

9th January 2017

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

Fax No.022 22723121 / 2037 / 2039
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
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 31st December 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 - **31-Dec-2016**

I. Composition of Board of Directors										
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	6	3	1
Mr.	NARAYAN KEELVEEDHISESHADRI	00053563	AAVPS2486D	NED,ID	01-Apr-2014		8	6	7	3
Ms.	LAKSHMINAVENU	02702020	ABFPL6832M	NED,ID	19-May-2016		0.8	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

Audit Committee			
<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

Stakeholders Relationship Committee			
<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

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

Nomination and Remuneration Committee			
--	--	--	--

<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

III. Meeting of Board of Directors		
<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>
28-Jul-2016	08-Nov-2016	102

IV. Meeting of Committees				
<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>
				102
Audit Committee	08-Nov-2016	Yes	28-Jul-2016	
Stakeholders Relationship Committee	08-Nov-2016	Yes	28-Jul-2016	

V. Related Party Transactions	
<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:

--

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