

Corporate Governance Report

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **WABCO India Limited**
 2. Quarter ending - **30 September 2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mr.	MUTHUSWAMI LAKSHMINARAYAN	00064750	AAXPL6125G	ID,C & NED		25-Oct-2010	01-Apr-2019		18	07-Sep-1946	Yes	14-Aug-2019	7	6	7	3	AC,SC,NRC	
Mr.	MAHESH CHHABRIA	00166049	ADCPM8911H	ID		16-May-2020	16-May-2020		4	19-Apr-1964	NA		6	3	4	3	AC	
Ms	LAKSHMI VENU	02702020	ABFPL6832M	ID		19-May-2016	19-May-2016		52	16-Apr-1983	NA		3	1	3	0	AC,NRC	
Mr.	PERIAKARUPA NADAR KANIAPPAN	02696192	AADPK7915M	ED	MD	17-Jun-2009	17-Jun-2019		15	12-Mar-1960	NA		1	0	1	0	SC,RC	
Mr.	BROWN LISA JANE	07053317	ZZZZZ9999Z	NED		23-Jan-2015	27-Jul-2018	31-Aug-2020	0	10-Mar-1978	NA		1	0	0	0	AC,SC,NRC	She is the Foreign National, Hence PAN Details are Not Available
Mr.	PHILIPPE COLPRON	08344534	ZZZZZ9999Z	NED		29-Jan-2019	14-Aug-2019		0	24-Jul-1978	NA		1	0	2	0	RMC	He is the Foreign National, Hence PAN Details are Not Available
Mr.	CHRISTIAN	08344547	ZZZZZ9999Z	NED		29-Jan-	14-Aug-		0	06-Jun-	NA		1	0	0	0	RMC,NRC	He is the

	BRENNEKE					2019	2019			1974								Foreign National, Hence PAN Details are Not Available
Mr.	ALEXANDER DE BOCK	08745365	ZZZZZ9999Z	NED		22-Sep-2020	25-Sep-2020		0	23-Nov-1976	NA		1	0	0	0		He is the Foreign National, Hence PAN Details are Not Available

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MAHESH CHHABRIA	ID	Chairperson	22-May-2020	
2	LAKSHMI VENU	ID	Member	19-Mar-2020	
3	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member	04-Apr-2016	
4	BROWN LISA JANE	NED	Member	19-Mar-2020	31-Aug-2020

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Chairperson	29-Jan-2019	
2	PERIAKARUPA NADAR KANIAPPAN	ED	Member	17-Jun-2014	
3	BROWN LISA JANE	NED	Member	09-Nov-2015	31-Aug-2020

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	R S RAJAGOPAL SASTRY	MEMBER	Member	29-Jan-2019	
2	V RAMANANTHAN	MEMBER	Member	29-Jan-2019	
3	PERIAKARUPA NADAR KANIAPPAN	ED	Member	29-Jan-2019	
4	PHILIPPE COLPRON	NED	Member	19-Mar-2020	
5	CHRISTIAN BRENNEKE	NED	Chairperson	19-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member	20-May-2014	
2	LAKSHMI VENU	ID	Chairperson	19-Mar-2020	
3	BROWN LISA JANE	NED	Member	09-Nov-2015	31-Aug-2020
4	CHRISTIAN BRENNEKE	NED	Member	19-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
22-May-2020	12-Aug-2020	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present

Audit Committee	22-May-2020	12-Aug-2020	Yes	4	3
Stakeholders Relationship Committee	22-May-2020	12-Aug-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

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) - **Yes**
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**

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

--

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