "material transactions" with a related party in terms of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Such material transactions require approval of the Shareholders of the Company through an ordinary resolution. The Company expects further growth in similar transactions with WABCO Europe BVBA during the course of the financial year ending 31st March 2017, which are also likely to be "material transactions" i.e. transactions

are likely to exceed Rs.200.54 Crores (10% of 2005.34 Crores - turnover of 2015-16). Hence approval of the members is being sought to the above material related party transactions entered into for the financial year ended 31st March 2016 and to the similar transactions proposed to be entered into by the company with WABCO Europe during the course of the financial year ending 31st March 2017.

Pursuant to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, such approval of members is to be obtained by an ordinary resolution. Hence, the ordinary resolution at Item No.9 of the notice. Voting by related parties on the ordinary resolution will be governed by the applicable provisions of the Listing Regulation. The material terms for the agreements which have been entered into by the Company with WABCO Europe are: a) Credit terms of 90 days from the date of invoice; b) Warranty for the period of 12 months for the product specifications; c) Mark-up on cost of raw materials, conversion cost and other relevant expenses and d) Fee for technical knowhow upto 31.12.2015 and royalty @4% on total product sales (less) inter-company purchases (less) inter-company sales with effect from 1st January 2016.

Mr. Jorge Solis may be deemed to be interested in the above resolution by virtue of him being director of WABCO Europe BVBA. None of the other directors of the Company and key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise in this item of business, All related party transactions are in Preapproved by the audit committee. Board recommends this resolution to the members for their approval.

By order of the board

Chennai
19th May 2016

M C GOKUL
Company Secretary