

WABCO INDIA LIMITED

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

Website: www.wabcoindia.com; Email: cvcs.info.india@zf.com;
Tel. : 044 4224 2000; Fax : 044 4224 2009

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

The Members

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of **WABCO INDIA LIMITED** ("**the Company** / "**WABCO**") by means of Postal Ballot, only by way of voting through electronic means (hereinafter referred to as "remote e-voting" or "e-voting"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time).

The resolutions together with the Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts concerning the proposed items of special business is enclosed.

The Board of Directors has appointed Mr. K Sriram, a Practising Company Secretary, (Membership No.F6312/ CP No.2215), Partner, M/s. S Krishnamurthy & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has availed the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

The Ministry of Corporate Affairs through Circulars had advised companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent to members who have so registered their e-mail addresses and is not being sent to members who have not done so. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice about casting their vote electronically.

The e-voting period will be from 9:00 a.m. (IST) on December 17, 2021 (Friday) to 5:00 p.m. (IST) on January 15, 2022 (Saturday).

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced **on or before Tuesday, January 18, 2022**, and will be displayed on the Company's website <https://www.wabco-auto.com> and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of e-voting at its Registered Office.

SPECIAL BUSINESS

1. To consider and to give assent / dissent to the following Ordinary Resolution:

RESOLVED THAT in terms of Regulation 23(4) and other applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded to the material related party transactions entered/ to be entered into by the Company with related parties as set out herein below and in the explanatory statement annexed to this notice, which transactions, either individually or taken together with previous transactions during the financial year ending 31st March 2022 and/ or the next financial year ending 31st March 2023 as the case may be, are likely to exceed ten per cent of the annual consolidated turnover of the Company as per the Company's last audited financial statements (for the financial years ended 31st March 2021 and 31st March 2022 respectively) for each of the related parties, as set out in the below table:-

Sl. No	Name of the Related Party	Nature of transactions for which approval is required	Financial Year (FY) of transactions
1	ZF CV Systems Global GmbH (formerly WABCO Global GmbH)	Sales and purchase of products & services	FY 2021 - 2022 & FY 2022-2023
2	ZF CV Systems Europe BV	Rendering of services & Royalty payment	FY 2022 – 2023

2. To consider and to give assent / dissent to the following Special Resolution:

RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including any modification (s) thereto or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), Policy(ies) or guidelines and subject to the provisions of Memorandum and Articles of Association of the Company, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Listing agreement entered into by the Company with the Stock Exchanges and subject to approval of the Registrar of Companies and any other regulatory authorities, as may be applicable, consent of the Members of the Company be and is hereby accorded to change the name of the Company from WABCO India Limited to **"ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED"**.

RESOLVED FURTHER THAT the new name of the company be given effect from the date of issue of fresh "Certificate of Incorporation pursuant to change of name" by the Registrar of Companies and accordingly the present name "WABCO India Limited" wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the new name **"ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED"**.

RESOLVED FURTHER THAT Mr P Kaniappan, Managing Director, Mr R S Rajagopal Sastry, Chief Financial Officer and Ms. M Muthulakshmi, Company Secretary of the Company be and are hereby severally authorised to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of authority to appear before the office of the Registrar of Companies and other regulatory authorities, as may be required, to give effect to the foregoing resolution and to file required documents and information to the stock exchanges and such other authorities as may be required from time to time and to do all such acts, deeds, things as may be required in this connection.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Chennai
December 10, 2021

Sd/-
M Muthulakshmi
Company Secretary

Registered Office:

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

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Monday, December 13, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.wabco-auto.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://www.integratedindia.in/EmailUpdation.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN card to Integrated Registry Management Services Private Limited at srirams@integratedindia.in, if the shares are held in physical form.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date viz. 13th December, 2021 will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with relevant circular of SEBI on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Friday, December 17, 2021 and ends at 5:00 p.m. (IST) on Saturday, January 15, 2022.** Members desiring to exercise their vote should cast their vote during this period.
9. **The resolutions**, if approved, shall be **deemed to have been passed on** the last date of e-voting i.e. Saturday, **January 15, 2022**.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to tocvcs.info.india@zf.com.
11. In case of any queries related to Postal Ballot Notice, Members may write to cvcs.info.india@zf.com

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of Securities and Exchange Board of India on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility.

ii. **The e-voting facility will be available during the following period:**

Commencement of remote e-voting : From 09:00 a.m. (IST) on Friday, December 17, 2021

End of remote e-voting : At 05:00 p.m. (IST) on Saturday, January 15, 2022.

The facility for voting through electronic means will be disabled for voting by NSDL at 5.00 pm on January 15, 2022. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. Please refer to the instructions in regard to remote e-voting.

The results of the Voting by postal ballot will be announced on or before Tuesday, 18th January, 2022 at 16.00 Hours at the registered office of the Company at Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate, Chennai 600 058 and the results will also be displayed at the website of the Company (www.wabco-auto.com).

In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in .

iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

INFORMATION AND INSTRUCTIONS RELATING TO 'E-VOTING'

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. **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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in.**
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sivapazham at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to srirams@integratedindia.in / cvcs.info.india@zf.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to srirams@integratedindia.in / cvcs.info.india@zf.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Item No.1

ZF CV Systems Global GmbH, Bern, Switzerland (formerly WABCO Global GmbH) and ZF CV Systems Europe BV, are related parties as defined in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being fellow subsidiaries of the ultimate holding company i.e. ZF Friedrichshafen AG.

WABCO as part of the global reorganization has formed the new global headquarters company in Bern, Switzerland. ZF CV Systems Global GmbH (formerly WABCO Global GmbH) took over the global Head Quarters (HQ) functions from ZF CV Systems Europe BV, Belgium (formerly WABCO Europe BVBA). Additionally, ZF CV Systems Global GmbH is becoming the Principal Manufacturer of new Autonomous, Electric and Connected products (ACE Products) and will act as a master distributor for cross-regional sales of existing WABCO products.

The reorganization enables Commercial Vehicle Systems (CVS) Division to accelerate the global technology strategy and provide greater clarity in business results reporting as it improves the ability to distinguish between the global versus regional costs and revenues, therefore enhancing accountability and performance across CVS Division. Also, ZF CV Systems Global GmbH has taken over the development and funding of the ACE Products, starting from 2019, whereas ZF CV Systems Europe BV remains the center of excellence and owner of Intellectual Property regarding WABCO's existing products (Classic Products). Further, ZF CV Systems Global GmbH has secured the rights from ZF CV Systems Europe BV for manufacture and export (Classic Products) to WABCO India Limited.

ZF CV Systems Global GmbH is going to be the major overseas customer of the Company, since, all the purchase and sale transactions executed earlier with ZF CV Systems Europe BV & other ZF Group affiliates are proposed to be henceforth executed through ZF CV Systems Global GmbH instead of through ZF CV Systems Europe BV and other ZF group affiliates. This change is due to the re-organization of CVS division.

Transactions entered with ZF group (erstwhile WABCO Group) for the FY 2020-21, are as set out below (more details are available in 17th Annual Report of the Company):

Sl. No.	Nature of transactions	Amount (Rs. In lakhs)
1.	Sale of Products	61,740.85
2.	Purchase of Goods	6,099.49
	Total (A)	67,840.34
3.	Services Received – Royalty	4,098.90
4.	Rendering of Services	16,167.76
	Total (B)	20,266.66

As per Regulation 23(1) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), transaction with a related party shall be considered material if the transactions to be entered individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Such material related party transactions shall require approval of the Shareholders of the Company through an ordinary resolution.

The Company presently makes transactions in the nature of purchases/ sales of products and rendering/ receiving services with ZF CV Systems Europe BV (formerly known as WABCO Europe BVBA) and other ZF Affiliates. Since the transactions with ZF CV Systems Europe BV during the financial year ending 31st March 2022 (FY 2021-22) was expected to exceed 10% of the Company's turnover for the financial year ended 31st March 2021 (FY 2020-21), approval under Regulation 23(4) of the Listing Regulations was duly obtained at the 17th Annual General Meeting held on 24th September, 2021.

In view of the Global re-organisation of the CVS, all purchases and sale of products are proposed to be effected through ZF CV Systems Global GmbH from the fourth quarter of FY 2021-22 and since this, along with the transactions already entered into with the said entity during FY 2021-22, is likely to exceed Rs. 19024 Lakhs (which is 10% of the turnover of Rs. 190,239 Lakhs for the financial year ended 31st March 2021), approval is being sought for the same.

The Company also proposes to enter into material transactions with each of the two related parties, namely ZF CV Systems Global GmbH (purchases and sales) and ZF CV Systems Europe BV (rendering of services and royalty payment for receipt of services) during the financial year ending 31st March 2023, which requires prior approval of the shareholders in view of the amendment to Regulation 23(4) of the Listing Regulations which takes effect from 1st April 2022.

Considering this, approval of the members is being requested for the transactions entered / to be entered for the financial year ending 31st March 2022 with ZF CV Systems Global GmbH and for the transactions proposed to be entered into with ZF CV Systems Global GmbH and ZF CV Systems Europe BV during the financial year ending 31st March 2023.

All transactions with ZF CV Systems Global GmbH and ZF CV Systems Europe BV are/ will be in ordinary course of business and are done on arms-length basis.

The material terms of the transactions of the Company with ZF CV Systems Global GmbH are:

- a) Credit Terms:- both Sales& Purchases: 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
- d) Expenditure reimbursements at actuals.

As per the prevailing transfer pricing regime and practice across the globe, ZF CV Systems Europe BV charges a royalty to WABCO India Ltd., at the rate of 4% of net sales [total product sales (less) inter-company sales (less) inter-company purchases] for the products manufactured by the Company using WABCO Technology and for the knowhow and best practices of ZF CV Systems Europe BV that have been adopted and implemented by the Company.

Hence, the ordinary resolution at Item No. 1 of the postal ballot notice is being placed. Voting by related parties on the ordinary resolution will be governed by the applicable provisions of the Listing Regulations.

Mr. Alexander De bock, Director of the Company, being the Managing Director in the ZF CV Systems

Global GmbH and Mr. Philippe Colpron, Director of the Company, being a Director in the ZF CV Systems Europe BV, may be deemed to be interested in the above resolution in respect of the transactions with the respective entities. 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 pre approved by the audit committee. The Board of Directors recommends this resolution to the members for approval.

Item No. 2

WABCO Group was taken over by the ZF Group in May 2020 and the consequent integration process is underway and is expected to be over by January 2022. WABCO was the leading global supplier of braking control systems and other advanced technologies that improve the safety, efficiency and connectivity of commercial vehicles and the Company's products fall under the category of Commercial Vehicle Control Systems. As part of the integration process, WABCO entities are being renamed to be in line with the ZF integration strategy and WABCO will now operate under the ZF brand as its new Commercial Vehicle Control Systems division.

Pursuant to the approval accorded by the Board of Directors of the Company at their Meeting held on 26th October, 2021, the Company had applied for the proposed name of "**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**" with the MCA, Central Registration Centre. Pursuant to the Company's application filed with them, MCA, Central Registration Centre vide their letter dated 3rd December, 2021 have made available the name **ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED** for a period of 60 days from 3rd December, 2021. The Board of Directors of the Company at their Meeting held on 10th December, 2021 has approved the Change of Name and consequent alteration in the Memorandum and Articles of Association of the Company, subject to the consent of the shareholders of the Company by way of postal ballot and then the Registrar of Companies.

Further, Regulation 45 of the Listing Regulations prescribes certain conditions to be fulfilled for changing the name of a company and provide a certificate that the Company is in compliance with the relevant conditions as applicable to it. In this regard, a certificate from Mr. C Vinodh Kumar, Partner of M/s. Vinodh & Muthu, Chartered Accountants, (Membership No. 232485), with respect to the compliance with the conditions as mentioned under Regulation 45(1) of Listing Regulations is attached to this Notice.

Hence, the approval of the Members is being sought by way of Postal Ballot through Remote e-voting for change of the name of the Company from 'WABCO India Limited' to "**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**" and the consequent changes in the Memorandum and Articles of Association of the Company in compliance with the provisions of Section 13, 108, 110 and other applicable provisions of the Companies Act, 2013.

The aforesaid amendment will also be subject to the approval of the Registrar of Companies and any other statutory or regulatory authority, as may be necessary.

The existing Memorandum and Articles of Associations of the Company as well as the Memorandum and Articles of Associations with the proposed amendments and other related documents will be available for online inspection on all days except for Saturday and Sunday, during the Remote e-voting period. The documents shall also be available for inspection at the Registered Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting, subject to restrictions imposed by the State / Central Government in view of the Covid-19 pandemic. Members who wish to inspect the documents are requested to send an e-mail to cvc.info.india@zf.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the Resolution set forth at Item No. 2 of the Notice for consent of the Members by way of Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

Chennai
December 10, 2021

Sd/-
M Muthulakshmi
Company Secretary

Registered Office:

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

Certificate of compliance in terms of Regulations 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for change of name of WABCO India Limited

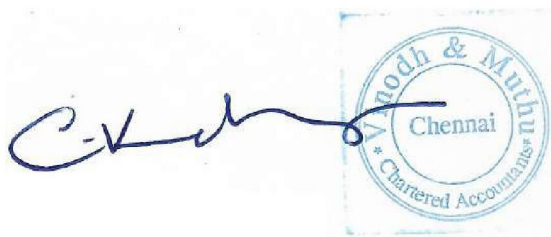
TO WHOM IT MAY CONCERN

We, Vinodh and Muthu, Chartered accountants have verified the relevant records and documents of M/s. WABCO India Limited (“the Company”) for the purpose of ascertaining its compliance with regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) with respect to its change of name from “**WABCO India Limited**” to “**ZF Commercial Vehicle Control Systems India Limited**”

In accordance with the information and explanations given to us and based on our examination of the records and documents of the company, we hereby confirm and certify that the company is complied with following conditions as specified in Regulation 45(1) of the Listing Regulation:-

- (a) time period of at least one year has elapsed from the last name change – Not Applicable;
The name of the Company had changed from WABCO – TVS (INDIA) Limited to WABCO INDIA LIMITED in the year 2011
- (b) at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name – There is no change in activity of the Company
- (c) the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity – Not Applicable.

Signature



Name	C Vinodh Kumar
Membership No.	232485
Firm Name	Vinodh & Muthu, Chartered Accountants
UDIN	21232485AAAAEA8186
Certificate No.	748/2122
Date.	10-December-2021