

14<sup>th</sup> July 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  
[cmllist@nse.co.in](mailto:cmllist@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> June 2016.

Kindly acknowledge the receipt

Thanking you,

Yours faithfully  
For WABCO INDIA Limited



M C Gokul  
Company Secretary

<b>General information about company</b>	
Scrip code	533023
Name of the entity	WABCO INDIA LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Quarterly
Date of Report	30-06-2016
Risk management committee	Not Applicable

Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Disclosure of notes on composition of board of directors explanatory														
Is there any change in composition of board of directors compare to previous quarter														
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number 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	Notes
1	Mr	MUTHUSWAMI LAKSHMINARAYAN	AAXPL6125G	00064750	Non-Executive - Independent Director	Chairperson		01-04-2014		68	5	3	1	
2	Mr	NARAYAN KEELVEEDHI SESHURI	AAVPS2486D	00053563	Non-Executive - Independent Director	Not Applicable		01-04-2014		97	6	6	3	
3	Ms	LAKSHMI VENU	ABFPL6832M	02702020	Non-Executive - Independent Director	Not Applicable		19-05-2016		2	3	1	0	
4	Mr	PERIAKARUPA NADAR KANIAPPAN	AADPK7915M	02696192	Executive Director	Not Applicable	CEO-MD	17-06-2014			1	1	0	

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number 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	Notes
5	Mr	SOLIS GONZALEZ JORGE EDUARDO	ZZZZZ9999Z	07119701	Non-Executive - Non Independent Director	Not Applicable		20-05-2015			1	0	0	Textual Information(1)
6	Ms	BROWN LISA JANE	ZZZZZ9999Z	07053317	Non-Executive - Non Independent Director	Not Applicable		23-01-2015			1	1	1	Textual Information(2)
7	Mr	SEAN ERNEST DEASON	ZZZZZ9999Z	07334776	Non-Executive - Non Independent Director	Not Applicable		09-11-2015			1	1	0	Textual Information(3)
8	Mr	NARAYANASWAMI SHIVARAM	AAWPS9025R	07327742	Non-Executive - Non Independent Director	Not Applicable		09-11-2015			1	0	0	

<b>Text Block</b>	
Textual Information(1)	He is the Foreign National, Hence PAN Details are Not Available
Textual Information(2)	She is the Foreign National, Hence PAN Details are Not Available, Chairperson of Stakeholders Relationship Committee
Textual Information(3)	He is the Foreign National, Hence PAN Details are Not Available

<b>Annexure 1</b>					
<b>II. Composition of Committees</b>					
Disclosure of notes on composition of committees explanatory					
Is there any change in composition of committees compare to previous quarter					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	NARAYANAN KEELVEEDHI SESHDRI	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	MUTHUSWAMI LAKSHMINARAYAN	Non-Executive - Independent Director	Member	
3	Audit Committee	SEAN ERNEST DEASON	Non-Executive - Non Independent Director	Member	
4	Stakeholders Relationship Committee	BROWN LISA JANE	Non-Executive - Non Independent Director	Chairperson	
5	Stakeholders Relationship Committee	PERIAKARUPPA NADAR KANIAPPAN	Executive Director	Member	
6	Nomination and remuneration committee	NARAYANAN KEELVEEDHI SESHDRI	Non-Executive - Independent Director	Chairperson	
7	Nomination and remuneration committee	MUTHUSWAMI LAKSHMINARAYAN	Non-Executive - Independent Director	Member	
8	Nomination and remuneration committee	BROWN LISA JANE	Non-Executive - Non Independent Director	Member	
9	Nomination and remuneration committee	SOLIS GONZALEZ EDUARDO GEORGE	Non-Executive - Non Independent Director	Member	
10	Corporate Social Responsibility Committee	PERIAKARUPPA NADAR KANIAPPAN	Executive Director	Chairperson	

<b>Annexure 1</b>					
<b>II. Composition of Committees</b>					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Corporate Social Responsibility Committee	BROWN LISA JANE	Non-Executive - Non Independent Director	Member	
12	Corporate Social Responsibility Committee	MUTHUSWAMI LAKSHMINARAYAN	Non-Executive - Independent Director	Member	

<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	29-01-2016		
2		04-04-2016	65
3		19-05-2016	44



<b>Annexure 1</b>						
<b>IV. Meeting of Committees</b>						
Disclosure of notes on meeting of committees explanatory						
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	19-05-2016	Yes		29-01-2016	110
2	Nomination and remuneration committee	19-05-2016	Yes		29-01-2016	110
3	Stakeholders Relationship Committee	19-05-2016	Yes		29-01-2016	110
4	Corporate Social Responsibility Committee	19-05-2016	Yes		29-01-2016	110

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Signatory Details</b>	
Name of signatory	M C GOKUL
Designation of person	Company Secretary
Place	CHENNAI
Date	14-07-2016

