

11th April 2018

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

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The Manager
Listing Department
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
Scip 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/year ended 31st March 2018.

Kindly acknowledge the receipt

Thanking you,

Yours faithfully
For WABCO INDIA Limited



M C Gokul
Company Secretary

MSEI Symbol	
Scrip code	533023
NSE Symbol	WABCOINDIA
MSEI Symbol	
ISIN	INE342J01019
Name of the entity	WABCO INDIA LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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 information of board of directors compare to previous quarter													Yes		
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 (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	MUTHUSWAMI LAKSHMINARAYAN	AAXPL6125G	00064750	Non-Executive - Independent Director	Chairperson		01-04-2014		48	6	5	1		
2	Mr	NARAYAN KEELVEEDHI SESHADRI	AAVPS2486D	00053563	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	6	5	3		
3	Ms	LAKSHMI VENU	ABFPL6832M	02702020	Non-Executive - Independent Director	Not Applicable		19-05-2016		23	3	1	0		
4	Mr	PERIAKARUPPA 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 (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes no provic DI
5	Mr	SOLIS GONZALEZ JORGE EDUARDO	ZZZZZ9999Z	07119701	Non-Executive - Non Independent Director	Not Applicable		20-05-2015			1	0	0	Textual Information(2)	
6	Ms	BROWN LISA JANE	ZZZZZ9999Z	07053317	Non-Executive - Non Independent Director	Not Applicable		23-01-2015			1	1	1	Textual Information(3)	
7	Mr	SEAN ERNEST DEASON	ZZZZZ9999Z	07334776	Non-Executive - Non Independent Director	Not Applicable		09-11-2015			1	1	0	Textual Information(4)	
8	Mr	NARAYANASWAMI SHIVARAM	AAWPS9025R	07327742	Non-Executive - Non Independent Director	Not Applicable		09-11-2015			1	0	0		

Text Block	
Textual Information(1)	HE IS A FOREIGN NATIONAL AND HENCE PAN DETAILS ARE NOT AVAILABLE
Textual Information(2)	SHE IS A FOREIGN NATIONAL AND HENCE PAN DETAILS ARE NOT AVAILABLE
Textual Information(3)	HE IS A FOREIGN NATIONAL AND HENCE PAN DETAILS ARE NOT AVAILABLE

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00053563	NARAYAN KEELVEEDHI SESHADRI	Non-Executive - Independent Director	Chairperson	
2	00064750	MUTHUSWAMI LAKSHMINARAYAN	Non-Executive - Independent Director	Member	
3	07334776	SEAN ERNEST DEASON	Non-Executive - Non Independent Director	Member	

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00053563	NARAYAN KEELVEEDHI SESHADRI	Non-Executive - Independent Director	Chairperson	
2	00064750	MUTHUSWAMI LAKSHMINARAYAN	Non-Executive - Independent Director	Member	
3	07053317	BROWN LISA JANE	Non-Executive - Non Independent Director	Member	
4	07119701	SOLIS GONZALEZ EDUARDO GEORGE	Non-Executive - Non Independent Director	Member	

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07053317	BROWN LISA JANE	Non-Executive - Non Independent Director	Chairperson	
2	02696192	PERIAKARUPPA NADAR KANIAPPAN	Executive Director	Member	

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	02696192	PERIAKARUPPA NADAR KANIAPPAN	Executive Director	Chairperson	
2	07053317	BROWN LISA JANE	Non-Executive - Non Independent Director	Member	
3	00064750	MUTHUSWAMI LAKSHMINARAYAN	Non-Executive - Independent Director	Member	
4	02702020	LAKSHMI VENU	Non-Executive - Independent Director	Member	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
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	07-11-2017		
2		23-01-2018	76

Annexure 1							
IV. Meeting of Committees							
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	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	23-01-2018	Yes		07-11-2017	76	
2	Stakeholders Relationship Committee	23-01-2018	Yes		07-11-2017	76	

Annexure 1			
V. Related Party Transactions			
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	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
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

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	M C GOKUL
2	Designation	Company Secretary

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
2	Terms and conditions of appointment of independent directors	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
3	Composition of various committees of board of directors	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
6	Criteria of making payments to non-executive directors	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
7	Policy on dealing with related party transactions	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
11	email address for grievance redressal and other relevant details	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
12	Financial results	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
13	Shareholding pattern	Yes		http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	
2	Designation	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	M C GOKUL
2	Designation	Company Secretary

Signatory Details	
Name of signatory	M C GOKUL
Designation of person	Company Secretary
Place	CHENNAI
Date	10-04-2018

