

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **WABCO INDIA LIMITED**
 2. Quarter ending - **31.03.2020**

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	Members hip in Committees of the Company	Remarks
Mr.	MUTHUSWAMI LAKSHMINARAYAN	00064750	AAAPL6125G	ID,C & NED		25-Oct-2010	01-Apr-2019		12	07-Sep-1946	Yes	14-Aug-2019	7	6	6	2	AC,SC, NRC	
Mr.	NARAYAN KEELVEEDHI SESHADRI	00053563	AAVPS2486D	ID		11-Jun-2008	01-Apr-2019	31-Mar-2020	12	13-Apr-1957	Yes	14-Aug-2019	6	6	7	3	AC,RC, NRC	
Ms.	LAKSHMI VENU	02702020	ABFPL6832M	ID		19-May-2016	19-May-2016		46	16-Apr-1983	NA	29-Jul-2016	3	1	3	0	AC,NR C	
Mr.	PERIAKARUPA NADAR KANIAPPAN	02696192	AADPK7915M	ED	MD	17-Jun-2009	17-Jun-2019		9	12-Mar-1960	NA		1	0	1	0	SC,RC	
Ms.	BROWN LISA JANE	07053317	ZZZZ9999Z	NED		23-Jan-2015	27-Jul-2018			10-Mar-1978	NA		1	0	2	1	AC,SC, NRC	She is the Foreign National, Hence PAN Details are Not Available.
Mr.	SEAN ERNEST DEASON	07334776	ZZZZ9999Z	NED		09-Nov-2015	14-Aug-2019	19-Mar-2020		10-May-1971	NA		1	0	1	0	AC,RC, NRC	He is the Foreign National, Hence PAN Details are Not Available.
Mr.	PHILIPPE COLPRON	08344534	ZZZZ9999Z	NED		29-Jan-2019	14-Aug-2019			24-Jul-1978	NA		1	0	0	0	RMC	He is the Foreign National, Hence PAN Details are Not

Mr.	CHRISTIAN BRENNEKE	08344547	ZZZZZ9999Z	NED		29-Jan-2019	14-Aug-2019			06-Jun-1974	NA		1	0	0	0	RMC, NRC	Available. He is the Foreign National, Hence PAN Details are Not Available.
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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	LAKSHMI VENU	ID	Member	19-Mar-2020	
2	BROWN LISA JANE	NED	Member	19-Mar-2020	
3	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Chairperson	04-Apr-2016	
4	NARAYAN KEELVEEDHI SESHADRI	ID	Member	11-Jun-2008	19-Mar-2020
5	SEAN ERNEST DEASON	NED	Member	09-Nov-2015	19-Mar-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	BROWN LISA JANE	NED	Member	09-Nov-2015	
2	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Chairperson	29-Jan-2019	
3	PERIAKARUPA NADAR KANIAPPAN	ED	Member	17-Jun-2014	

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	PHILIPPE COLPRON	NED	Member	19-Mar-2020	
2	NARAYAN KEELVEEDHI SESHADRI	ID	Member	29-Jan-2019	19-Mar-2020
3	PERIAKARUPA NADAR KANIAPPAN	ED	Member	29-Jan-2019	
4	SEAN ERNEST DEASON	NED	Member	29-Jan-2019	19-Mar-2020
5	V RAMANATHAN	Member	Member	29-Jan-2019	
6	M S RAVI KUMAR	Member	Member	29-Jan-2019	19-Mar-2020
7	R S RAJA GOPAL SASTRY	Member	Member	29-Jan-2019	
8	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
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1	LAKSHMI VENU	ID	Chairperson	19-Mar-2020	
2	BROWN LISA JANE	NED	Member	09-Nov-2015	
3	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member	20-May-2014	
4	NARAYAN KEELVEEDHI SESHADRI	ID	Member	20-May-2014	19-Mar-2020
5	SEAN ERNEST DEASON	NED	Member	29-Jan-2019	19-Mar-2020
6	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
04-Nov-2019	28-Jan-2020	Yes	7	2
	19-Mar-2020	Yes	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	84

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	04-Nov-2019	28-Jan-2020	Yes	3	2
Stakeholders Relationship Committee	04-Nov-2019	28-Jan-2020	Yes	3	1
Risk Management Committee		19-Mar-2020	Yes	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	84

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.wabcoindia.com
Terms and conditions of appointment of independent directors	Yes		www.wabcoindia.com
Composition of various committees of board of directors	Yes		www.wabcoindia.com
Code of conduct of board of directors and senior management	Yes		www.wabcoindia.com
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.wabcoindia.com
Criteria of making payments to non-executive directors	Yes		www.wabcoindia.com
Policy on dealing with related party transactions	Yes		www.wabcoindia.com
Policy for determining 'material' subsidiaries	Yes		www.wabcoindia.com
Details of familiarization programs imparted to independent	Yes		www.wabcoindia.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		www.wabcoindia.com
Contact information of the designated officials of the listed	Yes		www.wabcoindia.com
Financial results	Yes		www.wabcoindia.com
Shareholding pattern	Yes		www.wabcoindia.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		www.wabcoindia.com
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Not Applicable		www.wabcoindia.com
New name and the old name of the listed entity	Not Applicable		www.wabcoindia.com
Advertisements as per regulation 47 (1)	Yes		www.wabcoindia.com
Credit rating or revision in credit rating obtained by the entity	Not Applicable		www.wabcoindia.com
Separate audited financial statements of each subsidiary of the	Not Applicable		www.wabcoindia.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.wabcoindia.com
Materiality Policy as per Regulation 30	Yes		www.wabcoindia.com
Dividend Distribution policy as per Regulation 43A (as	Yes		www.wabcoindia.com
It is certified that these contents on the website of the listed	Yes		www.wabcoindia.com
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	Yes	
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Yes	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	Yes	
<i>D & O Insurance for Independent Directors</i>	<i>25(10)</i>	Yes	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : **MC GOKUL**
Designation : **Company Secretary**