

4th July, 2018

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

Scrip code: 533023
Fax No.022 22723121 / 2037 / 2039
corp.relations@bseindia.com

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra – Kurla Complex
Bandra (E), Mumbai 400 051

Scrip code: WABCOINDIA
Fax No.022 265982337 / 38
cmli@nse.co.in

Dear Sirs,

Sub: 14th Annual General Meeting for the Year ended 31st March, 2018

Enclosing herewith the Notice sent to the members for the 14th Annual General Meeting to be held on Friday, 27th July, 2018 including the attendance slip.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,
For **WABCO INDIA LIMITED**



M C Gokul
Company Secretary

Notice to the Members

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Company will be held at "The Narada Gana Sabha" (Sathguru Gnananandha Hall), No. 314, T.T.K. Road, Alwarpet, Chennai 600018 on Friday, the 27th day of July 2018 at 09.30 A.M. to transact the following business:

1. To consider and to give your assent or dissent to the following ordinary resolution

RESOLVED THAT the audited financial statement of the company for the financial year ended 31st March 2018 consisting of the balance sheet as at 31st March, 2018, the statement of profit and loss the cash flow statement and the statement of changes in equity for the year ended on that date and the explanatory notes annexed to or forming part thereof together with the reports of the Board of Directors and Auditors' thereon, be and are hereby adopted.

2. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Section 123 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Board of Directors of the Company, a dividend of ₹ 8/- per share on 1,89,67,584 equity shares of ₹ 5/- each fully paid up, which make up the entire paid-up equity capital of the Company, absorbing a sum of ₹ 1517.41/- lakhs, (excluding dividend tax) be and is hereby declared for the year ended 31st March, 2018, and the same be paid to the shareholders whose names appear in the register of members / record of the depositories of the Company as at the close of 20th July, 2018.

3. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT Lisa J Brown (DIN: 07053317), director liable to retire by rotation at this meeting be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

4. To consider and to give your assent or dissent to pass the following ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and out of pocket expenses at actuals, payable to Mr. A N Raman, Cost Accountant, having registration number M.5359, appointed by the Board of Directors

as Cost Auditor to audit the cost records of the Company for the financial year ending on 31st March 2019, be and is hereby ratified.

5. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT in terms of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, approval be and is hereby accorded to the related party transactions entered into by the company with WABCO Europe BVBA, a related party, during the Financial year ended 31st March 2018, and the related party transactions proposed to be entered into with WABCO Europe BVBA during the financial year ending 31st March 2019 as shown in the explanatory statement which transactions individually or taken together with previous transactions during the financial year, may exceed ten per cent of the annual turnover of the Company as per its last audited financial statement.

6. To consider and to give your assent or dissent to the following ordinary resolution:

RESOLVED THAT pursuant to Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification or re-enactment thereof and applicable clauses of the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board and in partial modification of the resolution at item 8 passed by the shareholders, at the 10th Annual General Meeting of the Company held on 22nd July 2014, approval of the shareholders of the Company be and is hereby accorded to the under mentioned increase in the remuneration payable to Mr. P Kaniappan, Managing Director (DIN 02696192), from 1st January 2018 subject to the condition that the board of directors, from time to time, may determine the quantum of individual items of his remuneration for each financial year not exceeding the maximum limits specified in each category:

1. Salary and Commission on Profits or Performance Linked Incentives or Bonus: Subject to a ceiling of INR 350 lakhs (Rupees three crores and fifty lakhs only) per annum.

RESOLVED FURTHER THAT the Supplemental Agreement dated 28th May 2018 between the Company

WABCO INDIA LIMITED

and Mr P Kaniappan incorporating the above increase in his remuneration, be and is hereby approved.

By order of the board

Chennai
28th May 2018

M C GOKUL
Company Secretary

Registered Office:
CIN:L34103TN2004PLC054667
WABCO India Limited
Plot No.3, (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058

Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy so appointed need not be a member of the Company.**

The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power of attorney shall be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special businesses to be transacted at the meeting is annexed hereto.
3. 20th July 2018, Friday would be the record date for determining the entitlement of the shareholders to the dividend for the year 2017-18.
4. Dividend of ₹ 8/- per share has been recommended by the Board of Directors for the year ended 31st March 2018 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on or before 1st August 2018.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by

the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or their Share Transfer Agent.

6. Under Section 124 read with Section 125 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the report on Corporate Governance forming part of the annual report.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2009-10, as on the date of the 13th Annual General Meeting (AGM) held on 18th September 2017 on the website of IEPF viz., www.lepf.gov.in and under "investor section" on the website of the Company viz., www.wabcoindia.com.

A separate reminder was also sent to those members having unclaimed dividends since 2009-10. Members who have not encashed their dividend warrants are advised to surrender the unencashed warrants immediately to the Company or the Share Transfer Agent and to claim the dividends.

7. Section 124 (6) was notified on 5th September 2016 along with the relevant rules therein on 5th September 2016 which mandates that all shares in respect of which dividend is remaining unpaid or unclaimed by the shareholder for a continuous period of seven years shall be transferred by the Company to the Investor Education & Protection fund in the manner prescribed. In this regard the Company had sent reminders to these shareholders as prescribed in the rules. Subsequently, transfer of 236 eligible folios constituting

13,387 shares to the IEPF account was done in March 2018 as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 issued on 13th October 2017.

Shareholders can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account through filing the e-form IEPF 5 and submitting the same along with relevant documents to the Company. Required instructions in this regard for claiming the shares are available on the website <http://www.iepf.gov.in>.

8. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
11. Members are requested to affix their signatures at the space provided on the attendance slip annexed to Proxy Form and hand over the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / Power of attorney authorizing their representatives to attend and vote at the AGM.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Details under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consent and declaration for their appointment.
14. Electronic copy of the Annual Report for the financial year ended 31st March 2018 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
15. Electronic copy of the Notice of the 14th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 14th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along-with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website: www.wabcoindia.com for download. Physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: investorcomplaintssta@scl.co.in / raman@scl.co.in / info.india@wabco-auto.com.
17. Voting through electronic means
 - I. In compliance with provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL): The instructions for e-Voting are as under:
 - II. Remote e-Voting means the facility of casting votes by a member using an electronic voting system from a place other than venue of general meeting;

- III. The members holding shares as on the "cut-off date" viz., 20th July, 2018 are eligible for voting either through electronic voting system or ballot.
- IV. The instructions for remote e-Voting by shareholders are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:
 - i. Open email and open PDF file viz; "wabcoindia e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password / PIN for e-Voting. Please note that the password is an initial password. You will not receive the pdf file if you are already registered with NSDL for e-Voting.
 - ii. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. Put user ID and password as initial Password / PIN noted in step (i) above. Click Login.
 - v. If you are logging in for the first time, please enter the user ID and Password provided in the attached pdf file as initial PASSWORD / PIN noted in step (i) above. Click Login.
 - vi. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - viii. Select "EVEN" of WABCO India Limited.
 - ix. Now you are ready for remote e-Voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:
 - i. Initial password is provided as below / at the bottom of the Attendance Slip for the AGM: EVEN (Remote e-Voting Event Number) USER ID PASSWORD / PIN
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- V. Voting at AGM: The members who have not cast their vote by Remote e-Voting can exercise their voting rights at the AGM. The Company will make arrangements for ballot papers in this regard at the AGM Venue.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No.022-24994600.
- VII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The Remote e-Voting period commences on 24th July 2018 (9:00 am) and ends on 26th July 2018 (5:00 pm) (three days). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th July 2018, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th July 2018.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th July 2018 may obtain the login ID and password by sending an email to evoting@nsdl.co.in by mentioning his Folio No. / DP ID and Client ID No.

WABCO INDIA LIMITED

- XI. A member may participate in the meeting even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the meeting.
 - XII. Mr K Sriram (Membership No. F6312 CP No.2215), Practising Company Secretary, Chennai has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
 - XIII. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than 48 hours of the conclusion of the meeting, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - XIV. The Chairman or a person authorized by him in writing shall declare the results forthwith.
 - XV. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wabcoindia.com immediately after the result is declared and simultaneously communicated to the stock exchanges where the shares of the Company are listed.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from 2 P.M. to 4 P.M. on all working days and including the date of the Annual General Meeting of the Company.
 18. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a brief profile of director, who is proposed to be re-appointed in this AGM, nature of his expertise in specific functional areas, his / her other directorships and committee memberships in listed entities, his / her shareholding and relationship with other directors of the company are given below:

Ms. Lisa J Brown

Ms. Lisa J Brown (DIN: 07053317), aged 40 years, is a Bachelor of Laws from the University of Derby, holds a Diploma in Legal Practice from Nottingham Law School and is a registered Trade mark Attorney and member of the Institute of Trade Mark Attorneys. She has served as an attorney in law firms in the United Kingdom from 2000-2006. Ms. Lisa J Brown Joined SSL International

Plc. London, United Kingdom in March 2006 and served as Group Head of Intellectual Property until October 2007 and subsequently as Group Head of Legal and Intellectual Property until March 2011. Following this role, Ms. Lisa J Brown held the position of Legal Director and Company Secretary for Pets at Home Limited, a national retailer in the United Kingdom, until November 2011. In February 2012, Ms. Lisa J Brown Joined WABCO Holdings Inc., as Senior Legal Counsel. In May, 2015, she was appointed as Vice-President Legal until June 2016, when she was appointed to her current role of Chief Legal Officer and Company Secretary of WABCO Holdings Inc.

She was appointed as a Director by the Board at their meeting held on 23rd January 2015 in casual vacancy caused due to the resignation of Mr. Michel E Thompson and was re-appointed at the annual general meetings held on 30th July 2015 and 29th July 2016. She is the Chairperson of the Stakeholders Relationship Committee, member of the Nomination and Remuneration Committee and the Corporate Social Responsibility Committee of the Company. She has attended 4 Board Meetings, 2 Nomination and Remuneration committee meetings, 4 Stakeholder Relationship Committee Meetings and 2 Corporate Responsibility Committee Meetings of the Company out of as many meeting held during the year.

She is not a director on any Board nor a Member of any committee of any other listed Company. She is a director of WABCO Foundation Brakes Pvt. Ltd. She does not hold any shares in the Company and she is not related to any other directors of the Company. Ms. Lisa J Brown is interested in the resolution set out as item No.3 of the notice since it relates to her own appointment as Director. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No.3. This statement may also be regarded as a disclosure under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Ms. Lisa J Brown is liable to retire by rotation at the 14th annual general meeting being eligible, has offered herself for reappointment.

By order of the board

Chennai
28th May 2018

M C GOKUL
Company Secretary

Registered office:
CIN: L34103TN2004PLC054667
Plot No 3 (SP), III Main Road
Ambattur Industrial Estate, Chennai 600 058.

WABCO INDIA LIMITED

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 4 of Companies (Cost Records and Audit) Rules, 2014 including amendments and re-enactments and clarifications issued by the Ministry of Corporate Affairs, the Company is required to appoint Cost Auditor to audit the cost records of the applicable products of the Company.

Based on recommendation of the audit committee at its meeting held on 28th May 2018, the Board has considered and approved the appointment of Mr. A.N Raman, as Cost Auditor for the financial year 2018-19 at a remuneration of ₹ 4,00,000 plus applicable taxes and reimbursement of out of pocket expenses at actuals. The remuneration payable to Mr. A. N Raman requires to be ratified by the Members at the forthcoming Annual General Meeting. Hence, the resolution is being proposed as item no. 4 of the Notice. None of the Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends this resolution for approval of the Members.

Item No. 5

WABCO Europe BVBA is a related party as defined in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since the Company is a fellow subsidiary of WABCO Europe, headquartered at Brussels, Belgium. WABCO Europe is one of the major overseas customers of the Company. The orders placed by WABCO Europe are progressively growing year after year. This coupled with seamless technology and technical knowhow supplied by them has significantly contributed to the increase in the Company's turnover and profits. During the year ended 31st March 2018 the following transactions were entered into with them:

(₹ In Lakhs)

S.No.	Nature of transaction	Amount
1.	Sale of Automotive Components	28,034.29
2.	Services rendered	11,011.32
3.	Fee for Royalty	7,029.80
4.	Reimbursement of Expenses	163.66
	Total	46,239.07

Total transactions as stated above amounts to about 20.37% of the turnover for the financial year 2016-17. Since this is in excess of the threshold limit of 10%, the transactions would be "material transactions" with a related party in terms of Regulation 23(1) of the SEBI

(Listing Obligations and Disclosure Requirement) Regulations, 2015.

Such material transactions require approval of the Shareholders of the Company through an ordinary resolution. Anticipating that the total transactions with M/s WABCO Europe BVBA during the year 2017-18 would cross the threshold of 10% of the turnover for the year 2016-17, the shareholders had accorded approval for the anticipated transactions beyond the 10% limit at the previous Annual General Meeting held on 18th September 2017.

Similarly, the Company expects further growth in similar transactions with WABCO Europe BVBA during the course of the financial year ending 31st March 2019, which are also likely to be "material transactions" i.e. transactions are likely to exceed ₹ 266 Crores (10% of 2660 Crores - turnover of 2017-18). Hence approval of the members is being sought to the above material related party transactions entered into for the financial year ended 31st March 2018 and to the similar transactions proposed to be entered into by the company with WABCO Europe during the course of the financial year ending 31st March 2019.

Pursuant to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, such approval of members is to be obtained by an ordinary resolution. Hence, the ordinary resolution at Item No.5 of the notice. Voting by related parties on the ordinary resolution will be governed by the applicable provisions of the Listing Regulation. The material terms for the agreements which have been entered into by the Company with WABCO Europe are: a) Credit terms of 90 days from the date of invoice; b) Warranty for the period of 12 months for the product specifications; c) Mark-up on cost of raw materials, conversion cost and other relevant expenses and d) Royalty @4% on total product sales (less) inter-company purchases (less) inter-company sales e) reimbursements at actuals.

Mr. Jorge Solis and Ms. Lisa J Brown may be deemed to be interested in the above resolution by virtue of them being directors of WABCO Europe BVBA. None of the other directors of the Company and key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise in this item of business, All related party transactions are preapproved by the audit committee. Board recommends this resolution to the members for their approval.

WABCO INDIA LIMITED

Item No. 6

The shareholders had approved the appointment of Mr. P Kaniappan as a Whole-time Director for a period of 5 years from 17th June 2009 and also payment of remuneration to him at the 5th Annual General Meeting held on 24th September 2009 and subsequently increased the remuneration through resolutions at the 6th and 8th Annual General Meeting of the shareholders. Further the shareholders had approved the appointment of Mr. P Kaniappan as a Managing Director for a period of 5 years from 17th June 2014 and also payment of remuneration.

Approval of members is being sought for increasing the limits of remuneration payable to Mr. P Kaniappan from the present limits as set out through the shareholder resolution dated 17th June 2014. The Board of Directors at its meeting held on 17th May 2018 has recommended increasing the limits of remuneration as recommended by the Nomination and Remuneration Committee subject to the shareholder approval.

In line with the general increase in remuneration payable to senior executives of the Company, considering the increase in his duties, functions and responsibilities and in recognition of the valuable services provided by him, the board of directors, at their meeting held on 17th May 2018, have recommended increase in remuneration payable by way of salary and commission on net profits or performance linked incentive or bonus by increasing the present ceiling of ₹ 150 lakhs per annum to ₹ 350 lakhs per annum effective 1st January 2018 up to the expiry of his tenure as Managing Director.

The terms and conditions proposed (fixed by the Board of Directors at its meeting held on 17th May, 2018) are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record for an important position as that of the Managing Director. Considering the responsibility

shouldered by him of the enhanced business activities of the Company, the proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

The increase in remuneration of Mr P Kaniappan is well within the limits prescribed under Schedule V of the Companies Act, 2013. All other terms and conditions of his appointment viz. perquisites and other benefits or amenities, upto a sum of ₹ 50 lakhs per annum, telephone at residence, car for use, participation in M/s. WABCO Holdings Inc., stock option schemes, Company's contribution to provident fund and pension benefits as approved by the shareholders at the 10th Annual General Meeting of the Company held on 22nd July 2014, remain unchanged. The proposed increase in limit is subject to the approval of the shareholders in a General Meeting. In view of the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at item no.7 of the accompanying Notice for the approval of the Members.

A Supplemental Agreement dated 28th May 2018 has been entered into by the Company with Mr P Kaniappan incorporating the above increase in his remuneration. Copy of the Agreement referred to in the resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

Except Mr. P Kaniappan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

By order of the board

Chennai
28th May 2018

M C GOKUL
Company Secretary

WABCO INDIA LIMITED

Regd. Office: Plot No.3 (SP), III Main Road, Ambattur Industrial Estate, Chennai – 600 058.
CIN: L34103TN2004PLC054667, Email: investorscomplaintssta@scl.co.in
Phone: 044-4224 2000, Fax: 044-4224 2009

ATTENDANCE SLIP

DP Id* & Client id
NAME AND ADDRESS OF THE MEMBER

Folio No.

No. of Shares

I / We hereby record my / our presence at the 14th ANNUAL GENERAL MEETING of the Company to be held on Friday, July 27, 2018 at 9.30 A.M. at Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No.254), TTK Road, Alwarpet, Chennai-600 018.

Name of the Shareholder/Proxy

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

FORM No.: MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

WABCO INDIA LIMITED

Regd. Office: Plot No.3 (SP), III Main Road, Ambattur Industrial Estate, Chennai – 600 058 (CIN:L34103TN2004PLC054667)

Name of the Member(s):
Registered address:

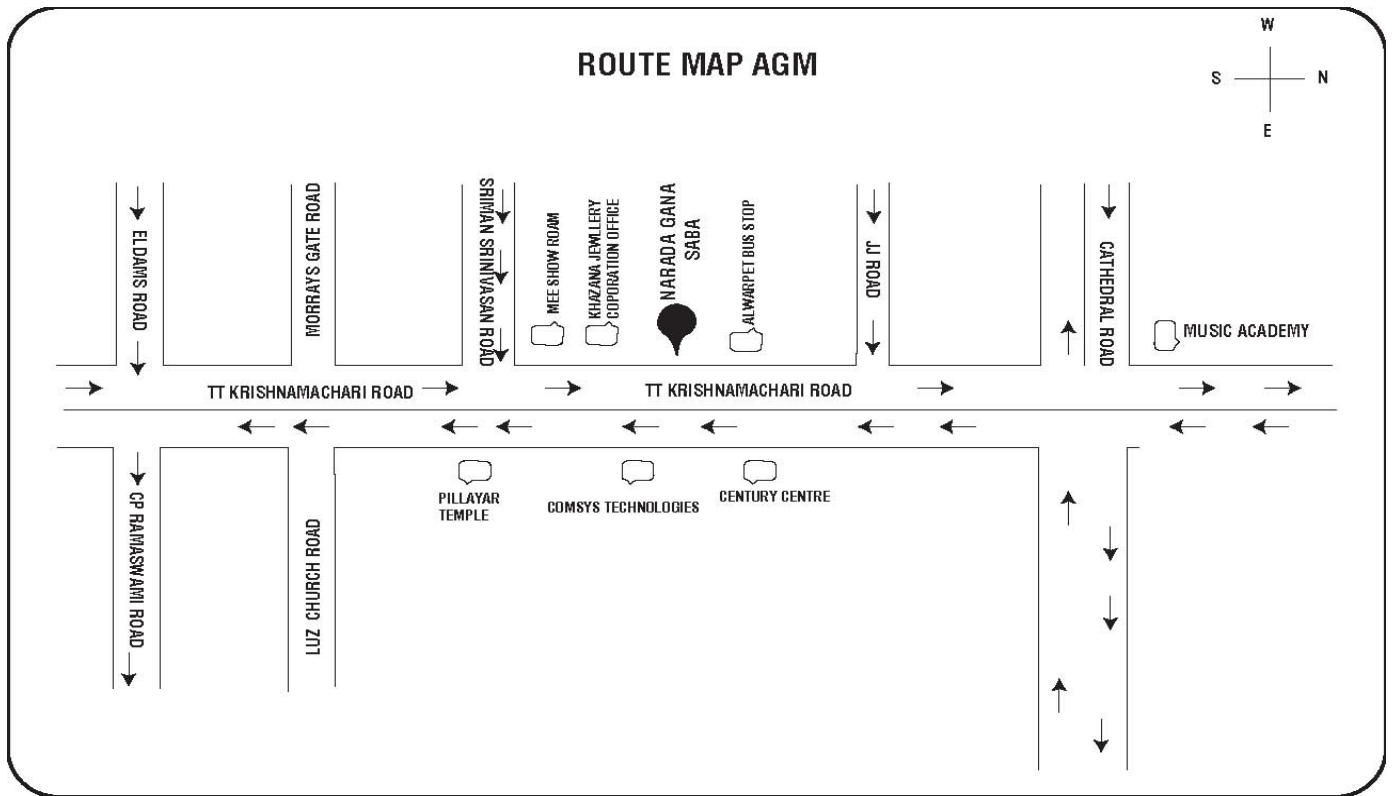
E-mail Id:
Folio No :
*Client Id:
*DP Id :

I/We being the member(s) of ----- Equity shares of WABCO INDIA LIMITED, hereby appoint:

Sl no	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

*Applicable for investors holding shares in electronic form.

and whose signature(s) is/are appended below as my/our Proxy to attend and vote for me/us and on my/ our behalf at the 14th Annual General Meeting of the Company, to be held on Friday, July 27, 2018 at 9.30 A.M. at Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No.254), TTK Road, Alwarpet, Chennai-600018 and at any adjournment thereof in respect of such resolutions as are indicated below:



Map not to Scale

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:

Ordinary Business:	For	Against
1) Consider and adopt the audited financial statements, reports of the Board of directors and auditors for the year ended 31 st March 2018		
2) Declaration of dividend		
3) Re-appointment of Ms. Lisa Brown (DIN: 07053317) who retires by rotation		
Special Business:		
4) Ratification of the remuneration payable to Mr. A N Raman, Practising Cost Accountant as Cost Auditor for 2018-19.		
5) Approval of material related party transactions with WABCO Europe BVBA		
6) Approve increase in limits in the remuneration payable to Mr. P Kaniappan, Managing Director		

Signed thisday of July 2018 -----

Signature of shareholder(s) Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company or at the Office of the Share Transfer Agent at "Jayalakshmi Estates" 29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.
- A person can act as a Proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other shareholder.
- It is optional to put **in the appropriate column against the resolutions indicated in the Box**, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a Proxy does not prevent a member from attending the meeting in person, if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.