

24th October 2016

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: Compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulation).

In terms of Listing Regulation, Mr K Sriram, Partner, M/s S Krishnamurthy & Co., Practising Company Secretaries conducted an audit of the share transfers, transmission, transposition & issue of consolidated and split certificates for the quarter/half year ended 30th September 2016.

We are enclosing the certificate issued by the Practising Company Secretary for your information and records.

In this connection, we would like to inform you that all the certificates lodged for transfer, transmission, transposition & issue of consolidated and split certificates have been delivered within the period stipulated under the Listing Regulation.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully
For WABCO INDIA Limited



M C Gokul
Company Secretary



S. Krishnamurthy & Co.,
Company Secretaries

CERTIFICATE

(under Regulation 40(9) & (11) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015)

We have examined all the relevant documents of **WABCO INDIA LIMITED**, produced before us by **Sundaram-Clayton Limited**, Share transfer agents to the company ('the RTA'), pertaining to transfer, transmission, transposition, and issue of consolidated and split certificates, of shares held in physical form, during the half-year from **1st April 2016 to 30th September 2016**.

Based on such examination, the information and explanation furnished to us by the company, its officers and agents, and to the best of our knowledge and belief, **we hereby certify** that, the RTA has, in respect of requests for *transfer, transmission, transposition, and issue of consolidated and split certificates, of shares held in physical form*, received and processed during the half-year from **1st April 2016 to 30th September 2016**:

1. Registered all the transfers in respect of which proper documents were lodged and despatched the share certificates with the transfers endorsed, within 30 days of lodgement, excluding the notice period of 15 days given to the transferor in cases where there were minor differences in the transferor's signature.
2. Registered all the transmissions for which proper documents were lodged and despatched the share certificates with the transmissions endorsed, within 30 days of lodgement.
3. Registered all the transpositions and despatched the share certificates with the transpositions endorsed, within 30 days of lodgement.
4. Despatched share certificates within 30 days of lodgement, for all the consolidation and split certificate requests.

For **S. KRISHNAMURTHY & CO.**

Company Secretaries

K. SRIRAM

Partner

C.P. No.2215

Place: Chennai

Date: **24th October 2016**

