

14<sup>th</sup> January, 2015

THE MANAGER  
LISTING DEPARTMENT  
BSE LIMITED  
PHIROZE JEEJEEBHAY TOWERS  
DALAL STREET  
MUMBAI – 400 001.  
Dear Sirs,

Fax No.022 2272 3121 / 2037 / 2039  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Scrip Code: 533023

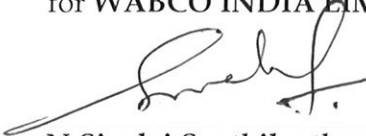
Sub : Compliance with Clause 49 of Listing Agreement  
Ref : Scrip Code: 533023

In terms of Clause 49 of Listing Agreement including amendments made thereto from time to time, we enclosing the statement of quarterly compliance report on Corporate Governance in the prescribed format for the quarter ended 31<sup>st</sup> December, 2014

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
for **WABCO INDIA LIMITED**



**N Sivalai Senthilnathan**  
General Manager – Finance and Company Secretary

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

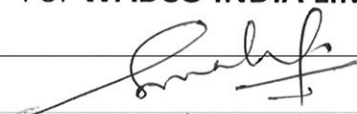
Name of the Company: **WABCO INDIA LIMITED, CHENNAI**

Quarter ended on: **31<sup>st</sup> December, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A	
<b>VI. Risk Management</b>	49 (VI)	Yes	Clause VI(C) is not applicable to the company
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Aggregate of all transactions with WABCO Europe BVBA, a related party, during nine months ended 31.12.2014 was Rs. Rs.14321 which is 12.89% of the turnover of the Company for the financial year ended 31.3.2014
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Disclosure of resignation of directors	49 (VIII F)	Yes	
(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
(H) Disclosures in the Annual report	49 (VIII H)	Yes	Will be complied in the next Annual Report
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be complied in the next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	

For **WABCO INDIA LIMITED**



N. Sivalai Senthilnathan

GM - Finance & Company Secretary