

21st April 2017

The Manager
Listing Department
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 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
Scrip code: WABCOINDIA

Dear Sirs,

Sub: Reconciliation of Share Capital Audit Report

Enclosing the Reconciliation of Share Capital Audit Report issued by Mr. K Sriram, Partner, M/s S Krishnamurthy & Co., for the Quarter ended 31st March 2017.

Kindly acknowledge the receipt

Thanking you,

Yours faithfully
For WABCO INDIA Limited



M C Gokul
Company Secretary



S. Krishnamurthy & Co., Company Secretaries

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

{In terms of Circular Nos. D&CC/FITTC/CIR-16/2002 dated 31st December 2002 & CIR/MRD/DP/30/2010 dated 6th September 2010, issued by the Securities and Exchange Board of India (SEBI) and Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996}

We have carried out a "**Reconciliation of Share capital Audit**" for the **quarter ended 31st March 2017**, for the purpose of reconciling the total admitted capital with both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital in respect of **WABCO INDIA LIMITED** ('the company').

In this connection, we have examined the Register of Members, the beneficiary position details furnished by the depositories and other data / records / documents (both in physical form and in the computer system) maintained by **Sundaram-Clayton Limited, share transfer agents to the company**, and produced for our verification.

We hereby certify that, in our opinion and to the best of our knowledge and according to the information and explanations furnished to us and based on such verification as we considered necessary, the aggregate number of equity shares of the company held in dematerialised form in NSDL and CDSL and in physical form, **tallies** with the total number of equity shares in the issued, paid-up, listed and admitted capital of the company, **as on 31st March 2017**.

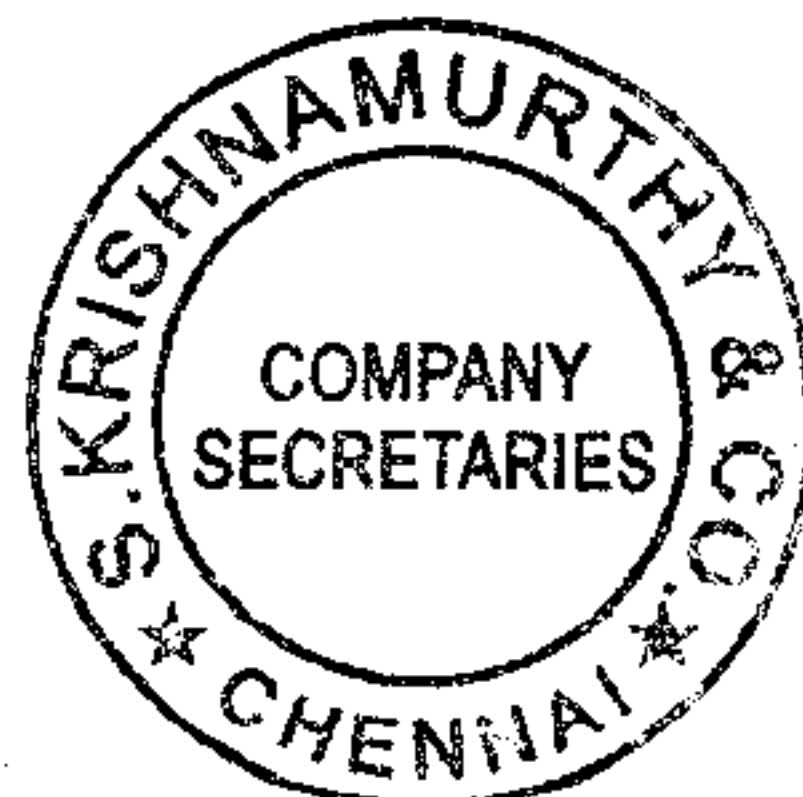
We are furnishing the details vide "**Reconciliation of Share capital Audit Report**" Annexure, in respect of the said quarter.

For **S. KRISHNAMURTHY & CO.**
Company Secretaries

K. SRIRAM

Partner

C.P. No.2215



Place: Chennai

Date: **17th April 2017**



S. Krishnamurthy & Co.,
Company Secretaries

ANNEXURE

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

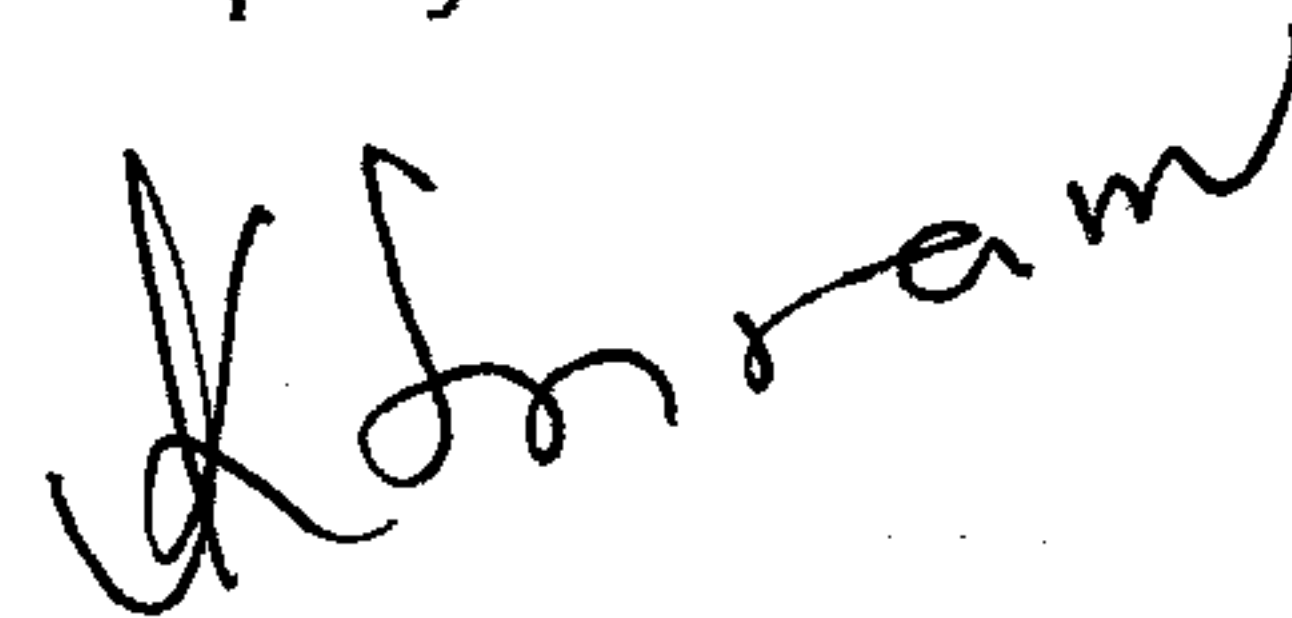
[Under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996]

1.	For quarter ended	31st March 2017					
2.	ISIN	INE342J01019					
3.	Face value	Rs.5/- per share					
4.	Name of the company	WABCO INDIA LIMITED					
5.	Registered office address	Plot No.3 (SP), III Main Road, Ambattur Industrial Estate, Chennai – 600 058.					
6.	Correspondence address						
7.	Telephone & Fax Nos.	Telephone:	044 - 4224 2000 / 3090 2600				
		Fax:	044 - 4224 2009 / 3090 2609				
8.	E-mail address	gokul.mc@wabco-auto.com					
9.	Names of the stock exchanges where the company's securities are listed	(a) BSE Limited (b) National Stock Exchange of India Limited					
			Number of shares	% of total issued capital			
10.	Issued capital		1,89,67,584				
11.	Listed capital (Exchange-wise) (as per company records)						
	(a) BSE Limited		1,89,67,584				
	(b) National Stock Exchange of India Limited		1,89,67,584				
12.	Held in dematerialised form in CDSL		3,45,225	1.82			
13.	Held in dematerialised form in NSDL		1,84,20,063	97.11			
14.	Held in physical form		2,02,296	1.07			
15.	Total no. of shares (12+13+14)		1,89,67,584	100.00			
16.	Reasons for difference, if any, between (10 & 11), (10 & 15) and (11 & 15)	Not applicable					
17.	Certifying the details of changes in share capital during the quarter under consideration as per table below:						
	<i>Particulars</i> ***	<i>No. of shares</i>	<i>Applied / not applied for listing</i>	<i>Listed on stock exchanges (specify names)</i>	<i>Whether intimated to CDSL</i>	<i>Whether intimated to NSDL</i>	<i>In-principle approval pending for stock exchange (specify names)</i>
	No changes						
	***Rights, bonus, preferential issue, ESOP's, amalgamation, conversion, buyback, capital reduction, forfeiture, any other (to specify)						

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18.	Register of Members is updated (Yes / No). If not, updated upto which date?	Yes		
19.	Reference of previous quarter with regard to excess dematerialised shares, if any.	Nil		
20.	Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?	Not applicable		
21.	Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:			
	Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
	Confirmed after 21 days	Nil	Nil	Not applicable
	Pending for more than 21 days			
22.	Name, Telephone & Fax Nos. of the Compliance officer of the company	M.C. Gokul , Company Secretary Telephone: 044 - 4224 2000 / 3090 2600 Fax: 044 - 4224 2009 / 3090 2609		
23.	Name, Address, Telephone & Fax Nos., and Registration No. of the Auditor (Practising Company Secretary)	K. Sriram {C.P. No.2215} , Partner, M/s. S. Krishnamurthy & Co. , Company Secretaries "Shreshtam", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028. Telephone: 044 - 4207 4012 / 2461 1440 Fax: —		
24.	Appointment of common agency for share registry work. If yes, name & address.	Sundaram-Clayton Limited (SEBI registered Share Transfer Agent – Category II) "Jayalakshmi Estates", I Floor, No.29, Haddows Road, Chennai – 600 006.		
25.	Any other details that the Auditor may like to provide (e.g. BIFR company, delisting from stock exchange, company changed its name etc.)	Nil		

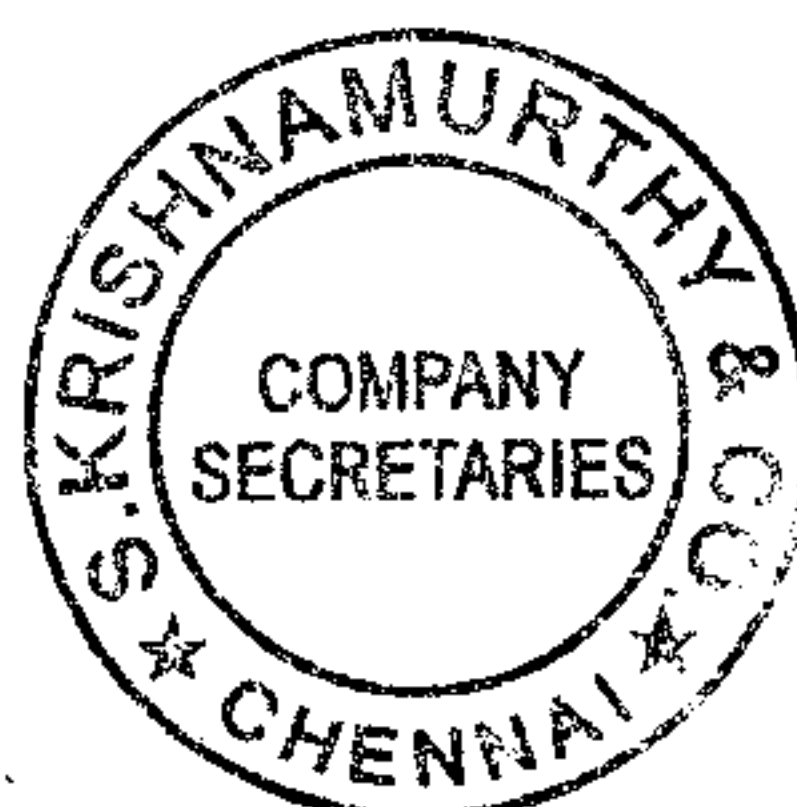
For **S. KRISHNAMURTHY & CO.**
Company Secretaries



K. SRIRAM

Partner

C.P. No.2215



Place: Chennai

Date: **17th April 2017**