

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ended on: **31st March, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	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	
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A	
VI. Risk Management	49 (VI)	Yes	Clause VI(C) is not applicable to the company
VII. Related Party Transactions	49 (VII)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Aggregate of sale of products and availing of services from WABCO Europe BVBA, a related party, during last financial year ended 31.03.2015 exceeds 10% of the turnover of the Company for the financial year ended 31.3.2014 and considered to be material transaction as per Listing Agreement
(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	
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	

For **WABCO INDIA LIMITED**



N. Sivalai Senthilnathan
GM - Finance & Company Secretary