



ZF Group · WABCO INDIA Limited, Chennai 600058

**Commercial Vehicle Control Systems**

Department Finance  
From M C Gokul  
Phone +91 044-4224 2000  
Email gokul.mc@wabco-auto.com  
Date September 25, 2021

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](mailto: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  
[CMLIST@NSE.CO.IN](mailto:CMLIST@NSE.CO.IN)

Dear Sirs,

**Sub: Intimation of voting results through remote e-voting and ballot process at the 17<sup>th</sup> Annual General Meeting (AGM) of the Company held on 24<sup>th</sup> September 2021 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We wish to inform you that the shareholders of the company have approved all the items of business as contained in the Notice convening the 17<sup>th</sup> Annual General Meeting (AGM), through remote e-voting prior to and during the AGM on 24<sup>th</sup> September 2021 held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

All the resolutions were passed by the shareholders, with requisite majority. In this connection, we are enclosing the following:

- a. Results of voting through electronic means and ballot process;
- b. Consolidated Scrutinizer's Report on e-voting and on the ballot process.

The said results declared, and the reports submitted by the scrutinizer are being uploaded on the Company's website. The consolidated scrutinizer's report is also being provided to the Depository viz., National Securities Depository Limited, for uploading in their website.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

ZF Group

M C Gokul  
Company Secretary  
WABCO INDIA Limited

Registered Office: Plot No.3 (SP), Third Main Road,  
Ambattur Industrial Estate, Chennai - 600058. India  
CIN: L34103TN2004PLC054667

Phone: +91 44 42242000. Fax: +91 44 42242009  
[www.wabco-auto.com/india](http://www.wabco-auto.com/india)

**ZF Group**  
WABCO INDIA Limited  
Plot No.3 (SP), Third Main Road,  
Ambattur Industrial Estate,  
Chennai - 600058. India  
Phone: +91 44 4224 2000

Fax: +91 44 4224 2009  
[www.wabco-auto.com/india](http://www.wabco-auto.com/india)

## DETAILS OF VOTING RESULTS

(i) **Attendance of members:**

Date of the Annual General Meeting	24 <sup>th</sup> September 2021
Total number of shareholders as on Cut-off Date (17 <sup>th</sup> September 2021)	23,664
No. of shareholders attended the meeting through OVAM:	
Promoters and promoter Group	1
Public	37
No. of shareholders present in the meeting either in person or through proxy	N.A.

(ii) **Voting by members:**

Item No. in the Notice	Subject	Resolution (Ordinary / Special)	Mode of voting	Remarks
1.	Adoption of Audited financial statement for the financial year ended 31 <sup>st</sup> March 2021, together with the reports of the Board of Directors and the Auditors' thereon.	Ordinary	Remote E-Voting prior to and during the AGM	All resolutions were passed with requisite majority
2.	Declaration of dividend of Rs.11/- per share for the year ended 31 <sup>st</sup> March 2021 out of the profits for that year, payable to members as on close of 17 <sup>th</sup> September 2021	Ordinary		
3.	Re-appointment of Mr. Philippe Colpron (DIN:08344534) who retires by rotation, as a Non-Executive-Non-Independent Director of the Company liable to retire by rotation.	Ordinary		
4.	Re-Appointment of Dr. Lakshmi Venu (DIN: 02702020) as a Non-Executive and Independent Director of the Company for a another term of five consecutive years from 19 <sup>th</sup> May 2021 to 18 <sup>th</sup> May 2026	Special		
5.	Appointment of Mr. Alexander De Bock (DIN:08745365) as a Non-Executive - Non-Independent Director of the Company	Ordinary		
6.	Ratifying the remuneration of Rs.4 lakhs payable to M/s. A N Raman & Associates, Cost Auditors, for carrying out the cost audit for the financial year ending 31 <sup>st</sup> March 2022	Ordinary		
7.	Approval of related party transactions entered into by the Company with ZF CV Systems Europe BV (formely WABCO Europe BVBA), during the financial year ended 31 <sup>st</sup> March 2021 and the related party transactions proposed to be entered into with ZF CV Systems Europe BV during the financial year ending 31 <sup>st</sup> March 2022 respectively. #	Ordinary		
8.	Approval accorded to the Board of Directors of the Company to provide Inter-Corporate Loans / Deposits, lending through a Cash pooling arrangement, through any bank to ZF India Private Limited, WABCO Digital Solutions Private Limited and	Special		

**ZF Group**  
WABCO INDIA Limited  
Plot No.3 (SP), Third Main Road,  
Ambattur Industrial Estate,  
Chennai - 600058. India  
Phone: +91 44 4224 2000

Registered Office: Plot No.3 (SP), Third Main Road,  
Ambattur Industrial Estate, Chennai - 600058. India  
CIN: L34103TN2004PLC054667

Phone: +91 44 42242000. Fax: +91 44 42242009  
[www.wabco-auto.com/india](http://www.wabco-auto.com/india)

Fax: +91 44 4224 2009  
[www.wabco-auto.com/india](http://www.wabco-auto.com/india)

	ZF Wind Power Coimbatore Pvt. Ltd. notwithstanding that the entire lending under this arrangement put together at any point in time shall not exceed Rs. 100 Crores.			
--	--	--	--	--

# In respect of Resolution No.7, voting rights exercised by M/s WABCO Asia Private Limited, Promoters of the Company, were not considered being related parties, holding an aggregate of 14,225,684 Equity shares of Rs.5/- each as on 17<sup>th</sup> September 2021 (the cut-off date for remote e-voting), or by any other related party, in favour of Resolution as required under Regulation 23(7) of LODR.

(iii) **Results of Poll / Postal ballot / E-voting by members:** The mode of voting for all the resolutions was through remote e-voting prior to and during the AGM. The results of voting in the prescribed format has being filed through your website for your reference and records.

Kindly take the information on record.

Yours sincerely,

ZF Group



M C Gokul  
Company Secretary  
WABCO INDIA Limited

**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.1	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Adoption of Audited financial statement for the financial year ended 31st March 2021, together with the reports of the Board of Directors and the Auditors' thereon	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	31,93,381	28,58,328	89.5079	28,12,238	46,090	98.3875	1.6125
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		<b>28,58,328</b>	<b>89.5079</b>	<b>28,12,238</b>	<b>46,090</b>	<b>98.3875</b>	<b>1.6125</b>
	Public-Non-Institutions	E-Voting	15,48,519	12,679	0.8188	12,677	2	99.9842	0.0158
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		<b>12,679</b>	<b>0.8188</b>	<b>12,677</b>	<b>2</b>	<b>99.9842</b>	<b>0.0158</b>
	<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,96,691</b>	<b>90.1364</b>	<b>1,70,50,599</b>	<b>46,092</b>	<b>99.7304</b>

**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.2	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Declaration of dividend of Rs.11/- per share for the financial year ended 31st March 2021	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000	
		Poll		0	0.0000	0	0	0.0000	0.0000	
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
		<b>Total</b>		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
	Public-Institutions	E-Voting	31,93,381	28,58,328	89.5079	28,58,328	0	100.0000	0.0000	
		Poll		0	0.0000	0	0	0.0000	0.0000	
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
		<b>Total</b>		<b>28,58,328</b>	<b>89.5079</b>	<b>28,58,328</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
	Public-Non-Institutions	E-Voting	15,48,519	12,577	0.8122	12,535	42	99.6661	0.3339	
		Poll		0	0.0000	0	0	0.0000	0.0000	
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
		<b>Total</b>		<b>12,577</b>	<b>0.8122</b>	<b>12,535</b>	<b>42</b>	<b>99.6661</b>	<b>0.3339</b>	
	<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,96,589</b>	<b>90.1358</b>	<b>1,70,96,547</b>	<b>42</b>	<b>99.9998</b>	<b>0.0002</b>

**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.3	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Re-appointment of Mr. Philippe Colpron (DIN: 08344534) who retires by rotation, as a Director	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000	
		Poll		0	0.0000	0	0	0.0000	0.0000	
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
		<b>Total</b>		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
	Public-Institutions	E-Voting	31,93,381	27,78,329	87.0027	27,76,710	1,619	99.9417	0.0583	
		Poll		0	0.0000	0	0	0.0000	0.0000	
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
		<b>Total</b>		<b>27,78,329</b>	<b>87.0027</b>	<b>27,76,710</b>	<b>1,619</b>	<b>99.9417</b>	<b>0.0583</b>	
	Public-Non-Institutions	E-Voting	15,48,519	12,319	0.7955	12,224	95	99.2288	0.7712	
		Poll		0	0.0000	0	0	0.0000	0.0000	
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000	
		<b>Total</b>		<b>12,319</b>	<b>0.7955</b>	<b>12,224</b>	<b>95</b>	<b>99.2288</b>	<b>0.7712</b>	
	<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,16,332</b>	<b>89.7127</b>	<b>1,70,14,618</b>	<b>1,714</b>	<b>99.9899</b>	<b>0.0101</b>

**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.4	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Special resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approving the re-appointment of Dr. Lakshmi Venu (DIN: 02702020) as an Independent Director, for a second term of five (5) consecutive years from 19th May 2021 to 18th May 2026	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	31,93,381	27,78,329	87.0027	26,44,920	1,33,409	95.1982	4.8018
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>27,78,329</b>	<b>87.0027</b>	<b>26,44,920</b>	<b>1,33,409</b>	<b>95.1982</b>	<b>4.8018</b>
	Public-Non-Institutions	E-Voting	15,48,519	12,485	0.8063	12,396	89	99.2871	0.7129
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>12,485</b>	<b>0.8063</b>	<b>12,396</b>	<b>89</b>	<b>99.2871</b>	<b>0.7129</b>
<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,16,498</b>	<b>89.7136</b>	<b>1,68,83,000</b>	<b>1,33,498</b>	<b>99.2155</b>	<b>0.7845</b>

WABCO India Limited - 17th AGM - 24th September 2021

Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution No.5	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Appointment of Mr. Alexander De Bock (DIN: 08745365) as a Non-Executive Director, liable to retire by rotation	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	31,93,381	27,78,329	87.0027	27,70,392	7,937	99.7143	0.2857
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>27,78,329</b>	<b>87.0027</b>	<b>27,70,392</b>	<b>7,937</b>	<b>99.7143</b>	<b>0.2857</b>
	Public-Non-Institutions	E-Voting	15,48,519	12,480	0.8059	12,468	12	99.9038	0.0962
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>12,480</b>	<b>0.8059</b>	<b>12,468</b>	<b>12</b>	<b>99.9038</b>	<b>0.0962</b>
<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,16,493</b>	<b>89.7136</b>	<b>1,70,08,544</b>	<b>7,949</b>	<b>99.9533</b>	<b>0.0467</b>



**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.6	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Ratification of the remuneration of Rs.4 lakhs payable to M/s. A N Raman & Associates (Firm Registration No. 102111), Cost Auditors, for the financial year ending on 31st March 2022	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	31,93,381	28,58,328	89.5079	28,58,328	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>28,58,328</b>	<b>89.5079</b>	<b>28,58,328</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Non-Institutions	E-Voting	15,48,519	12,386	0.7999	12,352	34	99.7255	0.2745
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>12,386</b>	<b>0.7999</b>	<b>12,352</b>	<b>34</b>	<b>99.7255</b>	<b>0.2745</b>
<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,96,398</b>	<b>90.1348</b>	<b>1,70,96,364</b>	<b>34</b>	<b>99.9998</b>	<b>0.0002</b>

**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.7	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of Related Party Transactions entered into / proposed to be entered into by the Company with ZF CV Systems Europe BV (formerly WABCO Europe BVBA) during the financial year ended 31st March 2021 / the financial year ending 31st March 2022.	Promoter and Promoter Group	E-Voting	1,42,25,684	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	31,93,381	28,58,328	89.5079	28,12,238	46,090	98.3875	1.6125
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>28,58,328</b>	<b>89.5079</b>	<b>28,12,238</b>	<b>46,090</b>	<b>98.3875</b>	<b>1.6125</b>
	Public-Non-Institutions	E-Voting	15,48,519	12,304	0.7946	12,274	30	99.7562	0.2438
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>12,304</b>	<b>0.7946</b>	<b>12,274</b>	<b>30</b>	<b>99.7562</b>	<b>0.2438</b>
<b>Grand Total</b>			<b>1,89,67,584</b>	<b>28,70,632</b>	<b>15.1344</b>	<b>28,24,512</b>	<b>46,120</b>	<b>98.3934</b>	<b>1.6066</b>

**Note:**

1,42,25,684 votes cast in favour of the resolution by WABCO Asia Private Limited, Promoter and holding company, in respect of equivalent number of Equity shares held by them as on the cut-off date, have been considered as invalid, in terms of Regulation 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

**WABCO India Limited - 17th AGM - 24th September 2021**
**Disclosure of voting results in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Resolution No.8	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Special resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval under Section 185 of the Act, to provide Inter-Corporate loans/deposits, lending through a Cash pooling arrangement, through any bank, to ZF India Private Limited, WABCO Digital Solutions Private Limited and ZF Wind Power Coimbatore Private Limited, notwithstanding that the entire lending under this arrangement put together at any point in time shall not exceed Rs. 100 Crores (Rupees One hundred Crores only).	Promoter and Promoter Group	E-Voting	1,42,25,684	1,42,25,684	100.0000	1,42,25,684	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		<b>1,42,25,684</b>	<b>100.0000</b>	<b>1,42,25,684</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	31,93,381	28,58,328	89.5079	25,92,618	2,65,710	90.7040	9.2960
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		<b>28,58,328</b>	<b>89.5079</b>	<b>25,92,618</b>	<b>2,65,710</b>	<b>90.7040</b>	<b>9.2960</b>
	Public-Non-Institutions	E-Voting	15,48,519	12,886	0.8321	7,022	5,864	54.4932	45.5068
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		<b>12,886</b>	<b>0.8321</b>	<b>7,022</b>	<b>5,864</b>	<b>54.4932</b>	<b>45.5068</b>
<b>Grand Total</b>			<b>1,89,67,584</b>	<b>1,70,96,898</b>	<b>90.1375</b>	<b>1,68,25,324</b>	<b>2,71,574</b>	<b>98.4116</b>	<b>1.5884</b>

Note:

Since the cash pooling limit is not likely to exceed 10% of the sales for the previous year, this will not be a material related party transaction in terms of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Accordingly, the votes cast by the Promoter in favour of this resolution has been considered as valid.



**K SRIRAM, B.Com, ACA, FCS**  
**Practising Company Secretary**

**Consolidated Scrutiniser's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

24<sup>th</sup> September 2021

To,  
The Chairman,  
**WABCO India Limited**  
Plot No.3 (SP), III Main Road,  
Ambattur Industrial Estate, Chennai – 600 058.

Dear Sir,

**Sub: Remote E-voting (Prior to and at the Annual General Meeting (AGM)), in respect of your Company's 17<sup>th</sup> Annual General Meeting (AGM) held on 24<sup>th</sup> September 2021 through VC/ OAVM – Submission of Consolidated Scrutiniser's report**

The Board of directors of the Company, pursuant to resolution passed at their meeting held on 17<sup>th</sup> May 2021 appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 17<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 24<sup>th</sup> September 2021 ('the 17<sup>th</sup> AGM') through Video-conferencing / Other audio-visual means (VC/ OAVM).

I submit my report as under:

1. Since the Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), the Company has provided **e-voting facility**, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No.20/2020 dated 5<sup>th</sup> May 2020, and General Circular No.02/2021 dated 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs (MCA), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI).
2. The items of business set out in the notice convening the 17<sup>th</sup> AGM and covered by the remote e-voting (Prior to and at the AGM) were as follows:



**WABCO INDIA LIMITED – 17<sup>th</sup> AGM on 24<sup>th</sup> September 2021****Consolidated Scrutiniser's report on remote e-voting prior and at the AGM**

<b>Item No.</b>	<b>Nature of business</b>	<b>Type of resolution</b>	<b>Subject matter</b>
1	Ordinary	Ordinary	Adoption of Audited financial statement for the financial year ended 31 <sup>st</sup> March 2021, together with the reports of the Board of Directors and the Auditors' thereon.
2	Ordinary	Ordinary	Declaration of dividend of Rs.11/- per share for the financial year ended 31 <sup>st</sup> March 2021.
3	Ordinary	Ordinary	Re-appointment of Mr. Philippe Colpron (DIN: 08344534) who retires by rotation, as a Director.
4	Special	Special	Approving the re-appointment of Dr. Lakshmi Venu (DIN: 02702020) as an Independent Director, for a second term of five (5) consecutive years from 19 <sup>th</sup> May 2021 to 18 <sup>th</sup> May 2026.
5	Special	Ordinary	Appointment of Mr. Alexander De Bock (DIN: 08745365) as a Non-Executive Director, liable to retire by rotation.
6	Special	Ordinary	Ratification of the remuneration of Rs.4 lakhs payable to M/s. A N Raman & Associates (Firm Registration No. 102111), Cost Auditors, for the financial year ending on 31 <sup>st</sup> March 2022.
7	Special	Ordinary	Approval of Related Party Transactions entered into / proposed to be entered into by the Company with ZF CV Systems Europe BV (formerly WABCO Europe BVBA) during the financial year ended 31 <sup>st</sup> March 2021 / the financial year ending 31 <sup>st</sup> March 2022.
8	Special	Special	Approval under Section 185 of the Act, to provide Inter-Corporate loans/deposits, lending through a Cash pooling arrangement, through any bank, to ZF India Private Limited, WABCO Digital Solutions Private Limited and ZF Wind Power Coimbatore Private Limited, notwithstanding that the entire lending under this arrangement put together at any point in time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only).



## WABCO INDIA LIMITED – 17<sup>th</sup> AGM on 24<sup>th</sup> September 2021

### *Consolidated Scrutiniser's report on remote e-voting prior and at the AGM*

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (**NSDL**). NSDL allotted E-Voting Event Number (**EVEN**) **117712** for the remote e-voting process in relation to the 17<sup>th</sup> AGM. NSDL also provided the web-based platform for conduct of the AGM through VC/OAVM.
4. The web-link to the **Notice convening the 17<sup>th</sup> AGM on 24<sup>th</sup> September 2021** (AGM Notice), forming part of the Annual Report for the financial year ended 31<sup>st</sup> March 2021, was **sent through e-mail** by NSDL on **3<sup>rd</sup> September 2021** to **19,822** shareholders out of the 23,381 shareholders as on 27<sup>th</sup> August 2021 to their e-mail addresses registered with the Company/Depository Participants. The type of the resolution was inadvertently misprinted as "Ordinary Resolution" instead of "Special Resolution" in respect of Item No.4 in the said AGM Notice. However, the type of resolution was rightly stated as "special resolution" in the "Statement of material facts" annexed to the AGM Notice and in the Board's Report. A corrigendum to the AGM Notice was sent to the same set of shareholders by e-mail on 20<sup>th</sup> September 2021 providing the web-link to the corrected AGM Notice uploaded on the website of the Company.
5. As permitted under the above-referred circulars issued by MCA and SEBI, copies of the AGM Notice and the Annual Report were not sent to the shareholders whose e-mail addresses were not registered with the Company / Depository Participants. The Company issued advertisements in Business Standard (in English) and in Makkal Kural (in Tamil) on 28<sup>th</sup> August 2021, setting-out the manner in which the shareholders whose e-mail addresses were not registered, could register the same with the Company.
6. The AGM Notice and the Annual Report were also sent to the Directors, Auditors and Secretarial Auditors on 3<sup>rd</sup> September 2021 through e-mail and submitted to NSE and BSE on 3<sup>rd</sup> September 2021 by filing on their online portal. The corrigendum to the AGM notice for the reasons as mentioned in SI.No.4 of this report, providing the web-link to the corrected AGM Notice, was sent to the Directors, Auditors and Secretarial Auditors on 20<sup>th</sup> September 2021 through e-mail and submitted to NSE and BSE on 22<sup>nd</sup> September 2021 by filing on their online portal.
7. The prescribed particulars about the remote e-voting process for the 17<sup>th</sup> AGM were advertised in Business Standard (in English) and Makkal Kural (in Tamil) on 4<sup>th</sup> September 2021.
8. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on 17<sup>th</sup> September 2021, being the cut-off date fixed for determining the eligibility to vote in respect of the items of business to be transacted at the 17<sup>th</sup> AGM ('the cut-off date').



**WABCO INDIA LIMITED – 17<sup>th</sup> AGM on 24<sup>th</sup> September 2021**

***Consolidated Scrutiniser's report on remote e-voting prior and at the AGM***

9. **As on the cut-off date**, the paid-up Equity share capital of the Company comprised of 1,89,67,584 Equity shares of Rs.5/- (Rupees Five) each. This included:
  - (a) 1,554 shares lying in the WABCO India Limited – Unclaimed Suspense Account ('Unclaimed Suspense Account'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - (b) 45,102 shares transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('IEPF Authority'), in terms of Section 124(6) of the Companies Act, 2013.
10. The **remote e-voting facility prior to the 17<sup>th</sup> AGM** commenced on Monday, **20<sup>th</sup> September 2021 (9:00 hrs. IST)** and ended on Thursday, **23<sup>rd</sup> September 2021 (17:00 hrs. IST)**.
11. The **17<sup>th</sup> AGM** was held on Friday, **24<sup>th</sup> September 2021**, at 14:00 hrs. IST, through Video conferencing / other audio-visual means (**VC / OAVM**).
12. Remote e-voting facility provided by NSDL was made available at the AGM to enable the members attending the AGM who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
13. On completion of the remote e-voting at the AGM, I unblocked the votes cast through remote e-voting (prior to and at the AGM) in the presence of two witnesses not in the employment of the Company.
14. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.
15. I have also verified and confirmed that no voting rights were exercised in respect of the shares lying in the Unclaimed Suspense Account or with the IEPF Authority.
16. I have recorded the particulars relating to the votes cast through remote e-voting (prior to and at the AGM) in a separate register maintained by me in electronic form.
17. In respect of Resolution No.7 (Approval of related party transactions with ZF CV Systems Europe BV (formerly WABCO Europe BVBA), the 1,42,25,684 votes cast in favour of the resolution by WABCO Asia Private Limited, Promoter and holding company, in respect of equivalent number of Equity shares held by them as on the cut-off date, have been **considered as invalid**, in terms of Regulation 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**WABCO INDIA LIMITED – 17<sup>th</sup> AGM on 24<sup>th</sup> September 2021****Consolidated Scrutiniser's report on remote e-voting prior and at the AGM**

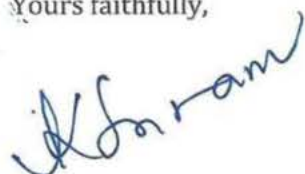
18. The combined results of remote e-voting (prior to and at the AGM) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1	217	1,70,96,691	205	1,70,50,599	99.7304%	12	46,092	0.2696%
2	215	1,70,96,589	212	1,70,96,547	99.9998%	3	42	0.0002%
3	210	1,70,16,332	199	1,70,14,618	99.9899%	11	1,714	0.0101%
4	211	1,70,16,498	187	1,68,83,000	99.2155%	24	1,33,498	0.7845%
5	210	1,70,16,493	200	1,70,08,544	99.9533%	10	7,949	0.0467%
6	211	1,70,96,398	205	1,70,96,364	99.9998%	6	34	0.0002%
7	209	28,70,632	191	28,24,512	98.3934%	18	46,120	1.6066%
8	212	1,70,96,898	171	1,68,25,324	98.4116%	41	2,71,574	1.5884%

19. The number of votes cast in favour of the 6 (six) ordinary resolutions (as set-out in the corrected AGM Notice – Item Nos.1 to 3, 5 to 7) exceed the votes cast against the said resolutions; and the number of votes cast in favour of the 2 (two) special resolutions (as set-out in the corrected AGM Notice – Item Nos.4 & 8) are not less than three times the number of votes cast against the said resolutions.

You may declare the results accordingly.

Thanking you,  
Yours faithfully,



**K SRIRAM**

Practising Company Secretary (C.P. No. 2215)

Scrutiniser

UDIN: F006312C001004760