

13<sup>th</sup> October 2016

The Manager  
Listing Agreement  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Fax No.022 22723121 / 2037 / 2039  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
**Scrip code: 533023**

The Manager  
Listing Agreement  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G  
Bandra – Kurla Complex  
Bandra (E), Mumbai 400 051

Fax No.022 265982337 / 38  
[cmlist@nse.co.in](mailto:cmlist@nse.co.in)  
**Scrip code: WABCOINDIA**

Dear Sirs,

**Sub: Compliance with Regulation 27(2) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015**

In terms of Regulation 27(2) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, we are enclosing the statement of quarterly compliance report on corporate governance in the prescribed format for the quarter ended 30<sup>th</sup> September 2016.

Kindly acknowledge the receipt

Thanking you,

Yours faithfully  
For WABCO INDIA Limited



M C Gokul  
Company Secretary

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **WABCO India Limited**  
 2. Quarter ending - **30-Sep-2016**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	MUTHUSWAMI LAKSHMINARAYAN	00064750	AAXPL6125G	ID,C & NED	01-Apr-2014		6	5	3	1
Mr.	NARAYAN KEELVEEDHISESHADRI	00053563	AAVPS2486D	NED,ID	01-Apr-2014		8	6	6	3
Ms.	LAKSHMINAVENU	02702020	ABFPL6832M	NED,ID	19-May-2016		0.5	3	1	0
Mr.	PERIARUPANAD	02696192	AADPK7915M	ED	17-Jun-2014			1	1	0

	AR KANI APPA N									
Mr.	SOLI S GON ZALE Z JORG E EDU ARD O	07 11 97 01	ZZZ ZZ9 999 Z	NED	20-May- 2015			1	0	0
Ms.	BRO WN LISA JANE	07 05 33 17	ZZZ ZZ9 999 Z	NED	23-Jan- 2015			1	1	1
Mr.	SEAN ERNE ST DEAS ON	07 33 47 76	ZZZ ZZ9 999 Z	NED	09-Nov- 2015			1	1	0
Mr.	NAR AYA NAS WA MI SHIV ARA M	07 32 77 42	AA WP S90 25R	NED	09-Nov- 2015			1	0	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member
2	NARAYAN KEELVEEDHI SESHADRI	NED,ID	Chairperson
3	SEAN ERNEST DEASON	NED	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	PERIAKARUPA NADAR KANIAPPAN	ED	Member
2	BROWN LISA JANE	NED	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
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<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member
2	NARAYAN KEELVEEDHI SESHADRI	NED,ID	Chairperson
3	SOLIS GONZALEZ JORGE EDUARDO	NED	Member
4	BROWN LISA JANE	NED	Member

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
04-Apr-2016		69
19-May-2016	28-Jul-2016	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
28-Jul-2016	YES	19-May-2016		69
28-Jul-2016	YES	19-May-2016		
28-Jul-2016	YES	19-May-2016		

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **M C Gokul**  
**Designation** : **Company Secretary**

**ANNEXURE III**

**Affirmations**

<b><i>Broad Heading</i></b>	<b><i>Regulation Number</i></b>	<b><i>Compliance Status</i></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name** : **M C Gokul**  
**Designation** : **Company Secretary**