

19th July 2014

To,
The Chairman,
WABCO India Limited
Plot No. 3 (SP), 3rd Main Road,
Ambattur Industrial Estate, Chennai-600058

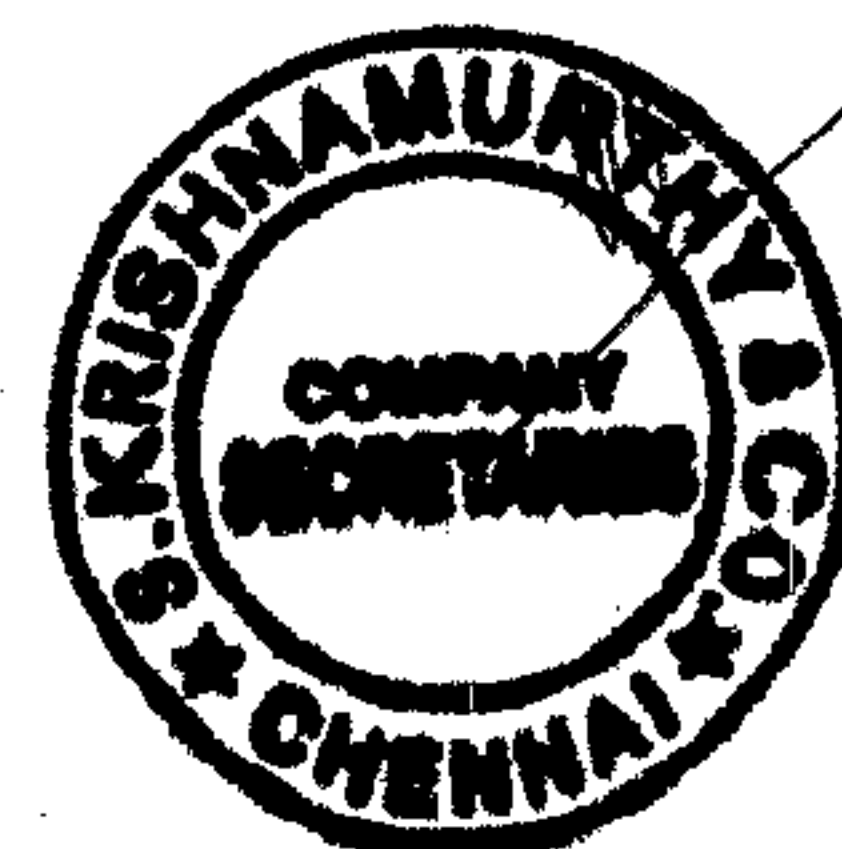
Dear Sir,

Sub: Electronic voting process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of **Scrutiniser's report**

The Board of Directors of your company have, vide a resolution passed on **29th April 2014**, decided to provide the members of your company a facility to exercise their right to vote on all the **9 (nine) resolutions** as set out in the Notice calling for the Annual General Meeting ("AGM") on **22nd July 2014**, by 'electronic means', and appointed me as a **Scrutiniser** for the said electronic voting process.

I submit my report as under:

1. **National Securities Depository Limited (NSDL)** was selected by the company to provide the e-voting platform.
2. **The despatch of notice of the AGM ("notice")** was completed on **26th June 2014** by registered book post to **9,964 members** whose names appeared in the **Register of Members/ List of Beneficial owners as on 20th June 2014** ("record date") and who had not provided any email address.
3. AGM notice was sent through electronic means by on **27th June 2014** to **6,413 members** whose names appeared in the **Register of Members/ List of Beneficial owners as on the record date** and who had provided email address for receipt of documents in electronic mode. In case of 33 such members, where the emails could not be delivered, AGM notices in physical form were despatched on **4th July 2014**.
4. The notice of the AGM:
 - (a) Mentioned that the business may be transacted through electronic voting system.
 - (b) Indicated the process and manner for voting by electronic means and mentioned **14th July 2014 (9.00 am) to 16th July 2014 (6.00 pm)** as the time period during which votes may be cast ("e-voting period").
5. NSDL provided the login id and also the password/ facility for generating password to enable casting of the vote electronically.
6. The company has published advertisements on **28th June 2014** in "**Business Line**" an English newspaper in English language and in "**Dinamani**" a Tamil newspaper in English language about having sent the AGM notice and also specifying therein the matters prescribed in the Rule with regard to e-voting.
7. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company and have prepared this report.
8. The shareholding stated in the electronic ballot was matched/ confirmed with Register of Members/ List of Beneficial owners as on the record date.



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9. The particulars of all the electronic votes cast by members of the company have been recorded by me electronically in a separate register maintained for the purpose.
10. A summary of the e-voting is given below:

Particulars	Number of shareholders/ ballots	Number of shares/ votes
Total votes/ eligible members	16,377	1,89,67,584

Resolution			Assent (For)		Dissent (Against)		
No	Nature	Subject matter	Number of valid votes	%	Number of valid votes	%	
1.	Ordinary	Adoption of financial statements for FY 2013-14	1,54,38,626	100.00	0	0.00	
2.	Ordinary	Declaration of dividend	1,56,82,688	100.00	0	0.00	
3.	Ordinary	Re-appointment of retiring director - Mr. Trevor Lucas	1,56,82,688	100.00	0	0.00	
4.	Ordinary	Appointment of M/s S.R. Batliboi & Associates LLP as auditors for 5 years	1,56,82,688	100.00	0	0.00	
5.	Ordinary	Approval of appointment of independent directors for a term of 5 years	Mr. M Lakshminarayan	1,56,82,676	100.00	0	0.00
6.	Ordinary		Mr. D E Udawadia	1,54,38,625	98.44	2,44,063	1.56
7.	Ordinary		Mr. Narayan K Seshadri	1,56,82,488	100.00	0	0.00
8.	Ordinary	Appointment of Mr. P Kanniappan as Managing Director for 5 years	1,56,78,642	100.00	0	0.00	
9.	Special	Profit-related commission to independent directors for 5 years	1,56,82,688	100.00	0	0.00	

11. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 22nd July 2014.

12. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

K. Sriram

K SRIRAM,
SCRUTINISER.

