

31<sup>st</sup> Jul, 2016

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Dear Sirs,

**Sub: Proceedings of the 12<sup>th</sup> Annual General Meeting of the members of WABCO India Limited held on 29<sup>th</sup> July 2016 which commenced at 10.00 A.M and concluded at 11.55 A.M.**

Further to our communication dated 29/07/2016 & 30/07/2016 on the outcome of the Annual General Meeting (AGM), and the intimation of voting results, respectively, we are furnishing herewith the Proceedings of the AGM.

As per the notice dated 6<sup>th</sup> July 2016, the Twelfth AGM of the Company was held on Friday, 29<sup>th</sup> July 2016 at 10.00 A.M at The Narada Gana Sabha", No.314, TTK Road, Alwarpet, Chennai-600018.

Mr. M Lakshminarayan, Chairman of the company presided over the proceedings and welcomed the members to the Twelfth Annual General Meeting of the Company.

A total of 888 members attended the AGM including 3 members who were represented through proxy, as per the member's attendance register. All the directors of the company were present at the AGM. The Statutory Auditors and Secretarial Auditor were also present at the AGM.

The Chairman introduced the Board Members, the Chief Financial Officer and Company Secretary to the members and recognized the presence of Statutory Auditors & Secretarial Auditor.

The Chairman informed the Members that in accordance with provisions of the Companies Act, 2013, read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had extended the remote e-voting facility through National Securities and Depository Limited (NSDL) to enable the Members of the Company to cast/exercise their votes electronically on the agenda items specified in the Notice of the 12<sup>th</sup> AGM. The remote e-voting period had commenced on Tuesday, July 26<sup>th</sup>, 2016 (9.00A.M IST) and ended on Thursday, July 28<sup>th</sup>, 2016 (5.00P.M IST). The members were informed that the facility for voting by way of ballot papers was made available at the AGM for such of those members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. K. Sriram, Practising Company Secretary, Chennai, as the Scrutinizer for the purpose of scrutinizing the voting process (both

remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the notice of the 12<sup>th</sup> AGM.

Chairman with the permission of the members took as read, the notice calling for the meeting, the Audited Financial Statements for the year 31.03.2016, Board's report, Unqualified Statutory Auditors report & annexure, Unqualified Secretarial report & annexure which were already circulated.

The Chairman then addressed the members and gave an overview of the performance of the Company for the financial year ended 31<sup>st</sup> March 2016 and also the performance for 1<sup>st</sup> quarter of 2016-17, which was published on 28<sup>th</sup> July 2016. A video on various products of the company was also presented.

There after the Chairman explained briefly that the following resolutions were being voted on:-

Item no.1, to be passed as an Ordinary resolution for adoption of the audited financial statement for the financial year ended 31st March 2016 and the reports of Board of directors and auditors thereon.

Item no.2, to be passed as an Ordinary resolution to declare dividend of Rs.6/- per share for the year ended 31st March 2016 out of the profits for that year. He requested the members to read the date in the resolution as 26<sup>th</sup> July 2016 instead of 27<sup>th</sup> July 2016 which was a misprint.

Item no.3, to be passed as an Ordinary resolution for re-appointment of Ms. Lisa Brown (DIN:07053317), who retires by rotation, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Item no.4, to be passed as an Ordinary resolution for ratification of the appointment of Messrs. S.R. Batliboi & Associates LLP (holding Firm Registration No.101049W allotted by the Institute of Chartered Accountants of India) as statutory auditors for the third consecutive year (from the conclusion of the 12th AGM to the conclusion of the 13th AGM) out of the term of five years (approved at the 10th AGM).

Item no.5, to be passed as an Ordinary resolution for appointment of Mr. Shivaram 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) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Item no.6, to be passed as an Ordinary resolution for appointment of 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) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Item no.7, to be passed as an Ordinary resolution for appointment of Dr. Lakshmi Venu (DIN 02702020) (She was appointed by the Board of Directors of the Company as a Non-executive and Independent Director with effect from 19th May 2016) as a Non-Executive and Independent Director for a term of five consecutive years from 19th May 2016 to 18th May 2021.

Item no.8, to be passed as an Ordinary resolution for ratifying the remuneration of Rs.4 lakhs fixed by the Board to Mr. A N Raman, Cost Accountant, for carrying out the cost audit for the financial year ending 31st March 2017.

Item no.9, to be passed as an Ordinary resolution in terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for approving the related party transactions entered into by the Company with WABCO Europe BVBA, 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.

The Chairman then invited participation from the members of the Company for discussing the Financial Statements for the year ended 31<sup>st</sup> March 2016 along with Auditors and Board's report thereon and other matters in the agenda.

Thereafter some of the members of the Company conveyed their appreciation for the good performance, gave some suggestions and also raised certain queries on the financial statements and operations of the company. The Chairman responded to all the queries to the satisfaction of the members.

The Chairman then ordered for the conduct of a ballot process on all the agenda items as stated in notice of 12<sup>th</sup> AGM and requested the eligible members to cast their vote on each of the agenda items by putting a tick mark in the column of 'For' or 'Against', as the case may be, sign the ballot paper and drop it in the ballot boxes kept in the meeting hall.

He, then, requested Mr. K Sriram, Scrutinizer to conduct the ballot process. The scrutinizer displayed the empty ballot boxes to the members and locked and sealed it in the presence of the members of the Company. Members dropped the ballot papers in the ballot boxes.

The Chairman announced that the consolidated results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizer report shall be announced within 48 hours at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and Notional Stock Exchange of India Limited (NSE).

The Chairman thanked all the members for their presence and support and after the casting of the votes by all the members present, the 12<sup>th</sup> AGM stood closed at 11.55 am.

For WABCO India Limited



M C Gokul  
Company Secretary