



**Commercial Vehicle Control Systems**

ZF Group · WABCO INDIA Limited, Chennai 600058

Department Finance  
From M C Gokul  
Phone +91 044-4224 2000  
Email gokul.mc@wabco-auto.com  
Date September 22, 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

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  
cmllist@nse.co.in

Sub: Corrigendum to the 17th Annual Report 2021 - WABCO India Limited

Dear Sir / Madam,

We had earlier, filed the 17<sup>th</sup> Annual Report of WABCO India Ltd., for the year ended 31<sup>st</sup> March 2021 containing the Notice for the 17<sup>th</sup> Annual General Meeting dated 24<sup>th</sup> September 2021.

We would like to inform you that in the Notice, the Resolution No.4 is inadvertently misprinted as "Ordinary Resolution". This needs to be read as "Special Resolution". This resolution has been rightly referred to as special resolution at all other places in the Annual Report.

The updated Annual Report is being filed herewith.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

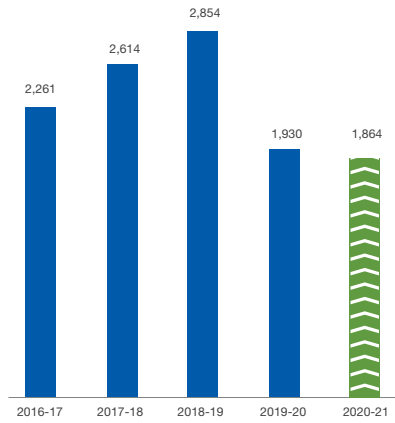
ZF Group

M C Gokul  
Company Secretary  
WABCO INDIA Limited

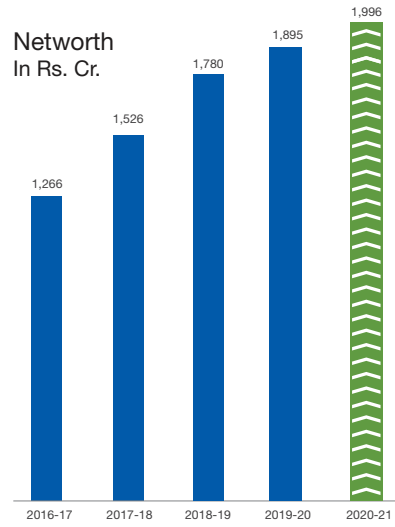
# **WABCO INDIA LIMITED**

*17th Annual Report 2021*

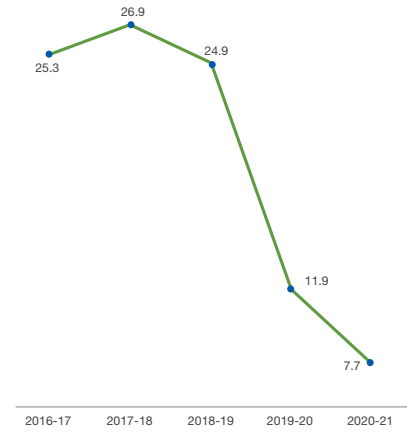
Revenue  
In Rs. Cr.



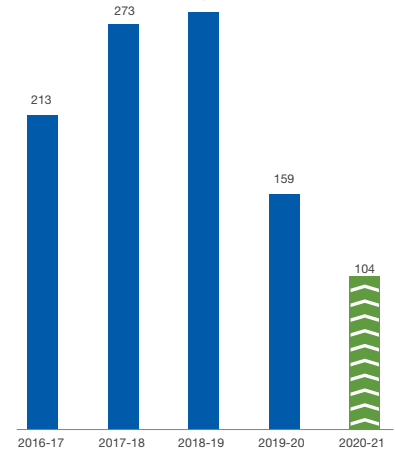
Networth  
In Rs. Cr.



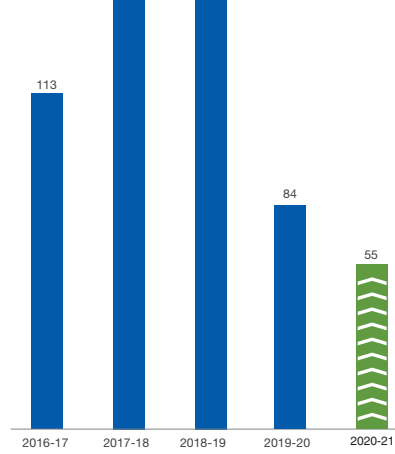
Return On Capital Employed  
%



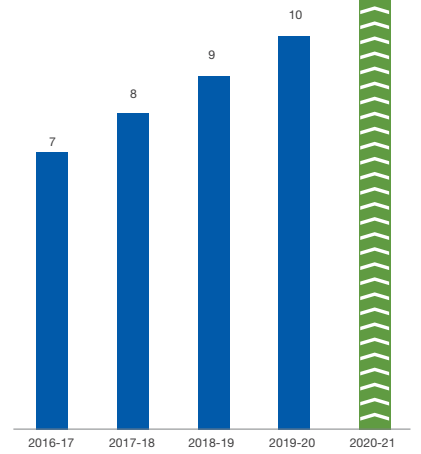
Profit After Tax  
In Rs. Cr.



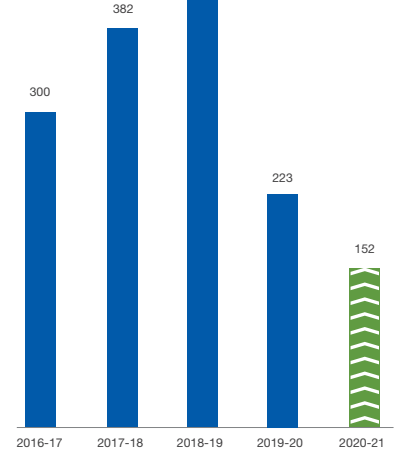
Earnings Per Share  
In Rs.



Dividend Per Share  
In Rs.



Profit Before Tax  
In Rs. Cr.



Shareholder Value Creation  
Rs. Per Share



## WABCO INDIA LIMITED

### Board of Directors

M LAKSHMINARAYAN  
*Chairman*

MAHESH CHHABRIA

DR LAKSHMI VENU

DR CHRISTIAN BRENNEKE

PHILIPPE COLPRON

ALEXANDER DE BOCK

### Managing Director

P KANIAPPAN

### Chief Financial Officer

R S RAJAGOPAL SASTRY

### Company Secretary

M C GOKUL

### Audit Committee

MAHESH CHHABRIA  
*Chairman*

M LAKSHMINARAYAN

DR LAKSHMI VENU

ALEXANDER DE BOCK

### Stakeholders Relationship Committee

M LAKSHMINARAYAN

*Chairman*

P KANIAPPAN

ALEXANDER DE BOCK

### Corporate Social Responsibility Committee

P KANIAPPAN

*Chairman*

M LAKSHMINARAYAN

DR LAKSHMI VENU

### Nomination and Remuneration Committee

DR LAKSHMI VENU

*Chairperson*

M LAKSHMINARAYAN

DR CHRISTIAN BRENNEKE

### Risk Management Committee

DR CHRISTIAN BRENNEKE

*Chairman*

PHILIPPE COLPRON

P KANIAPPAN

R S RAJAGOPAL SASTRY

V RAMANATHAN

### Listing of Shares with

National Stock Exchange of India Limited  
Mumbai

BSE Limited, Mumbai

### Share Transfer Agent

Sundaram-Clayton Limited (upto 31.03.2021)

"Jayalakshmi Estates", 1<sup>st</sup> Floor,  
29 Haddows Road, Chennai - 600 006

Tel. : 044 - 2827 2233  
044 - 2828 4959

Fax : 044 - 2825 7121

E-mail : raman@scl.co.in  
investorscomplaintssta@scl.co.in

### Integrated Registry Management Services Private Limited (From 01.04.2021)

2<sup>nd</sup> Floor, "Kences Towers",  
No 1 Ramakrishana Street,  
North Usman Road, T. Nagar, Chennai - 600 017

Tel. : 044 - 28140801 to 803

Fax : 044 - 28142479

E-mail : srirams@integratedindia.in

### Bankers

Citibank N.A.  
3<sup>rd</sup> Floor, 2 Club House Road,  
Chennai 600 002

BNP Paribas  
Prince Towers, 3<sup>rd</sup> Floor, 25/26 College Road,  
Chennai 600 006

State Bank of India  
Corporate Accounts Group Branch  
3<sup>rd</sup> Floor, Sigappi Achi Building  
18/3, Rukmanilakshmiipathy Road  
Egmore, Chennai 600 008

ICICI Bank Limited  
Prakash Presidium  
110, Nungambakkam High Road,  
Chennai 600 034.

### Auditors

B S R & Co. LLP  
Chartered Accountants  
KRM Tower 1<sup>st</sup> & 2<sup>nd</sup> Floors,  
No. 1, Harrington Road, Chetpet  
Chennai 600 031.

### Secretarial Auditor

S. Krishnamurthy & Co  
Company Secretaries  
"Shreshtham",  
Old No.17, New No. 16  
Pattammal Street, Mandaveli,  
Chennai 600 028

### Registered Office

Plot No. 3 (SP), III Main Road,  
Ambattur Industrial Estate,  
Chennai 600 058

Tel. : 044 4224 2000

Fax : 044 4224 2009

Website : www.wabcoindia.com  
Email : cvcs.info.india@zf.com  
CIN : L34103TN2004PLC054667

### Factories

Plot No. 3 (SP), III Main Road,  
Ambattur Industrial Estate,  
Chennai 600 058

Tel. : 044 4224 2000

Fax : 044 4224 2009

Large Sector,  
Adityapur Industrial Area, Gamharia,  
Seraikeela-Kharsawan Dist.  
Jharkhand 832 108

Tel. : 0657 398 5700

Fax : 0657 238 7997

Unit - 1 & Unit - 2

Plot No. AA8, Central Avenue,  
Auto Ancillary SEZ,  
Mahindra World City,  
Nathan Sub-Post,  
Chengalpet Dist., - 603 002  
Tamil Nadu  
Tel. : 044 3090 1200 \ 044 4749 0006

Plot No.11, Sector 4, SIDCUL,  
IIE Pantnagar,  
Rudrapur Udham Singh Nagar,  
Uttarakhand - 263 153  
Tel. : 05944 250885

KH 159-162, 164 Village Dhakauli  
Nawabganj, Barkeni Dewa Road,  
Somaiya Nagar, Barabanki,  
Lucknow, Uttar Pradesh 225 123  
Tel. : 05248 230065

### WABCO Technology Centre of India & Global Business Services

"First Software Park",  
Third & Second Floor,  
110, Mount Poonamallee High Road,  
Porur, Chennai - 600 116  
Tel. : 044 6689 8000

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## WABCO INDIA LIMITED

### FINANCIAL HIGHLIGHTS

₹ in lakhs

Year ended March 31 <sup>st</sup>	2016-17	2017-18	2018-19	2019-20	2020-21
<b>Profit and loss Account</b>					
Revenue from Operations	226,057	261,385	285,414	192,956	<b>186,350</b>
Other income	3,615	4,653	7,247	6,388	<b>3,889</b>
Total income	229,672	266,038	292,661	199,344	<b>190,239</b>
Gross profit before interest, depn & tax	36,255	44,514	48,235	31,537	<b>24,466</b>
Depreciation	6,163	6,174	7,144	9,011	<b>9,040</b>
Profit before interest & tax	30,092	38,340	41,091	22,526	<b>15,426</b>
Interest	46	162	–	192	<b>199</b>
Profit before taxation	30,045	38,178	41,091	22,334	<b>15,227</b>
Profit after taxation	21,348	27,283	28,217	15,881	<b>10,380</b>
<b>Balance Sheet</b>					
Net Fixed assets	37,960	41,134	45,926	48,084	<b>48,198</b>
Investments	29,814	44,565	31,343	54,237	<b>63,997</b>
Net current assets (other than Investments)	55,809	61,762	92,973	75,690	<b>77,420</b>
Non-current assets (other than Fixed assets)	5,579	8,163	11,270	13,731	<b>11,633</b>
Total	129,161	155,623	181,512	191,742	<b>201,248</b>
Share capital	948	948	948	948	<b>948</b>
Reserves & surplus	125,694	151,640	177,049	188,506	<b>198,692</b>
Networth	126,643	152,589	177,998	189,455	<b>199,640</b>
Non-current liabilities	1,660	2,659	3,119	2,287	<b>1,608</b>
Deferred taxation (net)	859	376	396	–	–
Total	129,161	155,623	181,512	191,742	<b>201,248</b>
EPS (Rs)	112.6	143.8	148.8	83.7	<b>54.7</b>
DPS (Rs)	7.0	8.0	9.0	10.0	<b>11.0</b>
Book value per share (Rs)	667.7	804.5	938.4	998.8	<b>1,052.5</b>
Return on capital employed (ROCE)%	25.3	26.9	24.9	11.9	<b>7.7</b>
Return on networth (RONW)%	18.3	19.5	17.1	8.6	<b>5.2</b>
Fixed assets turnover (no. of times)	6.1	6.5	6.4	4.0	<b>3.9</b>
Working capital turnover (no. of times)	4.4	4.5	3.7	2.3	<b>2.4</b>
Gross profit as % of sales (EBITDA)	16.0	17.0	16.9	16.3	<b>13.1</b>
Gross profit as % of total income	15.8	16.7	16.5	15.8	<b>12.9</b>
Net profit as % of revenue	9.3	10.3	9.6	8.2	<b>5.6</b>
Debtors Turnover ratio	4.7	4.5	4.5	3.9	<b>3.9</b>
Inventory Turnover ratio	7.7	11.5	12.9	8.7	<b>10.4</b>
Current ratio	2.9	2.7	3.4	5.9	<b>3.9</b>

- (a) Figures are as per Indian Accounting Standards (Ind AS) prescribed under the Companies Act, 2013.  
(b) ROCE is profit before interest and taxation divided by average networth plus loan funds.  
(c) RONW is profit after tax divided by average networth.  
(d) Fixed assets turnover is sales divided by average net fixed assets as at the end of the year.  
(e) Working capital turnover is sales divided by average net current assets as at the end of the year.  
(f) DPS is dividend declared for the year.  
(g) Debt Equity Ratio and Interest coverage ratio are not applicable as there are no borrowings.

## **Notice to the Members**

NOTICE is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of the Company (AGM) will be held on Friday, 24<sup>th</sup> September 2021 at 14.00 hrs. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

**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 31<sup>st</sup> March 2021 consisting of the balance sheet as at 31<sup>st</sup> March, 2021, the statement of profit and loss, the cash flow statement and 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 ₹ 11/- (Rupees Eleven only) per share on 1,89,67,584 equity shares of ₹ 5/- (Rupees Five only) each fully paid up, which make up the entire paid-up equity capital of the Company, absorbing a sum of ₹ 2,086.43/- lakhs be and is hereby declared for the year ended 31<sup>st</sup> March, 2021 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 17<sup>th</sup> September 2021.

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

RESOLVED THAT Mr. Philippe Colpron (DIN: 08344534) director liable to retire by rotation at this meeting, being eligible and willing, 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 the following special resolution:**

RESOLVED THAT the re-appointment of Dr. Lakshmi Venu (DIN: 02702020), as a Non-Executive and Independent Director for a term of five consecutive years from 19<sup>th</sup> May, 2021 to 18<sup>th</sup> May, 2026, pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any

statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, on such remuneration including sitting fees and profit-related commission as may be decided by the Board of Directors from time to time, be and is hereby approved.

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

RESOLVED THAT Mr. Alexander De Bock (DIN: 08745365), be and is hereby appointed as a Non-Executive Director liable to retire by rotation.

**6. To consider and to give your assent or dissent to 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 M/s A N Raman & Associates, Cost Accountants, having firm registration number 102111, appointed by the Board of Directors as Cost Auditor to audit the cost records of the Company for the financial year ending on 31<sup>st</sup> March 2022, be and is hereby ratified.

**7. 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 ZF CV Systems Europe BV (formerly WABCO Europe BVBA), a related party, 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 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 consolidated turnover of the Company as per its last audited financial statement.

**8. To consider and to give your assent or dissent to the following special resolution:**

RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 and other applicable provisions, approval of members be and is hereby accorded to the Board of Directors of the Company to provide Inter-Corporate Loans / Deposits,

## WABCO INDIA LIMITED

lending through a Cash pooling arrangement, through any bank to ZF India Private Limited, WABCO Digital Solutions Private Limited and ZF Wind Power Coimbatore Pvt. Ltd. notwithstanding that the entire lending under this arrangement put together at any point in time shall not exceed ₹ 100 Crores on such terms and conditions as the Board of Directors may deem fit, provided that the said transaction(s) so carried out shall be at arm's length basis, in the ordinary course of business and in the interest of the Company.

RESOLVED FURTHER THAT the Board is hereby authorised to finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings to give effect to the above resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution which the Board can delegate to any one or more of director(s)/ officers of the Company.

By order of the board

Chennai  
28<sup>th</sup> July 2021

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. In view of the outbreak of CoVID19 pandemic, social distancing norms are being followed coupled with the continuing restriction on movement of persons at several places in the country and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members at the AGM venue is not required and AGM can be held through Video Conferencing (VC) or Other Audio Visual Means(OAVM). Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.
2. The statement of material facts pursuant to Section 102 of the Companies Act, 2013, with respect to the special businesses to be transacted at the seventeenth AGM as set out in the notice is annexed hereto.
3. Pursuant to the aforesaid circulars, any member entitled to attend the seventeenth AGM is not entitled to appoint another person as a proxy under Section 105 of the Act, to attend and vote on his behalf as the members are required to attend the AGM only through video conferencing facility and physical attendance has been dispensed with. However, Body Corporates are entitled to appoint authorised representatives as its Member to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
4. Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more of the total number of shares of the Company as on the cut-off date herein below mentioned), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.

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7. In line with the MCA Circular on holding the AGM in electronic mode, the Notice calling the AGM has been uploaded on the website of the Company at [www.wabcoindia.com](http://www.wabcoindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circulars issued by MCA and SEBI in this regard.
9. Members may also note that the Annual Report and the notice to the AGM will also be available on the Company's website viz., [www.wabcoindia.com](http://www.wabcoindia.com) for download. Electronic copy of the Annual Report and the notice of the AGM *inter-alia* indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.
10. 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. In terms of Rule 5 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2012-13 to 2019-20 as on 31<sup>st</sup> March 2020 on the website of IEPF viz., [www.iepf.gov.in](http://www.iepf.gov.in) and under "investor section" on the website of the Company viz., [www.wabcoindia.com](http://www.wabcoindia.com). 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. A separate reminder was also sent to those members having unclaimed dividends since 2013-14. 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.
11. Section 124 (6) was notified on 5<sup>th</sup> September 2016 along with the relevant rules therein on 5<sup>th</sup> 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, eligible shares were transferred to the demat account of the IEPF Authority as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 issued on 13<sup>th</sup> October 2017. Shareholders can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to the demat account of the IEPF Authority by filing application to the IEPF Authority in WebForm 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>.
12. Shareholders are requested to note that SEBI has mandated that from 1<sup>st</sup> April 2019, the Company cannot process any request for transfer of shares received in physical mode. Adequate communications in this regard have already been sent to the shareholders holding shares in physical mode. Hence it is requested that all shareholders holding shares in physical mode shall demat the shares to avoid any issues in future.
13. 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.
14. 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.



## WABCO INDIA LIMITED

15. Required details of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice as per Listing Regulations. The Directors have furnished requisite consent and declaration for their appointment.
16. 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 Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 17<sup>th</sup> Annual General Meeting (AGM) through electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
  - II. Remote e-Voting means the facility of casting votes by a member using an electronic voting system.
  - III. Members holding shares as on the "cut-off date" viz., 17<sup>th</sup> September 2021 are eligible for voting through electronic voting system.
  - IV. The Remote e-Voting period commences on 20<sup>th</sup> September 2021 (9:00 hrs. IST) and ends on 23<sup>rd</sup> September 2021 (17:00 hrs IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> September 2021, 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.
  - V. 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 17<sup>th</sup> September 2021.
  - VI. 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. 17<sup>th</sup> September 2021 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning his Folio No. /DP ID and Client ID No.
- VII. 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.
- VIII. Instructions for remote e-Voting by shareholders are as under:
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2: Cast your vote electronically on NSDL e-Voting system.
- Details on Step 1 is mentioned below: How to Log-in to NSDL e-Voting website?
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
  4. Your User ID details are given below:
- |   |   |
|---|---|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical<br><br>For Members who hold shares in demat account with NSDL. | Your User ID is:<br><br>8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
|---|---|

For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if Folio Number is 001*** and EVEN No. is 113918 then user ID is 101456001***

1. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' would be communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or

folio number for shares held in physical form. The .pdf file contains our 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

4. Now, you will have to click on "Login" button.

5. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login as provided in Step 1, you will be able to see

the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After clicking on Active Voting Cycles, you will be able to see all the companies EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of WABCO India Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate(front and back), PAN and AADHAR (self-attested scanned copy) by email to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in). In case shares are held in demat mode, please provide DPIDCLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN and AADHAR

(self-attested scanned copy) to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in)

2. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. Members who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

**INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

- i. Members will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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- iii. It is recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - iv. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email id, mobile number at [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in). atleast 48 hours in advance before the start of the meeting i.e. by 22<sup>nd</sup> September 2021 by 14:00 hrs. (IST).
  - v. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in). The same will be responded to by the Company suitably.
  - vi. Those members who register themselves as a speaker will only be allowed to speak at the meeting.
  - vii. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail-id at [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in) atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
17. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [skco.cs@gmail.com](mailto:skco.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  18. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  19. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to participate in the meeting, avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
  20. In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) or Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.:1800-222-990. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/or contact Mr Amit Vishal, Senior Manager - NSDL [atamitv@nsdl.co.in](mailto:atamitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr Sagar Ghosalkar, Assistant Manager-NSDL [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24 994553 / +919326781467.
  21. 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).
  22. Mr K Sriram, Practising Company Secretary, (Membership No. F6312 CP No.2215), Chennai has been appointed as the Scrutinizer to scrutinize the e-Voting process (both remote e-Voting prior to the AGM and the remote e-Voting at the AGM) in a fair and transparent manner.
  23. The Scrutinizer shall after the conclusion of the voting at the Annual General Meeting, unblock the votes cast through remote e-Voting prior to as well during the AGM and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent within 48 (forty-eight) hours from the conclusion of the AGM to the Chairman or a person authorized by him in this regard, who shall then countersign the report and declare the result of the voting forthwith.
  24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.wabcoindia.com](http://www.wabcoindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him and simultaneously communicated to the stock exchanges where the shares of the Company are listed.
  25. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of the Seventeenth AGM

## WABCO INDIA LIMITED

and the Annual Report for the financial year ended 31<sup>st</sup> March 2021, only soft copies of the said documents are being sent by email to the Members.

Therefore, those members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report and other communications from the Company, can get their e-mail address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by e-mail to the Company's e-mail address [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in)

- b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

26. In terms of Regulation 36(3) of the Listing Regulations, a brief profile of the director, whose appointment is proposed to be approved in this AGM, the nature of his expertise in specific functional areas, his other directorships and committee memberships in listed entities, his shareholding and relationship with other directors of the Company are also furnished herein below.

By order of the board

Chennai  
28<sup>th</sup> July 2021

M C GOKUL  
Company Secretary

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

### Item No. 3

Mr. Philippe Colpron was appointed as Non-Executive Additional Director by the Board at their meeting held on 29<sup>th</sup> January 2019 in terms of Section 161 of the Companies Act, 2013 and by the shareholders at the annual general meeting held on 14<sup>th</sup> August 2019.

Mr. Philippe Colpron (42) is a Business School Major in Corporate Finance from Concordia University and has completed the Marketing Executive Program from INSEAD business school and the Senior Executive Program from London school of business. He is currently the Leader, Aftermarket business for the CVCS Division of the ZF Group (formerly WABCO). He started his career at WABCO Group in 2007 as Strategic Sourcing Director for the Group. In February 2010 he became the Aftermarket Marketing and Business Development Leader. From 2012 onwards, he was promoted to the Business Enterprise Lead of WABCO Aftermarket to then proceed as Vice President and Aftermarket Business Unit Leader in 2014. He was appointed to the Global Fleet Solutions Hub leadership role at the end of 2018, taking ownership of two of WABCO's most dynamic business units - Digital Customer Services, delivering advanced FMS solutions, and the Aftermarket Business Unit, molded into a single Fleet Solutions organization. Besides his contribution to the Aftermarket business, Mr. Philippe Colpron has led several key strategic projects at WABCO, such as digital transformation initiatives and contributing to multiple mergers and acquisitions over the past years. He has led a project called "PACE Agility", set up to define and implement an agile, lean and efficient global organization for WABCO Group as a whole, that better optimized

WABCO group structure, processes and systems across its value chain. Prior to joining WABCO he worked in various transport, logistics and purchasing management roles at Valeo after having operated under his own account in his start-up enterprises.

Mr. Philippe Colpron has confirmed that he is not disqualified to be appointed as a Director. He does not hold any shares in the Company and he is not related to any other director or Key managerial personnel of the Company. He is a member of the Risk Management Committee. He has attended 13 Board Meetings of the Company out of the 14 Board meetings and 2 Risk Management Committee meetings held after his appointment. He is not a director on any Board nor a member of any committee of any other listed Company. He is the Director of WABCO Digital Solutions Pvt. Ltd. The Board considers that his association and experience would be of immense benefit to the Company and it is desirable to continue his services. Accordingly, based on the recommendation of the Nomination and Remuneration Committee the Board recommends the ordinary resolution set out as Item No.3 of the notice for appointment of Mr. Philippe Colpron as a director for approval by the shareholders of the Company.

Except Mr. Philippe Colpron being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way 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 Listing Regulations.

## WABCO INDIA LIMITED

### Statement of material facts pursuant to Section 102 of the Companies Act, 2013

#### Item No. 4

Dr. Lakshmi Venu was appointed as a Non-executive and Independent Director in terms of Regulation 25 of the Listing Regulations with effect from 19<sup>th</sup> May 2016 for a term of five consecutive years upto 18<sup>th</sup> May 2021.

Dr. Lakshmi Venu, (38) is a graduate of Yale University, and holds a Doctorate in Engineering Management from the University of Warwick.

She underwent her initial training in Sundaram Auto Components Limited, a subsidiary of Sundaram-Clayton Limited (SCL). Thereafter, she underwent an extensive in-depth induction at SCL. She had worked in the areas of business strategy, corporate affairs, product design and sales & marketing of SCL, and has been its Joint Managing Director from 2010. Dr. Lakshmi Venu is currently the Deputy Managing Director of TAFE Motors and Tractors Limited and also holds directorships in various other companies.

Dr. Lakshmi Venu is not holding any shares in the Company. She is a Chairperson of the Nomination & Remuneration Committee, Member of the Audit Committee and the Corporate Social Responsibility Committee.

Details of her membership / chairmanship of committees

Sl. No.	Name of the Company	Directorships	Name of the Committees	Position held
1.	Sundaram-Clayton Limited	Joint Managing Director	Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee	Member
2.	TVS Motor Company Limited	Director	-	-
3.	Sundram Non-conventional Energy Systems Ltd.	Director	-	-
4.	Sundaram Auto Components Limited	Director	Corporate Social Responsibility Committee, Audit Committee, Nomination and Remuneration Committee	Member
5.	TAFE Motors and Tractors Limited	Deputy Managing Director	Corporate Social Responsibility Committee, Nomination and Remuneration Committee	Member
6.	L V Trustee Private Limited	Director		
7.	Sundaram-Clayton (USA) Limited	Director		
8.	Sundaram Holding (USA) Inc.	Director		

Dr. Lakshmi Venu has given a declaration dated 16<sup>th</sup> May 2021 confirming that she satisfies the criteria of independence as required under the Section 149(6) of the Companies Act, 2013, Listing Regulations and that she is not disqualified to be appointed as a Director. The Board of Directors, at their meeting held on

The attendance details of the meetings held during her tenure from 19<sup>th</sup> May 2016 till 18<sup>th</sup> May 2021 is given below:

Particulars	Meetings held	Meetings attended
Board Meetings	24	18
Audit Committee Meetings (from 19.03.2020)	5	5
Nomination & Remuneration Committee Meetings (from 19.03.2020)	2	2
Corporate Social Responsibility Committee	5	4
Annual General Meetings	5	4

Dr. Lakshmi Venu satisfies the conditions for being considered as an Independent Director under 149(6) of the Act and the Listing Regulations and is eligible to hold office for a term of upto five consecutive years from the date of appointment and will not be subject to retirement by rotation. As per Schedule IV of the Act her re-appointment as an Independent Director requires approval of shareholders.

17<sup>th</sup> May 2021 opined that Dr. Lakshmi Venu fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the Listing Regulations for her appointment as a Independent Director of the Company and she is independent of the management. Copy of the draft letter for re-appointment of Dr. Lakshmi

Venu as an Independent Director 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. She does not hold any shares in the company and she is not related to any other director or Key Managerial Personnel of the Company.

The Board considers that Dr. Lakshmi Venu's experience in the manufacturing sector especially in the automotive industry would be of immense benefit to the Company. Based on the recommendation of the nomination and remuneration committee, the Board has approved re-appointment of Dr Lakshmi Venu as a Non-Executive and Independent Director for a term of five consecutive years from 19<sup>th</sup> May 2021 to 18<sup>th</sup> May 2026, subject to the approval of the shareholders through a special resolution. She will not be liable to retire by rotation. Accordingly, The Board recommends the resolution set out as Item No.4 of the notice for her re-appointment as an independent director, for the approval by the shareholders of the Company. Dr. Lakshmi Venu will be paid sitting fee for the Board and Committee meetings, that she attends and she is also eligible for a commission on profit as may be decided by the Board, not exceeding the limits specified in the Companies Act, 2013.

Except Dr. Lakshmi Venu, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way is concerned or interested, financially or otherwise, in the resolution set out as item No.4. The explanatory statement may also be regarded as a disclosure under regulation 36(3) of the Listing Regulations.

### Item No. 5

Mr. Alexander De Bock was appointed as an Additional Director in the category of Non-Executive Non Independent director by the Board of Directors with effect from 25<sup>th</sup> September 2020 in terms of Section 161 of the Companies Act, 2013 to hold office upto the ensuing annual general meeting.

Mr. Alexander De Bock (45) holds a master's degree in finance from the University of Antwerp, Belgium. Prior to joining WABCO in 2004, he was a member of the audit practice of Arthur Andersen in Brussels, Belgium from 1999 till 2003. Mr Alexander De Bock was appointed as the Senior Vice President Finance for the CVCS Division of the ZF Group (formerly WABCO) on June 1, 2020. Prior to WABCO's acquisition by ZF Friedrichshafen in May 2020, he served as the Vice President Finance of WABCO Holdings Inc., responsible for Financial Planning & Analysis

since 2014. He combined this role with the role of Vice President Investor Relations from 2017 till 2018 and with the role of Group Treasurer from 2018 onwards. Mr. Alexander De Bock also served as the Chief Finance Officer of WABCO Holdings Inc. from September 2017 till June 2018.

Mr. Alexander De Bock has confirmed that he is not disqualified to be appointed as a Director. He does not hold any shares in the Company and he is not related to any other director or Key managerial personnel of the Company. He is a member of the Audit Committee and Stakeholders Relationship Committee. He has attended all the 4 Board, Audit Committee and 1 Stakeholders Relationship Committee meeting of the Company held after his appointment. He is not a director on any Board nor a member of any committee of any other listed Company. He is a Director on the Board of WABCO Foundation Brakes Private Limited. The Board considers that his association and experience would be of immense benefit to the Company and it is desirable to continue his services. Accordingly, based on the recommendation of the nomination and remuneration committee the Board recommends the ordinary resolution set out as Item No.5 of the notice for appointment of Mr. Alexander De Bock as a director, for the approval by the shareholders of the Company.

Except Mr. Alexander De Bock being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way is concerned or interested, financially or otherwise, in the resolution set out as Item No.5. The above may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations.

### Item No. 6

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 a Cost Auditor to audit the cost records of the applicable products of the Company.

Based on recommendation of the audit committee, the Board at its meeting held on 17<sup>th</sup> May 2021, considered and approved the re-appointment of M/s. A.N Raman & Associates, as Cost Auditor for the financial year 2021-22 at a remuneration of ₹ 4,00,000/- plus applicable taxes and reimbursement of out of pocket expenses at actuals. The remuneration payable to M/s. A.N Raman & Associates, requires to be ratified by the Members at the forthcoming annual general meeting. Hence, the resolution is being proposed as item no. 6 of the Notice. None of

## WABCO INDIA LIMITED

the Directors or 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. 7

ZF CV Systems Europe BV (formerly WABCO Europe BVBA), is a related party as defined in Regulation 23 of the Listing Regulations, since the Company is a fellow subsidiary of ZF CV Systems Europe BV, headquartered at Berne, Switzerland. ZF CV Systems Europe BV is one of the major overseas customers of the Company. The orders placed by ZF CV Systems Europe BV 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.

Transactions with a related party during a financial year in excess of 10% of the turnover during the immediately preceding financial year, are regarded as "material transactions" with a related party in terms of Regulation 23(1) of the Listing Regulations. Such material transactions with a related party require approval of the Shareholders of the Company through an ordinary resolution. Anticipating that the total transactions with ZF CV Systems Europe BV during the financial year ending 31<sup>st</sup> March 2021 would cross the threshold of 10% of the turnover for the financial year ended 31<sup>st</sup> March 2020, the Company had obtained the approval of the shareholders, for the anticipated transactions beyond the 10% limit, at the previous annual general meeting held on 25<sup>th</sup> September 2020. The actual transaction entered into with them during the financial year ended 31<sup>st</sup> March 2021 are as set out below:

Sl. No.	Nature of transaction	Amount (₹ in Lakhs)
1.	Sale of Automotive Components	28,988.77
2.	Service rendered	15,874.17
3.	Royalty	3,992.51
4.	Reimbursement of Expenses	324.35
	<b>Total</b>	<b>49,179.80</b>

Aggregate of the transactions stated above amounts to 24.7% of the turnover for the financial year ended 31<sup>st</sup> March 2020.

The Company expects to enter into material transactions with ZF CV Systems Europe BV during the financial year ending 31<sup>st</sup> March 2022 also. This is likely to exceed ₹ 19,024 Lakhs (which is 10% of the turnover of ₹ 190,239 Lakhs for the financial year ended 31<sup>st</sup> March 2021).

Hence approval of the members is being sought for the actual quantum of above material related party transactions entered during the financial year ended 31<sup>st</sup> March 2021 and to transactions proposed to be entered into with ZF CV Systems Europe BV during the financial year ending 31<sup>st</sup> March 2022.

The material terms of the agreements which have been entered into by the Company with ZF CV Systems Europe BV are:

- a) Credit term 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) Expenditure reimbursements at actuals.

As per the prevailing transfer pricing regime and practice across the globe, ZF CV Systems Europe BV, the Company continue to pay charges a royalty to WABCO India Ltd., at the rate of 4% of net sales [total product sales (less) inter-company sales (less) inter-company purchases] for the products manufactured by the Company using WABCO Technology and for the knowhow and best practices of ZF CV Systems Europe BV that have been adopted and implemented by the Company. An agreement effective 1<sup>st</sup> January 2016 in this regard was entered into with ZF CV Systems Europe BV for the payment of royalty. During the year ended 31<sup>st</sup> March 2021 royalty of ₹ 3,992.51 lakhs was paid to ZF CV Systems Europe BV which amounts to 2% of the turnover for the financial year 2019-20. This is included in the above table. Pursuant to the royalty agreement with ZF CV Systems Europe BV, the Company would continue pay a royalty of 4% on net sales during the financial year ending 31<sup>st</sup> March 2022.

Pursuant to Regulation 23(1) of the Listing Regulations, such approval of members is required to be obtained by way of an ordinary resolution. Hence, the ordinary resolution as set out in Item No.7 is kept for the approval of members. Voting by related parties on the ordinary resolution will be governed by the applicable provisions of the Listing Regulations. All transactions with ZF CV Systems Europe BV are in ordinary course of business and are done on arms-length basis.

Mr. Alexander De bock and Mr. Philippe Colpron may be deemed to be interested in the above resolution by virtue of their being directors of ZF CV Systems Europe BV. None of the other directors and key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in



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the resolution. All related party transactions are preapproved by the audit committee. Board recommends this resolution to the members for approval.

### Item No. 8

The Company proposes to avail cash management and trade services including cash pooling from banks. Since WABCO India Ltd., has surplus funds, the cash pooling arrangement would enable the Company to support cash requirements of other ZF group entities in India. This would be considered as providing intercorporate loan under Section 185 and Section 186 of the Companies Act, 2013. It is proposed that such lending through Cash pooling arrangement be allowed upto a limit of ₹ 100 Crores with all the banks taken together at any point in time. Wherever the Company is in a lending position in the cash pooling arrangement, the Company shall charge interest in the range of 6.5% p.a. to 8% p.a which would be in line with the requirements of Section 186 of the Companies Act, 2013 and the transfer pricing regulations. These funds would be used by the borrowing entities for meeting their working capital requirements and for its principal business activities. The other entities which would be part of this arrangement are

- a. ZF India Private Limited, Pune
- b. ZF Wind Power Coimbatore Pvt. Ltd.
- c. WABCO Digital Solutions Private Limited, Bangalore

Since the Cash pooling arrangement would involve other ZF entities in India, this would be a related party transaction. The Audit committee and the Board at their meetings held on 28<sup>th</sup> July 2021 have considered and approved the draft agreements to be entered with these entities. This transaction would be in ordinary course of business and the clauses in the agreement are on arms-length basis. Further, 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 under Listing Regulations. Further, the proposed limit is within the limits specified under Section 186 of the Companies Act, 2013. Hence shareholder approval is not required for the Cash pooling arrangement under these regulations.

However, under Section 185 of the Companies Act, 2013, since Mr. P Kaniappan and Mr. Philippe Colpron, Directors of WABCO India Ltd., are also Directors on the board of WABCO Digital solutions Private Limited., (one of the borrowing entity) and lending to such private Company where there are common directors would require a shareholder approval through a special resolution, this resolution in item No.8 is proposed for the approval of shareholders.

Cash pooling arrangements are advantageous for the Company since it would fetch better rate of interest which is variable in nature and is determined by independent transfer pricing team at arm's length but will be benchmarked to rates offered by banks. It's an unsecured loan callable on demand and gives higher flexibility to manage funds and optimize interest income. There is no minimum tenor for the loan. Cash pooling will operate with day end balance sweep within the entities based on the utilization of funds thereby interest is earned on the day end surplus balance. Cash Pool participants have full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal. Pool participants can terminate cash pooling at any time.

Mr. Philippe Colpron and Mr. P Kaniappan may be deemed to be interested in the above resolution by virtue of their being directors of WABCO Digital solutions Private Limited. None of the other directors 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 approval.

By order of the board

Chennai  
28<sup>th</sup> July 2021

M C GOKUL  
Company Secretary

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

## Directors' report to the shareholders

The directors have pleasure in presenting the 17<sup>th</sup> annual report and the audited financial statements for the financial year ended 31<sup>st</sup> March 2021.

### 1. FINANCIAL HIGHLIGHTS

Details	₹ in lakhs	
	Year ended 31.03.2021	Year ended 31.03.2020
Revenue from Operations	<b>186,350.01</b>	192,956.15
Other Income	<b>3,888.86</b>	6,388.05
<b>Total Income</b>	<b>190,238.87</b>	199,344.20
Profit before interest depreciation and tax	<b>24,465.64</b>	31,536.73
Finance Costs	<b>199.19</b>	191.94
Depreciation	<b>9,039.93</b>	9,011.08
Profit before tax	<b>15,226.52</b>	22,333.71
Provision for taxation (including deferred tax and tax relating to earlier years)	<b>4,846.03</b>	6,452.34
Profit after tax	<b>10,380.49</b>	15,881.37
Other Comprehensive Income / (Loss) for the year net of tax	<b>(194.90)</b>	(79.66)
<b>Total Comprehensive Income for the year Net of Tax</b>	<b>10,185.59</b>	15,801.71

### 2. DIVIDEND

The Board of Directors has recommended a dividend of ₹ 11/- per share for the year ended 31<sup>st</sup> March 2021 absorbing a sum of ₹ 2,086.43/- lakhs for approval of the shareholders at the ensuing annual general Meeting.

### 3. PERFORMANCE

During the year 2020-21, the Company achieved total income of ₹ 1,902 crores as against ₹ 1,993 crores in the previous year. The profit before tax was ₹ 152 crores as against ₹ 223 crores in the previous year and the Profit after tax was ₹ 104 crores as against ₹ 159 crores in the previous year. There has been no change in the nature of business of the Company during the financial year ended 31<sup>st</sup> March 2021.

### 4. CHANGE IN OWNERSHIP

On 28<sup>th</sup> March 2019, WABCO Holdings Inc., US the ultimate parent company of WABCO India Ltd., had announced that it has entered into a definitive merger agreement with ZF Friedrichshafen AG ("ZF"), a privately held global leader in driveline and chassis technologies.

Under this agreement, ZF had acquired all outstanding shares of WABCO Holdings Inc., US for \$136.50 per share in an all-cash

transaction for an equity value of over \$7 billion. This transaction concluded in May 2020. This transaction brought together two global technology leaders with highly complementary and innovative technology offerings to address future serving OEMs and fleets in the automotive and commercial vehicle industry, combining WABCO's capabilities in commercial vehicle safety and efficiency, including technologies involved in vehicle dynamics control, active air suspension systems, and fleet management systems with ZF's leading position in driveline and chassis technologies for cars and commercial vehicles.

The said transaction, resulted in the indirect acquisition by ZF of WABCO Asia Private Limited, an indirect subsidiary of WABCO Holdings LLP, US and holds 75% of the voting share capital of WABCO India Ltd. Accordingly, upon the completion of the said transaction, ZF became entitled to, through WABCO Asia.

- (a) indirectly exercise 75% of the voting share capital.
- (b) indirectly exercise control over WABCO India Limited.

Post conclusion of the transaction, as required under the SEBI (SAST) Regulations, an open offer was made to the shareholders in August 2020 for the acquisition of up to 4,741,900 fully paid-up equity shares of face value of ₹ 5/- each of WABCO India Limited, representing 25% of the total voting equity capital of WABCO India Limited, comprising fully of public shareholders was given by ZF Friedrichshafen AG. This public announcement excluded the promoters / promoter group of WABCO India Limited. Pursuant to the open offer, ZF International UK had acquired 18.11% of the shares from the public shareholders taking the consolidated promoter shareholding to 93.11%. To comply with the listing regulations of minimum public shareholding of 25%, ZF International, UK had in March 2021 sold 12.68% shares through offer for sale to the public shareholders. As on date, the consolidated promoter shareholding stands at 80.43%.

Post acquisition by ZF, the WABCO Group has become ZF CVCS division and operates as a separate division until integration, which is expected to be complete by early 2022.

### 5. CAPITAL EXPENDITURE

Capital expenditure of ₹ 90.0 Crores was incurred during the year 2020-21 as against the revised estimate of ₹ 104.8 Crores and Capital Expenditure of ₹ 110.0 Crores is planned for the year 2021-22.

### 6. DIRECTORS

On the recommendation of the Nomination & Remuneration Committee, Dr. Lakshmi Venu, was re-appointed as an Independent Director by the Board with effect from 19<sup>th</sup> May 2021 to 18<sup>th</sup> May 2026 for another term of 5 consecutive years subject to the approval of shareholders at the ensuing Annual General Meeting through a special resolution.

Mr. Alexander De Bock was appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 by the Board on 25<sup>th</sup> September 2020, who will hold office upto the ensuing Annual General Meeting. He being eligible and willing to be appointed as

director at the ensuing Annual General Meeting has offered himself for appointment as Director.

Ms. Lisa Brown resigned from the Board with effect from 31<sup>st</sup> August 2020 due to her other commitments. The Board wishes to place on record its appreciation for the valuable guidance and services rendered by Ms. Lisa Brown during her tenure as Director.

The composition of the Board, taking into account the above changes, is in compliance with the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") - three independent directors, three non-executive non-independent directors and an executive director as on date.

The independent directors continue to fulfill the criteria of independence as defined under Section 149(6) of the Act and Regulation 16(b) of Listing regulations and have furnished the requisite declarations in this regard and the Board confirms that they are independent of the management.

### 7. AUDITORS

M/s. B S R & Co. LLP, Chartered Accountants, holding firm Registration No 101248W / W-100022 have been appointed as statutory auditors of the Company by the shareholders for a term of five consecutive years from the 15<sup>th</sup> Annual General Meeting upto the conclusion of the 20<sup>th</sup> Annual General Meeting as per the Section 139 of the Companies Act, 2013.

The Consolidated remuneration paid to Auditors / affiliated firms / entities for Audit and services rendered in other capacities is provided in the notes to the financial statements.

### 8. MODIFIED AUDITOR'S REPORT

The Statutory Auditors have drawn attention to the financial statements of the Company for the year ended March 31, 2021 with respect to certain instances of alleged irregularities identified by management in disbursement / settlement of provident fund dues paid out of the Employees' Provident Fund Trust ('the Trust') and salary payments to fixed-tenure employees in the current and earlier years. The Company has initiated investigation of such alleged irregularities relating to payments from the Trust and other payments from the Company to employees by engaging an external independent expert through a law firm and is also evaluating necessary actions. The Company has made a preliminary assessment and has recorded a provision of ₹ 500 lakhs in the financial statements for the year ended 31<sup>st</sup> March 2021. Pending completion of the aforesaid investigation, the statutory auditors have opined that they are unable to evaluate the likely outcome of the above matter and its consequential additional impact on these financial statements and hence have modified their report in this regard.

The Board of Directors based on the recommendations from the Audit Committee have reviewed the entire scope & summary presentations & observations and is of the view that there is no need to enhance the provision already made in the books and that the measures taken by the management to strengthen the

controls are adequate. Further, the management has been subject to multiple scrutiny in this regard and the risk mitigation approach is being strengthened and extended to all processes.

### 9. SECRETARIAL AUDITOR

M/s. S Krishnamurthy & Co., Company Secretaries have carried out Secretarial Audit under the provisions of Section 204 of the Act, for the financial year 2020-21 and submitted their report, which is annexed to this report. The report does not contain any qualification, reservation or adverse remark or disclaimer.

### 10. COST AUDITOR

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are being maintained. Pursuant to Section 148 of the Act, the Board of Directors of the Company upon recommendation made by the audit committee has re-appointed M/s A. N Raman & Associates, Cost Accountants, as Cost Auditor of the Company for the financial year ending 31<sup>st</sup> March 2022 and has recommended his remuneration to the shareholders for their ratification at the ensuing Annual General Meeting.

### 11. KEY MANAGERIAL PERSONNEL

Mr. P Kaniappan - Managing Director  
Mr. R S Rajagopal Sastry - Chief Financial Officer  
Mr. M C Gokul - Company Secretary

### 12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not provided any Loans or Guarantees to any person or other body corporate under Section 186 of the Act and the details of investments made are given in the notes to the Financial Statements.

### 13. ANNUAL EVALUATION OF THE BOARD'S PERFORMANCE

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and directors, including the Chairman of the Board as per the requirements in this regard specified in the guidance note issued by the Securities Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013. The exercise was carried out through a structured evaluation process covering various aspects of the functioning of the Board and Committees such as their composition, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of each individual director including the Chairman who were evaluated on parameters such as attendance, contribution at the meetings, independent judgment and other relevant aspects as laid down under the Guidance note issued by SEBI in this regard. The Board was satisfied with the evaluation results, which reflected the overall engagement of the Board, Committees and the directors with the Company.

**14. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism through "WABCO Whistle Blower Policy" to enable employees and directors to report genuine concerns dealing with instances of fraud and mismanagement, if any. The mechanism provides for adequate safeguards against victimization of the whistle blower and also provides for direct access to the Chairman of the audit committee in appropriate or exceptional cases or chief ethics officer of the Company as the case may be to report any concerns or unethical activities.

**15. BUSINESS RESPONSIBILITY**

The Company is one among the top 1000 listed companies as per the market cap as on 31<sup>st</sup> March 2021 and hence as per the Listing regulations, the Business Responsibility Report forms part of the annual report. In this regard, the Company has developed a Business Responsibility policy which is approved by the Board. As per this policy Mr. P Kaniappan, Managing Director is responsible for the implementation of the Business Responsibility initiatives. The initiatives of the Company in this regard for the year 2020-21 are provided in the Business responsibility report.

**16. STATUTORY STATEMENTS****16.1 Conservation of energy, Research & Development Expenses and foreign exchange earnings and outgo**

Information regarding conservation of energy, Research & Development expenses and foreign exchange earnings and outgo is given in Annexure 1 to this report, as per the requirements of Section 134(3)(m) of the Act.

Towards the Company's continual commitment of utilizing renewable energy, the Company had commissioned a 400 KW roof top solar plant during the year 2018-19. This has resulted in increasing the overall renewable power share. During 2020-21, the Company had incurred a capital expenditure of ₹ 23 lakhs towards a total of 55 energy reduction projects implemented during the year in air conditioners, compressed air systems and other projects which yielded energy savings of 7.63 Lakh units and cost savings of ₹ 61.04 Lakhs per annum. Further, these initiatives have also resulted in carbon footprint reduction of about 540 Ton in Co2 emissions per annum.

**16.2 Corporate Social Responsibility**

As required under Section 134(3)(o) of the Act, details about policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year ended 31<sup>st</sup> March 2021 are given in Annexure 2 to this report

**16.3 Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) of the Act, it is hereby confirmed that;

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.

- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2021 and of the profit of the Company for the year ended on that date;
- c. That directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The directors had prepared the annual accounts on a going concern basis;
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**17. DISCLOSURES UNDER COMPANIES ACT, 2013****17.1 Annual Return**

The Annual Return of the Company in Form MGT-7 for the year ended 31<sup>st</sup> March 2020 is available on the website of the Company in the following link:

<https://www.wabco-auto.com/india/Investor-Relations/WABCO-India-Investor-Relations>

**17.2 Number of Board Meetings**

The Board of Directors met five times during the year 2020-21. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

**17.3 Committees of Board of Directors**

Details of memberships and attendance of various committee meetings are given in Corporate Governance Report.

The Board has accepted / considered all recommendations made by the Committees to the Board during the financial year.

**17.4 Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no related party transactions made by the Company with promoters, Directors, Key Managerial Personnel or other designed persons which may have a potential conflict with the interest of the Company at large.

Certain related party transactions entered into during the year ended 31<sup>st</sup> March 2021 and transactions proposed to be entered into during the year ending 31<sup>st</sup> March 2022

between the Company and ZF CV Systems Europe BV (formerly WABCO Europe BVBA), a fellow subsidiary of the company, are material in nature and require the approval of members through an ordinary resolution as per the Listing regulations. An ordinary resolution seeking shareholders' approval is included in the notice to shareholders.

The Company pays royalty to M/s ZF CV Systems Europe BV, a fellow subsidiary and related party at the rate of 4% per annum on the net sales (Total sales (less) inter-company sales (less) inter-company purchases) effective 1<sup>st</sup> January 2016 for the intellectual property, knowhow and processes supplied by ZF CV Systems Europe BV. M/s ZF CV Systems Europe BV charges Royalty to all its associated entities in line with the global practices and transfer pricing norms.

During the year ended 31<sup>st</sup> March 2021 royalty of ₹ 39.9 crores was paid to M/s. ZF CV Systems Europe BV which amounts to 2% of the total turnover for the financial year 2019-20.

All transactions with related parties are placed before the audit committee and prior approval of the audit committee is obtained. The Company has a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. Details of material Related Party Transactions entered by the Company as required under Section 134(3)(h) of the Act and the Listing Regulations are given in annexure 4 to this report

## 18. POLICIES

- 18.1 The following policies approved by the Board of Directors of the Company were uploaded and are available in the Company's website at the web link:

[http://www.wabco-auto.com/en/investor\\_relations/wabco\\_india\\_investor\\_relations](http://www.wabco-auto.com/en/investor_relations/wabco_india_investor_relations)

- 18.1.1 Corporate Social Responsibility Policy
- 18.1.2 Related Party Transaction Policy
- 18.1.3 Nomination and Remuneration Policy
- 18.1.4 Whistle Blower Policy
- 18.1.5 Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- 18.1.6 Policy on Criteria for Determining Materiality of Events
- 18.1.7 Dividend Policy

### 18.2 Policy on director appointment and remuneration

Company's policy on directors' appointment and remuneration including criteria determining for qualification, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act is provided in the Corporate Governance Report.

## 19. PARTICULARS OF DISCLOSURES AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013

- 19.1 The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed are as given below:

Name	Ratio
Mr. P. Kaniappan, Managing Director	68.96:1
Mr. M. Lakshminarayan, Independent Director	3.31:1
Mr. Mahesh Chhabria, Independent Director	2.82:1
Dr. Lakshmi Venu, Independent Director	3.21:1

Directors other than those mentioned above have not drawn any remuneration for the financial year 2020-21.

- 19.2 The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer, Company Secretary, in the financial year:

Mr. M. Lakshminarayan, Chairman	52.33%
Mr. Mahesh Chhabria, Director	NA
Dr. Lakshmi Venu, Director	73.97%
Mr. P. Kaniappan, Managing Director	68.96%
Mr. R.S. Rajagopal Sastry, Chief Financial Officer	71.81%
Mr. M.C. Gokul, Company Secretary	94.41%

- 19.3 The percentage increase in the median remuneration of employees in the financial year: 5.61%.
- 19.4 The number of permanent employees on the rolls of company as on 31<sup>st</sup> March 2021: 2023.
- 19.5 Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year: 7.2%.

Percentage increase in the managerial remuneration in the last financial year was 70.68%. With respect to the Managerial Personnel, variable component is paid in the form of incentive, as per the remuneration policy of the Company and based on the financial and non-financial parameters based on their individual performance and the performance of the Company. Benefit arising out of participation in M/s WABCO Holdings Inc., RSU/PSU schemes is included in value of perquisites. All outstanding options were paid in June 2020 as per the terms of merger with ZF and the scheme stands closed since. This was a onetime activity. The Board at its meeting dated 17<sup>th</sup> May 2021, increased the commission paid to non-executive independent directors to ₹ 20,00,000/- per independent director. The remuneration also includes sitting fee of ₹ 75,000/- per Independent Director per meeting for the Independent Directors Committee meetings. The committee

had met 4 times during the year in view of the Open offer requirements. All these have impacted the percentage increase in the managerial remuneration.

19.6 The key parameters for any variable component of remuneration availed by the directors: Independent directors have been paid sitting fees for attending meetings of the Board and Committees and also paid a profit related commission, but not exceeding 1% of the net profit of the Company for the financial year. No sitting fee and commission is paid to non-executive and non-independent Directors of the Company. However, with respect to Mr. P. Kaniappan, Managing Director, variable component is paid in the form of incentive, as per the Remuneration Policy of the Company and based on the financial and non-financial parameters.

19.7 The remuneration of directors and employees are as per the remuneration policy of the Company.

19.8 Particulars of Employees

The statement of particulars of employees as per Section 197 of the Companies Act, 2013, read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, for the year ended 31<sup>st</sup> March 2021, is given in Annexure 5 and forms part of this Report.

## 20. CORPORATE GOVERNANCE

The Company has complied with the provisions of the Listing Regulations concerning corporate governance and a report to this effect is attached, as required by Under Schedule V of the Listing Regulation. The certificate issued by the auditors of the Company regarding compliance with the corporate governance requirements is also annexed to this report. The Managing Director, (CEO) and the Chief Financial Officer (CFO) of the Company have certified to the board on financial statements and other matters in accordance with Regulation 17(8) of the Listing Regulations pertaining to CEO / CFO certification for the financial year ended 31<sup>st</sup> March 2021. Further, applicable Secretarial Standards notified by the Institute of Company Secretaries of India, New Delhi, have been complied with.

The management discussion and analysis report, as required by the Listing Regulations and various disclosures required under the Act is also attached and forms part of this report.

## 21. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has a structured familiarization program for independent Directors of the Company which also extends to other Non-Executive Directors to ensure that Directors are familiarized with their function, role, rights, responsibilities and the nature of the company Business viz., automotive component industry and the group's global business model, etc.

The Board of Directors has complete access to the information within the Company. Presentations are regularly made to the Board of Directors and all Committees of the Board on various matters, where Directors get an opportunity to interact with Senior

Management. Presentations, *inter alia*, cover the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, quarterly and annual results, human resources, technology, quality and such other areas as may arise from time to time.

The Company also issues appointment letters to the Independent Directors which also incorporates their role, duties and responsibilities. Further, updates on regulatory changes are also periodically placed before the Board. The details of familiarisation programme have been hosted in the website of the Company under the weblink

<http://wabco-auto.com/investor-relations/wabco-india-investorrelations>

## 22. OTHER PARTICULARS

- The Company has not accepted any deposits from the public within the meaning of Sections 76 of the Companies Act, 2013 for the year ended 31<sup>st</sup> March 2021.
- There are no significant and material orders passed by regulators or courts or tribunals, which would impact the going concern status of the Company and its future operations.
- The Company does not have any subsidiary, associate or joint venture. There was no Company which has become or ceased to be Company's subsidiary, Joint venture or associate Company during the financial year 2020-21.
- The Company has not raised any funds during the year.
- The Company has not taken any loan during the year and neither there are any outstanding loans as on 31<sup>st</sup> March 2021. Hence there were no instances of any one time settlement nor any valuation done in this regard.
- The Company has neither filed an application during the year under review nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 as at March 31, 2021.
- The Company has not transferred any amount to general reserves during the year.
- There are no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year and the date of the report.

## Acknowledgement

The Directors thank the vehicle manufacturers, distributors, vendors and bankers for their continued support and assistance. The Directors gratefully acknowledge the support rendered by ZF Friedrichshafen AG. The directors wish to place on record their appreciation of the excellent work done by employees of the Company at all levels during the year. The directors specially thank the shareholders for the confidence reposed by them in the Company.

For and on behalf of the board

Chennai  
17<sup>th</sup> May 2021

M. LAKSHMINARAYAN  
Chairman

**A. CONSERVATION OF ENERGY**

**1. Measures taken**

- i) Thyristor control installed in 17 machines having high-power consuming heaters to reduce energy consumption at Ambattur Plant.
- ii) Air Blowers installed in 2 machines instead of using compressed air in washing machines.
- iii) Air to Air cooler provided for all applicable CNC control panel instead of Panel AC at Ambattur Plant.
- iv) Specific Energy Consumption reduction project completed in Hino and 318CC Crank Shaft Cell at Ambattur Site.
- v) Energy efficiency of Hot water generator in canteen increased by insulating the exposed steam line resulting in reduced diesel consumption (Avg 10L/Day)
- vi) Conventional High-power motors replaced by energy efficient IE3 Motor in 40 Places
- vii) Machine Idle time trip implemented in all applicable machines in both Ambattur and Mahindra World City Plants.
- viii) Hydraulic Power pack intermittent operation implemented in all applicable machines in both Ambattur and Mahindra world City Plants.
- ix) Pneumatic Free Auto Door implemented in 4 Machines at Ambattur Plant.
- x) 40 High Power machines were converted to Low Power machines in Ambattur Plant.
- xi) 50KW Plasma C&A chillers were modified to 18KW at the Mahindra World city Plant.

These measures resulted in substantial energy savings of about 7.63 lakhs units of power and Cost resulting in ₹ 61.04 lakhs per annum.

**2. Measures proposed**

- i) Implementation of Internet of Things to reduce energy consumption in Machine Shop at Mahindra City Plant.
- ii) Anodizing Chiller heat exchanger design change - time / direct coil failure elimination - Titanium into mos.
- iii) Seasonal Control to be installed for AHU to reduce energy consumption in both Ambattur and Mahindra City plants.
- iv) Providing Energy efficient motor instead of conventional and normal motors.
- v) Providing capacitor near Air Compressors to improve power factor.
- vi) Energy Consumption reduction by providing Compressed AIR Instead of Boosters for above 15 bar applications in Ambattur Site.
- vii) Providing Super fan to reduce energy for all operating cells at the Mahindra world City Plant.
- viii) Panel AC to be removed - Air to Air cooler to be provided for CNC control panel at the Mahindra World City Plant.
- ix) 50KW Plasma E&F chillers to be modified to 18KW at the Mahindra World city Plant
- x) Thyristor control for all high-power consuming heaters to reduce energy consumption at the Mahindra City Plant.

- xi) Air Blowers to be used instead of compressed air in all applicable washing machines.

These measures are expected to result in substantial energy savings of about 9.25 lakhs units of power & Cost ₹ 73.96 lakhs per annum.

**B. Details relating to imported technology: (Technology imported during the last 5 years reckoned from the beginning of the financial year) - NIL**

**C. Expenditure on R & D**

	₹ in Lakhs
Capital expenditure	362.12
Recurring expenditure (including salaries)	<u>3,297.02</u>
	<u>3,659.14</u>

**D. TECHNOLOGY ABSORPTION**

**1. Efforts made towards technology absorption**

- a. Developed air processing, high-capacity compressors, control valves, exhaust brakes and braking system for meeting BS6 emission regulations.
- b. Developed Reverse Parking Assist System (RPAS) for AIS-145 regulation.
- c. Developed door control system for city buses.
- d. Developed pneumatic connectors
- e. Developed lift axle control system
- f. Developed Hill Start Aid for M&HCV models
- g. Developed high corrosion resistance push in connectors and method of coating used in Air Brake System
- h. Application of Collision mitigation and lane departure system to OE Vehicles
- i. Application of Electronic Stability Control System for M&HCV trucks and Buses

**2. Benefits derived**

- a. Meeting current and upcoming regulations
- b. Products with improved value to customers
- c. Advanced features to enhance vehicle safety
- d. Increased market share with localized products with advanced features
- e. Enhanced product performance and durability resulting in competitive advantage
- f. Environment benefit by avoiding surface protection
- g. Indigenous development of test rigs and accessories for advanced products
- h. Improved ride and handling performance
- i. New business and increased market share

**E. FOREIGN EXCHANGE EARNINGS AND OUTGO**

	₹ in Lakhs
Foreign exchange inflow	79,155.11
Foreign exchange outflow	31,750.49

**Report on CSR activities for the year ended 31<sup>st</sup> March 2021**

**1. A brief outline of the Company's CSR policy**

The Company focuses on CSR activities as specified in Schedule VII of the Companies Act, 2013 and accordingly the projects have been identified and recommended by the CSR Committee and approved by the Board. The projects have been implemented through the supervision of the internal executive committee and through WABCO Foundation. The Company has framed the CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is:

<https://www.wabco-auto.com/india/Special-pages/Text-pages/Investor-Relations/Policies-and-Code-of-Conduct>

**2. The Composition of the CSR Committee**

The CSR Committee was constituted as per the provisions of Section 135 of the Companies Act, 2013 read with the Rules made thereunder and comprised the following members during the year:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. P Kaniappan	Chairman of the Committee, Managing Director	One	One
2	Mr. M Lakshminarayan	Member of the Committee, Non-executive Independent Director	One	One
3	Dr. Lakshmi Venu	Member of the Committee, Non-executive Independent Director	One	One

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.wabco-auto.com/india/Special-pages/Text-pages/Investor-Relations/Policies-and-Code-of-Conduct>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in INR)	Amount required to be set-off for the financial year, if any (in INR)
Not Applicable			

6. Average net profit of the Company as per Section 135(5): INR 33,984.27 Lakhs

7. a) Two percent of the average net profit of the Company as per Section 135(5): INR 679.69 Lakhs

b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - Not Applicable

c) Amount required to be set off for the financial year, if any: Not Applicable

d) Total CSR obligation for the financial year (7a+7b-7c): INR 679.69 Lakhs

8. Details of CSR spent during the financial year:

(a) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year	Amount unspent (in INR Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
50.00	630.00	30.06.2021	Not Applicable		



**WABCO INDIA LIMITED**

(b) Details of CSR amount spent against ongoing projects for the financial year

(₹ in lakhs)

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
1	Health Care support to community hospitals - Setting up of Oxygen generation Plants, create infrastructure at hospitals - Health, Hygiene & Sanitization awareness programs including vaccination programs - COVID related other supports to hospitals local health centers	Item (i) - Promoting Health Care including preventive Health Care	Yes	Ambattur, Mahindra World City - Chennai Barabanki, Lucknow Pantnagar, Uttarakhand Jamshedpur, Jharkhand	3 Years	604.00	0.00	604.00	No	WABCO Foundation
2	Safety Training program for Medium & Heavy Commercial Vehicle Drivers, Mechanics, hazardous goods carriers, including Health checkup	Item (ii) Vocational skills/ Safety Training & Education	Yes	Chennai	3 Years	14.00	0.00	14.00	No	WABCO Foundation
3	Establishing vocational training institutes for manufacturing technologies for skill development under the skill India Objectives	Item (ii) Vocational skills Training & Education	Yes	Chennai	3 Years	7.00	0.00	7.00	No	WABCO Foundation
4	Creating and maintaining - Green belts, green cover, trees, water bodies etc.	Item (iv) Environmental Sustainability	Yes	Chennai	3 Years	5.00	0.00	5.00	No	WABCO Foundation
<b>Total</b>						<b>630.00</b>	<b>0.00</b>	<b>630.00</b>		

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(₹ in lakhs)

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project	Amount spent for the projects/ programs	Mode of implementation - Direct (Yes/ No).	Mode of implementation - Through implementing agency.
1	COVID support to community - Purchased and distributed PPE Kits, Pulse Oxy Meters, Face Shields, gloves, masks, sanitizers, BP apparatus, adult diapers, Disposable bedspreads etc., to hospitals and local authorities, Cots and necessary equipment, consumables to Hospitals	Item (i) - Promoting Health Care including preventive Health Care	Yes	Chennai, Chengalpattu, Barabanki, Lucknow Panthnagar, Uttarakhand Jamshedpur, Jharkhand	50.00	No	WABCO Foundation
<b>Total</b>					<b>50.00</b>		

## WABCO INDIA LIMITED

- (d) Amount spent on Administrative Overheads: NIL  
 (e) Amount spent on Impact Assessment, if applicable: NIL  
 (f) Total amount spent for the Financial Year (8b + 8c + 8d + 8e): ₹ 50 Lakhs  
 (g) Excess amount for set off, if any

Sl.no	Particular	Amount (in INR)
(i)	Two percent of average net profit of the company as per section 135(5)	679.69 Lakhs
(ii)	Total amount spent for the Financial Year	50.00 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in INR)
				Name of the Fund	Amount	Date of transfer	
1	2017-18	NA	NA	NA	NA	NA	NA
2	2018-19	NA	NA	NA	NA	NA	NA
3	2019-20	NA	NA	NA	NA	NA	NA

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting Year	Cumulative amount spent at the end of reporting Year	Status of the project - Completed / Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable
11. Reasons if the Company has failed to spend two per cent of the average net profit as per Section 135(5)

As a responsible corporate citizen, the Company engages in social responsibility and community development activities. The Company views CSR as a powerful opportunity to help create a positive impact for the future by working together with communities, Governments and local bodies to deliver qualitative social improvement. The WABCO Foundation, a not-for-profit organization has been set up to implement the CSR initiatives which, identifies appropriate CSR projects in line with the Company's CSR policy and implements them.

The Company is in the process of expanding the scope of CSR activities. The company had identified various projects towards spending 2% of net profits for the last three years and was in the preliminary stages of implementation. However, due to COVID-19 situation, could not spend 2% of the average net profits of last three years during the year 2020-21 and has allocated these projects as ongoing projects. The projects would be completed during the next three years. This amount of Rs. 630 Lakhs on account of ongoing projects has been transferred to a separate account. Out of these ongoing projects, projects worth ₹ 250 Lakhs have already been executed and the amount has been spent since 1<sup>st</sup> April 2021 till date.

This year the activities were conducted through internal engagement of employees and resources, primarily focused on activities which would help the needy sections of the society as specified in Schedule VII of the Companies Act, 2013 and the Company's CSR policy with specific focus towards areas surrounding the company's plant locations. During the year the Company's primary focus areas for CSR activities are mentioned below

## WABCO INDIA LIMITED

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Response to the COVID-19 crisis: In view of the spread of Corona virus in India and its declaration as a pandemic by the WHO, the Company stepped up and facilitated immediate action to support the medical, healthcare and frontline workers in the battle against COVID. During the 1<sup>st</sup> wave, the company pro-actively reached out to serve the community (Government) hospitals in the vicinity of manufacturing plants with PPE equipment, Pulse Oximeters, gloves, masks, sanitizers among other aid. The Company through its kitchens across all plant locations cooked and supplied more than 31,600 food packages and drinking water to the local administration. The WABCO foundation helped to set up a complete 50 bed Covid care ward at the ESI Hospital, Aynavaram from beds to critical care equipment. During the 2<sup>nd</sup> wave, the foundation pro-actively supported the community hospitals, treating numerous COVID-19 cases - Stanley Medical College and Chengalpattu Medical College with equipment including HFNC monitors, Glucometers, PPE equipment, gloves, masks, sanitizers, digital BP apparatus among other aid. WABCO Foundation currently aids four major hospitals in Chennai viz. ESI Aynavaram, Stanley Medical College, Kings Hospital and Chengalpattu Government Hospital by providing them with consumables and other necessary medical equipment. Till date the foundation has provided more than 2500 PPE equipment, 100 Pulse Oximeters, 80000 gloves, 23000 masks, 400 Liters of sanitizers, 4 HFNC monitors, 30 Glucometers with consumables, 33000 Disposable sheets and pillow covers, 30 digital BP apparatus among other aid.

The foundation has also placed an order for 50 oxygen concentrators of 5 L capacity to be delivered to needy government hospitals and health centers. In addition, the foundation is also setting up oxygen generation plants at select community hospitals apart from setting up free vaccination drives for public. The CSR committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For and on behalf of the Board

M. LAKSHMINARAYAN

Chariman

Chennai

28<sup>th</sup> July 2021

P. KANIAPPAN

Managing Director & Chairman of CSR Committee

**SHARE HOLDING PATTERN As on 31<sup>st</sup> March 2021**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of	Demat total shares	Physical	Total	% of total shares
<b>A. Promoters</b>								
<b>Foreign</b>								
Body Corporate	142,25,684	–	142,25,684	75.00%	152,56,116	–	152,56,116	80.43%
<b>Total Shareholding of Promoters</b>	<b>142,25,684</b>	<b>–</b>	<b>142,25,684</b>	<b>75.00%</b>	<b>152,56,116</b>	<b>–</b>	<b>152,56,116</b>	<b>80.43%</b>
<b>B. Public Shareholding</b>								
<b>1. Institution</b>								
a. Mutual Funds	16,41,487	–	16,41,487	8.65%	20,80,865	–	20,80,865	10.97%
b. Alternative Investment Fund	35,644	–	35,644	0.19%	–	–	–	–
c. Bank / FI	102	–	102	0.00%	2	–	2	0.00%
d. Insurance Co.	–	–	–	–	47,620	–	47,620	0.25%
e. Foreign Portfolio Corporate	503,932	–	503,932	2.66%	66,672	–	66,672	0.35%
<b>Sub-Total-B(1)</b>	<b>21,81,165</b>	<b>–</b>	<b>21,81,165</b>	<b>11.50%</b>	<b>21,95,159</b>	<b>–</b>	<b>21,95,159</b>	<b>11.57%</b>
<b>2. Non-Institution</b>								
a. Body Corporate	8,64,391	1,304	8,65,695	4.57%	64,046	1,304	65,350	0.34%
b. IEPF Authority	42,585	–	42,585	0.22%	45,102	–	45,102	0.24%
c. Individual								
i. Individual shareholders holding nominal share capital upto ₹ 2 lakh	14,49,010	1,08,956	15,57,966	8.21%	9,56,768	1,02,191	10,58,959	5.58%
ii. Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	44,160	–	44,160	0.23%	44,160	–	44,160	0.23%
d. NRI (Rep)	23,762	–	23,762	0.13%	16,979	–	16,979	0.09%
e. NRI (Non-Rep)	26,260	124	26,384	0.14%	22,476	124	22,600	0.12%
f. Foreign National	83	–	83	0.00%	83	–	83	0.00%
g. Directors & Relatives	100	–	100	0.00%	1,575	–	1,575	0.01%
h. Trusts	–	–	–	–	10	–	10	0.00%
i. LLP	–	–	–	–	9,668	–	9,668	0.05%
j. HUF	–	–	–	–	24,613	–	24,613	0.13%
k. Clearing members	–	–	–	–	2,27,170	–	2,27,170	1.20%
l. NBFCs	–	–	–	–	40	–	40	0.00%
<b>Sub-Total-B (2)</b>	<b>24,50,351</b>	<b>1,10,384</b>	<b>25,60,735</b>	<b>13.50%</b>	<b>14,12,690</b>	<b>1,03,619</b>	<b>15,16,309</b>	<b>8.00%</b>
<b>Net Total (1+2)</b>	<b>46,31,516</b>	<b>1,10,384</b>	<b>47,41,900</b>	<b>25.00%</b>	<b>36,07,849</b>	<b>1,03,619</b>	<b>37,11,468</b>	<b>19.57%</b>
<b>Grand Total (A+B)</b>	<b>188,57,200</b>	<b>1,10,384</b>	<b>189,67,584</b>	<b>100.00%</b>	<b>188,63,965</b>	<b>1,03,619</b>	<b>189,67,584</b>	<b>100.00%</b>

## WABCO INDIA LIMITED

### Form No. AOC - 2

### Annexure - 4

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis.

(₹ in Lakhs)

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount
ZF CV Systems Europe BV (Formerly WABCO Europe BVBA), a fellow subsidiary	Sales of Automotive Components	01.04.2020 to 31.03.2021	Markup on cost of raw materials, conversion cost	22.05.2020	28,988.77
	Rendering of services	01.04.2020 to 31.03.2021	Mark-up on cost of salary, rent	22.05.2020	15,874.17
	Fee for Intellectual property	01.04.2020 to 31.03.2021	Royalty @ 4% p.a. on net sales	22.05.2020	3,992.51
	Reimbursement of Expenses	01.04.2020 to 31.03.2021	Actuals		324.35
				Total	49,179.80

Note: There is no advance amount paid.

Net sales: Total product sales less inter-company sales and inter-company purchases.

### Annexure - 5

The details of top ten employees in terms of remuneration drawn during the financial year 2020-21 as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 duly amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as follows:

Sl. No.	Name of the employee	Date of Joining	Designation	Qualification	Age	Experience Years	Remuneration (in ₹)	Last Employment
1.	P. Kaniappan	20/2/2008	Managing Director	B.Tech, M.Sc, Executive MBA Executive MBA	61	39	73,615,576	Sundaram-Clayton Ltd.
2.	R S Rajagopal Sastry	31/8/2015	Chief Financial Officer	B.Com, AICWA, ACS	51	33	22,387,858	R Stahl (I) Private Ltd
3.	Dinesh Shyamsundar	02/09/2011	Leader, WABCO Technology Center of India	B.E. Electronics & Instrumentation	58	35	16,311,801	Varrac Engineering Pvt.Ltd
4.	M S Ravikumar	20/2/2008	Leader, Integrated Supply Chain	A.M.I.E, M.Sc, PGXPM	55	34	19,839,519	Sundaram-Clayton Ltd.
5.	V Ramanathan	22/01/2007	Leader, OE Marketing	B.E Mechanical, MBA	52	34	16,414,202	Maruti Udyog Ltd.
6.	Ganesamoorthy Arumugam	20/02/2008	Leader, Engineering	M.Tech	52	25	23,336,259	Sundaram-Clayton Ltd.
7.	Ramchandra Puttanna	24/8/2019	VP Aftermarket & Fleet Solutions	BE, Mechanical, MBA, PG Diploma	53	30	8,623,761	Magneti Marelli Ltd.
8.	Joseph Jackson Panakkal	04/06/2018	Leader, Human Resources	MA (PM&IR), MBA (Finance)	46	24	11,472,376	Saint Gobain India Pvt. Ltd.
9.	Chelladurai Muruganandam	17/05/2019	Regional Quality Leader India	BE, Mechanical, MBA,	46	23	8,329,252	Faurecia Emission Control Technology Ltd.,
10.	Simon Leonard	20/02/2008	Leader, Global PE Change Management	ME, Design, BE Mechanical	49	26	6,997,345	Sundaram-Clayton Ltd.

#### Notes:

- Remuneration shown above includes Salary, Allowance, Medical, Leave Travel Assistance, Leave Encashment, Arrears of Salary, Bonus, contribution towards Provident Fund, Gratuity, value of perquisites and benefit arising out of participation in M/s WABCO Holdings Inc., RSU / PSU schemes as per income tax rule. (All outstanding options were paid in June 2020 as per the terms of merger with ZF and the scheme stands closed since)
- Nature of employment is contractual.
- None of the above employee is related to any director of the Company.
- There are no employees who hold either by himself or along with his family more

than 2% of shares in the Company and is drawing remuneration in excess of the Managing Director

- No employees other than the employees mentioned above were in receipt of remuneration during the financial year in excess of rupees one crore and two lakh per year or rupees eight lakh and fifty thousand per month.

For and on behalf of the Board

Chennai  
17<sup>th</sup> May 2021

M LAKSHMINARAYAN  
Chairman

Form No. MR-3

Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

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

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by WABCO INDIA LIMITED ("the Company") during the financial year from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021 ("the year"/ "audit period"/ "period under review").

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our verification of the books, papers, minute books and other records maintained by the Company and furnished to us in physical / electronic form, forms / returns filed and compliance related action taken by the Company during the year as well as after 31<sup>st</sup> March 2021 but before the issue of this audit report;
- (ii) Compliance certificates confirming compliance with all laws applicable to the Company given by the key managerial personnel / senior managerial personnel of the Company and noted by the Board of Directors; and
- (iii) Representations made, documents shown and information provided by the Company, its officers, agents and authorised representatives during our conduct of the Secretarial Audit.

We hereby report that, in our opinion, during the audit period covering the financial year ended on 31<sup>st</sup> March 2021, the Company:

- (i) has complied with the statutory provisions listed hereunder; and
  - (ii) has Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
- The members are requested to read this report, along with our letter of even date annexed to this report as Annexure - A.

**1. Compliance with specific statutory provisions**

We further report that:

- 1.1. We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed / disseminated during the year, according to the applicable provisions / clauses of the Acts, Rules, Regulations, Standards and Agreements set-out hereunder.
- 1.2. During the period under review, and also considering the compliance related action taken by the Company after 31<sup>st</sup> March 2021 but before the issue of this report, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us, the Company's compliance with the said applicable provisions / clauses of the Acts, Rules, Regulations, Standards and Agreements are as set-out hereunder.
- 1.3. The Company has generally complied with the following:
  - (i) The Companies Act, 2013 and the rules made thereunder ("the Act").
  - (ii) The Securities Contracts (Regulation) Act, 1956, and the rules made thereunder.
  - (iii) The Depositories Act, 1996, and the regulations and bye-laws framed thereunder.

- (iv) The Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, to the extent of Foreign Direct Investment (FEMA);
- (v) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST);
- (vi) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (vii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR); and the listing agreements entered into with the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) in relation to listing of its Equity shares ('Agreements').
- (ix) The following laws which were specifically applicable to the Company:
  - (a) The Special Economic Zones Act, 2005 and the rules made thereunder (specifically applicable to its units located in a Special Economic Zone); and
  - (b) The Software Technology Parks (STP) Scheme based on Foreign Trade Policy of the Department of Commerce, Government of India (specifically applicable to its unit located in a STP).
- (x) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards) in respect of Meetings of the Board of Directors (SS-1) (to the extent applicable to Board meetings held during the year), and General Meetings (SS-2) (to the extent applicable to the 16<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2020).

- 1.4. The Company was not required to comply with the following on account of non-applicability / non-occurrence of any relevant event during the year:
  - (i) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, to the extent of Overseas Direct Investment and External Commercial Borrowings;
  - (ii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013, and dealing with client;
  - (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (v) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (vi) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (vii) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; and
  - (viii) Secretarial Standards on 'Dividend' (SS-3) and Secretarial Standards on 'Report of the Board of Directors' (SS-4) issued by the Institute of Company Secretaries of India (being non-mandatory).

**2. Board processes:**

We further report that:

2.1 The constitution of the Board of Directors of the Company during the year was in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and SEBI LODR.

2.2 As on 31<sup>st</sup> March 2021, the Board of Directors comprised of:

- (i) 1 (One) Executive Director;
- (ii) 3 (three) Non-Executive Non-Independent Directors; and
- (iii) 3 (three) Independent Directors, including 1 (one) Independent woman director (constituting more than one-third of the total strength of the Board)

2.3 The processes relating to the following changes in the composition of the Board of Directors during the year were carried out in compliance with the provisions of the Act and SEBI LODR:

- (i) Cessation of Ms. Lisa Jane Brown (DIN: 07053317) as a Director on account of her resignation, with effect from close of business hours on 31st August 2020. The casual vacancy arising due to her resignation was not filled-up at the 16th Annual General Meeting (AGM) held on 25th September 2020.
- (ii) Appointment of Mr. Mahesh Ramchand Chhabria (DIN: 00166049), as Non-Executive Independent Director not liable to retire by rotation, for a term of 5 (five) consecutive years from 16<sup>th</sup> May 2020 to 15<sup>th</sup> May 2025, which was approved by the members at the 16th AGM held on 25<sup>th</sup> September 2020.
- (iii) Appointment of Mr. Alexander Ignace De Bock (DIN: 08745365) as an Additional Director (Non-Executive and Non-Independent) on 22<sup>nd</sup> September 2020 to hold office upto the 16<sup>th</sup> AGM, who ceased to be a director on the date of the 16<sup>th</sup> AGM held on 25<sup>th</sup> September 2020, and was re-appointed as an Additional Director after the conclusion of the 16<sup>th</sup> AGM on 25<sup>th</sup> September 2020 to hold office upto the 17<sup>th</sup> AGM.

2.4 Adequate notice was given to all the directors to enable them to plan their schedule for the Board meetings.

2.5 In respect of Board meetings held during the year, Notice, Agenda and detailed notes on agenda were sent either 7 (seven) days in advance or at a shorter notice, at all of which meetings atleast 1 (one) Independent Director was present. However, the following items were either circulated separately or at the Board meetings:

- (i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited accounts / results, unaudited financial results and connected papers; and
- (ii) Additional subjects / information / presentations and supplementary notes.

2.6 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.

2.7 We are informed that, at the Board meetings held during the year:

- (i) Majority decisions were carried through; and
- (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed that were required to be captured and recorded as part of the Minutes.

**3 Compliance mechanism**

We further report that:

3.1 There are reasonably adequate systems and processes in the Company, commensurate with its size and operations, to monitor

and ensure compliance with applicable laws, rules, regulations and guidelines. There is scope for improvement in the compliance systems and processes, keeping pace with the growth in operations and increasing statutory requirements.

**4 Specific events / actions**

We further report that:

4.1 The following specific events / actions having a major bearing on the Company's affairs arose during / after the audit period but before the issue of this report, in pursuance of the above referred laws, rules, regulations and standards:

75% of the voting share capital in the Company was held by WABCO Asia Private Limited, Singapore, which is an indirect subsidiary of WABCO Holdings Inc., USA (WABCO US), the ultimate holding company. On 28<sup>th</sup> March 2019, WABCO US entered into an "Agreement and Plan of Merger" with ZF Friedrichshafen AG, Germany ("ZF" Acquirer) and Verona Merger Sub Corp, an indirect wholly owned subsidiary of ZF, which was later amended on 29<sup>th</sup> May 2020. This resulted in an indirect acquisition by ZF from WABCO US of 1,42,25,684 Equity shares of the Company, constituting 75% of its total voting share capital, making ZF the Promoter of the Company in the place of WABCO US.

This indirect acquisition mandated ZF to make an Open Offer to the public shareholders of the Company, to acquire upto 47,41,900 fully paid-up Equity shares of ₹ 5/- each, constituting 25% of the voting share capital of the Company, in terms of Regulations 3(1), 4 and 5(1) of SEBI SAST. Accordingly, ZF, along with entities acting in concert with them (PAC), made the Open Offer at an offer price of ₹ 7,067.51/- per Equity share.

The Committee of Independent Directors constituted by the Company for this purpose provided its written reasoned recommendations on the Open Offer, which was published in newspapers as stipulated under Regulation 26 of SEBI SAST on 11<sup>th</sup> August 2020.

The Open Offer opened on 13<sup>th</sup> August 2020 and closed on 26<sup>th</sup> August 2020. In response to the Open Offer, 34,34,775 Equity shares of the Company were tendered by the public shareholders and acquired by ZF International UK Limited, a PAC (ZF UK). This constituted 18.11% of the total voting share capital of the Company. Consequently, the Promoters' shareholding in the Company increased to 93.11%.

In order to ensure continued listing of the Company, the Promoters' shareholding in the Company had to be brought down to 75% in terms of Securities Contracts (Regulation) Rules, 1957. ZF UK hence made an Offer for Sale (OFS) of the 34,34,775 Equity shares through the stock exchange mechanism on the 25<sup>th</sup> March 2021/ 26<sup>th</sup> March 2021.

An aggregate of 24,04,343 Equity shares of the Company were sold in the OFS, thereby reducing the Promoters' shareholding in the Company to 80.43%, where it stands as on the date of this report.

**For S Krishnamurthy & Co.,**  
Company Secretaries  
(Peer Review Certificate No.739/2020)

**K. SRIRAM**  
Partner  
Membership No: F6312  
Certificate of Practice No:2215  
UDIN : F006312C000337709

Date : 17<sup>th</sup> May 2021  
Place : Chennai

## WABCO INDIA LIMITED

### Annexure – A to Secretarial Audit Report of even date

To,

The Members of

**WABCO India Limited**, CIN: L34103TN2004PLC054667

Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate

Chennai - 600 058.

**Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31<sup>st</sup> March 2021 is to be read along with this letter.**

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
4. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process / procedures followed by the Company; and considered compliance related action taken by the Company after 31<sup>st</sup> March 2021 but before the issue of this report.

5. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law, wherever there was scope for multiple interpretations. Further, with reference to compliance related actions in the nature of filing of returns with statutory authorities / dissemination of information to stock exchanges, we have also considered compliance related actions taken by the Company after the relevant due dates, but before the issue of this report.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For S Krishnamurthy & Co.,**  
Company Secretaries  
(Peer Review Certificate No.739/2020)

**K. SRIRAM**  
Partner  
Membership No: F6312  
Certificate of Practice No:2215  
UDIN : F006312C000337709

Date : 27<sup>th</sup> May 2021  
Place : Chennai

### Certificate from Company Secretary in Practice

(In terms of Regulation 34(3) read with Schedule V Para C(10)(i) to the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**WABCO India Limited**, CIN: L34103TN2004PLC054667

Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate

Chennai - 600058

We hereby certify that, in our opinion, none of the below named Directors who are on the Board of Directors WABCO INDIA LIMITED ('the Company') as on 31<sup>st</sup> March 2021, have been debarred or disqualified from being appointed or continuing as directors of companies, by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA):

Sl. No.	Name of the Director	Nature of Directorship	Director Identification Number (DIN)
1.	Muthuswami Lakshminarayan	Chairman, Non-Executive, Independent	00064750
2.	Periakaruppa Nadar Kaniappan	Managing Director	02696192
3.	Lakshmi Venu	Non-Executive, Independent	02702020
4.	Philippe Colpron	Non-Executive, Non-Independent	08344534
5.	Christian Oliver Brenneke	Non-Executive, Non-Independent	08344547
6.	Mahesh Ramchand Chhabria	Non-Executive, Independent	00166049
7.	Alexander Ignace De Bock	Non-Executive, Non-Independent	08745365

We are issuing this certificate based on our verification of the following, which to the best of our knowledge and belief were considered necessary in this regard:

1. Information relating to the directors available in the official website of the Ministry of Corporate Affairs; and
2. Disclosures / declarations / confirmations provided by the said directors to the Company and other relevant information, explanation and representations provided by the Company, its officers and agents.

We wish to state that the management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director on the Board of the Company. Our responsibility is to express an opinion on this, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the process followed by the management of the Company with regard to appointment / continuation of a person as a Director of the Company.

**For S Krishnamurthy & Co.,**  
Company Secretaries  
(Peer Review Certificate No.739/2020)

**K. SRIRAM**  
Partner  
Membership No: F6312  
Certificate of Practice No:2215  
UDIN : F006312C000337711

Date : 17<sup>th</sup> May 2021  
Place : Chennai



## Management Discussion and Analysis Report

The Company is a leading supplier of technologies and services that improve safety, efficiency and connectivity of commercial vehicles in India. Powered by its vision for accident-free and greener transportation solutions, the Company excels in pioneering breakthrough innovations that bring industry-leading solutions to the commercial vehicle industry worldwide. The company positions itself at the forefront of technological innovation in its segment providing an advanced portfolio of solutions and technologies, Fleet Management solutions for Original Equipment Manufacturers (OEMs) and fleets in India and globally.

In today's dynamic and rapidly changing scenario, global mega-trends such as population growth, Internet of Things (IoT), higher customer expectations and a push towards sustainability, combined with increasingly demanding customer requirements for flexibility, speed and safety put further pressure on supply chains and fleet profitability. As the commercial vehicle industry moves towards increasingly autonomous, connected and electric (ACE) vehicles to meet these challenges, the company will focus and drive technological advancement that will continue to enable smarter operations across the ecosystem.

### I. Industry Structure and Development:

#### i. GDP growth and Indian economic outlook:

The world is facing short-term challenges, including the outbreak of COVID-19 which has compounded the slowdown. According to the National Statistical Office ("NSO"), India's GDP is estimated to contract by 8.0% in FY 2020-21. To control the spread of the COVID-19 pandemic, India had imposed severe lockdowns in April and May 2020 resulting in curtailment of economic activities. As a result of the lockdowns, India's GDP contracted by 24.4% in the first quarter of FY 2020-21. As lockdown restrictions were gradually eased from June 2020, the economy witnessed a strong V-shaped recovery. The recovery in economy is resilient with sustained improvement in majority of high frequency indicators.

The Purchase Manager's Index manufacturing index was at 55.4 in March 2021 compared to 51.8 in March 2020. Based on data provided by the NSO, gross value added at basic prices for FY 2020-21 from the manufacturing sector is estimated to decline by 6.4% compared to FY 2019-20. Sector-wise, agriculture has remained the silver lining while contract-based services, manufacturing, construction were hit hardest, and have been recovering steadily. Government consumption and net exports have further provided support in the recovery. The Government has announced several fiscal measures to incentivize capital formation attract foreign investment and create employment and the Reserve Bank of India has also stepped in to provide adequate liquidity.

As per International Monetary Fund projections in March 2021, Indian economic growth is estimated at 12.5% in FY

2021-22 and 6.9% in FY 2022-23. India has been severely affected by a second wave of the COVID-19. Several states have introduced varying levels of curbs on economic activity and public movement to stop the spread of the virus, which are mostly being reviewed and extended on a weekly or fortnightly basis. A weaker first quarter in financial year 2021-22 on account of supply disruptions and COVID-19 pandemic in India is expected and a gradual sequential recovery as supply chain and COVID-19 situations improve.

#### ii. Indian Commercial Vehicle Industry:

Commercial Vehicle (CV) sales are directly linked with economic activities in the country. The global automotive industry was impacted due to the COVID-19 pandemic waves and is currently undergoing volatility in demands. As we are seeing recovery, the global CV industry, did suffer due to setbacks caused by some unfortunate events, natural calamities and logistic imbalances which include the container and airfreight space shortage compounded by the Suez canal blockage, semiconductor shortages and the challenges posed by the continuous raw material inflation which slowed the recovery. The commercial vehicle space saw a contraction of 18% - 20% over the previous year. The demand for FY'22 looks to be promising due to low base, segments like construction, infrastructure and logistics spurge. Demand is expected to improve over the near-term due to the introduction of the vehicle scrappage policy in phases.

CV sales was down by ~42% in the month of March 2021 compared to the corresponding period of the previous year. The cumulative sales were down ~59% for the year 2020-21 compared to the year 2019-20. Recovery in the CV segment is expected through increase in vehicle demand post the COVID-19 second wave; and complete revival is expected in the quarters 2 and 3 of the financial year 2021-22 subject to the softening of raw material inflation and semi conductor crisis. Though restrictions due to a 3<sup>rd</sup> wave of COVID is expected to slow this pace.

Some of the trends that will drive the demand for commercial vehicles

- Globally, the urban logistics opportunity is estimated at \$ 6.12 trillion by 2025
- E-commerce will be a key driver for retail sales and is expected that about 20% of new sales will come through online channels
- Connectivity and digitalization will open up new opportunities and avenues for the industry
- New business models such as freight aggregators will create demand for commercial vehicles

With the implementation of GST, the proportion of small fleet owners is expected to decline and they are likely to associate themselves with larger fleet owners which is expected to create megafleets. A well thought out vehicle scrappage policy with incentives is likely to spur demand for commercial vehicles in the short to medium term. Adoption of digital connectivity solutions will make fleets more efficient and cost effective.

The Government of India's FAME-II scheme has led to an increase in the adoption of electric buses in the country. Right policies and intervention from the Government to support State Transport Undertakings in procuring Buses with alternate fuels like CNG, Biofuel, electric etc., would also lead to reviving in demand for commercial vehicles.

With more structural reforms underway in a stable economic environment with digital technology, the market is expected to regain the growth path. The market forecast points to an increase in the sale of light and intermediate commercial vehicles, with demand for high-tonnage trucks rising in FY 2022. The production cycle will increase in the coming years owing to export markets seeking budget trucks that are compliant to global emission standards and quality norms. Some of the key technologies that will drive future trends include.

Alternate fuel systems • Electric vehicles and EV retrofits • Higher horse power engines with electronic diesel-controlled system • Auxiliary braking system like electromagnetic retarders, hydraulic retarders and retarder in automatic transmission • Speed monitoring and control systems • Vehicle payload monitoring systems • eSIM-enabled vehicles, GPRS and GPS-related technologies • Vehicle alarming system to detect irregular driving patterns • Engines complying with BS VI emission norms • Infotainment systems, IT-enabled navigation, vehicle tracking, vehicle productivity analysis • Advance transmissions with electronic integrations such as automated manual transmission and other new technologies • Electronic braking system (EBS) • Electronic stability program and control (ESP) • Collision avoidance warning system • Lane departure warning systems • Air suspensions for buses and trucks • HVAC systems for cabins of buses / trucks.

While there are short term challenges on account of COVID-19 pandemic, Commercial Vehicle industry is likely to rebound and show recovery after witnessing two consecutive years of double-digit de-growth. Demand for Commercial Vehicles, particularly Medium and Heavy Commercial Vehicles, is likely to also benefit from various government initiatives to help revive the economy. Demand for Commercial Vehicles, particularly Medium and Heavy Commercial Vehicles, is likely to also benefit from various government initiatives to help revive the economy.

## II. Opportunities & Threats

With the shift from BS IV to BS VI in 2020, the auto industry has taken a significant step in the right direction by harmonizing and coming on par with emission norms of the European and American markets. The BS-VI regime normalizes the playing field for OEMs and the auto component industry alike to participate in the global market through exports, given that the vehicles and the technology in them would be at par with the global standards.

Stricter safety norms provide the company a unique opportunity to work even more closely with OEMs to further penetrate the Indian market and introduce new technologies for the benefit of the end customers. During the year, the company took efforts to sustain and increase revenues through introduction of new products for OEMs, fleets and aftermarket thus creating an increase in vehicle content, better technology penetration and foraying into new domains for commercial vehicle technology.

During the year, the Company worked with OEMs as a technology partner to introduce technologies compliant with BS VI norms like hill start aid (HSA), Automatic Traction Control (ATC), Air Disc Brakes (ADB), Electronic Stability Control (ESC), Automated Manual Transmission (AMT), Fleet Management Solutions (FMS), Tire Pressure Monitoring System (TPMS), Advanced Air Processing Units among other technologies. Scope of introduction of new technologies also increased due to the integration with ZF which opened new opportunities, synergies and portfolios through products like Transmission, Axles and Suspensions and Electrification products.

As a complete system supplier, the company now uniquely connects truck, trailer, cargo, drivers, business partners and fleet operator's real time to empower the fleets to significantly enhance safety and operational efficiency. The company is today working with several OEMs in the country to reduce the Total Cost of Ownership (TCO) by recommending the right value enhancers and by providing improved uptime for the fleets through its Fleet Management Solutions.

Post GST and increased axle load norms; the fleets are looking at amplified vehicle utilization and optimizing their total cost of ownership. To better support the OEMs when the regulation for increased axle load was effected, the company introduced larger sized compressors, improved braking and stability solutions to help them create differentiated products for their customers.

Industry shift to better emission norms and upgrade of vehicle platforms has created numerous digitalization opportunities in the entire fleet ecosystem with huge potential to mobilize vehicle intelligence thereby providing deep meaningful insights on vehicle performance to the end user / fleet owner. These insights when utilised effectively has the potential to transform user experience to a whole new level.

The Company also introduced numerous products through the aftermarket to enhance the safety and efficiency of fleets including Air Suspension with ECAS technology, Tandem Master cylinder and Clutch master cylinders. The company also increased its market share for Diesel Exhaust Fluid (DEF). The Company looks forward to the following strategic opportunities in the coming years.

- Partner with Trailer customers for implementing 100% TABS, penetrating and expansion of Intelligent Trailer Program products and air disc brakes for trailers
- Technical / Homologation support for advanced technology products
- Leverage / expand its manufacturing footprint to ensure increase customer centricity
- Penetration road map for newer technologies like Electronic Stability Control (ESC), Advanced Driver Assistance Systems (ADAS), Reverse Parking Assistance System (RPAS), Driver behavior monitoring system (DBMS)
- Introduction of new product portfolio - Doors with door control system, air suspension systems, air disc brakes among others
- Introduction of Transmission systems with AMT, Clutch Systems
- Introduction of e-Compressor, Electronic Braking System (EBS), e-Drivers, for electric vehicle portfolio

Anticipating evolutionary changes in the traditional aftermarket business models, the company is striving to introduce new business and revenue models through e-commerce. The company is also looking at ramping up its sales, service and distribution network to effectively cater to fleets and customers across the country. Leveraging the wave of digitalization, the company is also exploring the use of digital models and other initiatives to be ahead of the curve. The authorized service center network is expanding and currently the company has around 280 service centers with pan India presence to cater to the customer requirements. These initiatives have resulted in improved service practices, availability of genuine parts and generate additional revenue for the company. Given the opportunities available in the commercial vehicle segment we expect the activity levels of the competitors to also be on the rise.

### III. Risks and Concerns

The Company experienced the full impact of lockdowns induced by the spread of COVID 19 to pandemic levels during the year. The nationwide lockdown which started from 17<sup>th</sup> March 2020 resulted in nil to very minimal commercial vehicle production and hence had an impact on the revenue of the Company. Review of the business plan based on the scenarios were put in place and is being closely monitored by the Board and the Leadership team

with timely and relevant information. The company gradually opened its factories and operations within the limits approved by the appropriate Governments. The company however scaled up production to match the demand as it evolved during the relaxation period. This recovery was slowed down further due to the restrictions during the 2<sup>nd</sup> wave.

The Company adopted the work from home policy during the entire duration of the lockdown wherever feasible. All necessary arrangements were made for employees to work from home. The Company was largely successful in ensuring that essential activities were not interrupted. The Company is strictly adhering to all the protocols defined by the Government while operating. Well established and well-rehearsed safety, social distancing and sanitizing norms are ensured. These measures include

- Standard SOP for restart of operations based on government guidelines
- Thermal Screening, self-declarations & hand sanitizing of all employees and visitors
- Regular update of the health of all the employees and their families
- Disinfection of all frequent touch points twice a day in all sites/offices, non-touch hand sanitizers are placed
- Social distancing in production line as well as in office areas with gloves and masks being made mandatory in all production lines
- Touch free modification made in rest rooms and water coolers
- Awareness sessions with Dos and Don'ts to all employees before back to work
- Video for COVID safety practices developed and communicated to all employees
- Work from home recommended for non-production employees
- Only 50% occupancy is permitted in canteen at a time; food is served by canteen staff so to ensure minimal touch
- Regular engagements with customers & vendors to assess their preparedness.

Factors like continued restrictions even after lifting of lock down during the 1st wave, restrictions during the 2<sup>nd</sup> wave of COVID-19, social distancing norms, ability of supply chain to revive, getting back the required workforce and the time to train them etc., have slowed the road to recovery. This has resulted in low levels of manufacturing activity in the short term. The cost of operations has been impacted

due to the need for re-designing factories to address social distancing norms.

The Company has cash reserves to meet its obligations and does not foresee a need to borrow or raise capital. The company has a strong credit management process and investment vetting processes. The Company has met all its financial obligations and would continue to do so. The company is receiving all major dues from its customers albeit with some delays. The company has been accepting payments through arrangements with the banks the customers have made on a selective basis. The Company does not consider any incremental material recoverability risk. It is expected that the situation would improve going forward. The company has taken all steps to conserve cash during this period, as revenues were hit. The company also has imposed strict cost control measures to reduce and avoid discretionary spend. However, cash and profitability are expected to be impacted due to fluctuations in activity levels.

The Company has however ensured that all committed and due payments for statutory purposes, to vendors and to employees were made on time. The Company took special care to engage with its employees and help them be motivated and productive during the lock down while monitoring and caring for their health and safety. All possible advice and help being available to the employees. The company had conducted special programs to address the vendors and guide them to be safe and sustain themselves during the lockdown.

The Company has robust ERP system in place and all its locations are well networked. All reporting systems worked seamlessly without any disruption and ensuring adequate controls. Apart from the above, the cyclical nature of the Indian commercial vehicle industry presents its own risk to the business. The operating expenses are likely to rise with the expected increase in prices of key raw materials.

### **STEEL**

The Indian Steel industry is witnessing consolidation of players, presents an opportunity to global players to enter the Indian market. India's finished steel consumption is expected to increase to 230 MT by 2030 from 98.71 MT in 2018, Steel per capita consumption in India is expected to increase to 160 kgs by 2030. During the pandemic, India's demand for steel contracted in April 2020 with end-user industries like automotive, real estate, and infrastructure that constitute 80% of demand, coming to a virtual standstill. According to a worldsteel report, India estimates 8.7 million tonnes (MnT) of crude steel production in March 2020, down 13.9% compared to March 2019, primarily due to the ongoing difficulties presented by the pandemic globally. Domestic steel production fell by a record 69.5% year-on-year (y-o-y) in April 2020. India consumed 10.08 MT of

steel in December 2020, indicating an increase of 6.15% MoM. Even during the pandemic, major Indian steel producers had heavy capital expenditure programs to increase overall capacity to meet the growing demand for infrastructural projects in the coming days.

From June 2020, RM-steel prices are on the increase. In 2020, China's stronger growth leads to less exports from China. This has in-turn led to other countries exporting more of the commodity hence resulting in an acute shortage for domestic consumption leading to steep price increases, which has affected and is affecting both auto and infrastructure sectors. A well-directed scrappage policy could help provide impetus to accelerate commercial vehicle sales. The government's renewed commitment to the National Infrastructure Pipeline (INR 102 lakh crore and 6,500 projects across sectors) bodes well to revive the CV segment. Already green shoots are being witnessed in the mining (M&HCV) and e-commerce (LCV) sectors. In order to unleash the demand-led growth of the steel industry in India, the government is pushing through extensive reforms to strengthen infrastructure and enhance productivity.

### **ALUMINIUM**

India is the second largest producer of aluminium with a capacity of 4.1 million tonne per annum (mtpa) to cater to the country's demand of around 4 mtpa. The global production share of India is around 3%. Despite this ~60% of India's demand is being met through imports, resulting in declining domestic market share from 60% in FY11 to 40% in FY20 despite sufficient domestic capacity. This Import surge has been driven by FTA partner countries resulting in scrap imports into India. Total imports including scrap for period FY 11-20 has grown at a CAGR of 10%.

Cost of production of aluminium metal in India has substantially increased over past 3 to 4 years due to rising cost of raw materials like high coal prices & high cess on coal, high logistic costs, high power cost due to renewable purchase obligations, high electricity duty etc. Despite India having the 5th largest coal and bauxite reserves globally, aluminium industry is struggling to retain global competitiveness. Captive power producers who cater to the aluminium industry have signed fuel supply agreements with the Coal India Limited and its subsidiaries for assured long-term coal supply. Any abrupt stoppage of this secured coal supply has a severe impact on the SMEs in the downstream sector resulting in increased prices of finished products and burdening of end consumers. Aluminium prices hit a more than 10-year high in the recent weeks on concerns over supply of the energy-intensive metal, which were stoked further as several power plants in India were on the verge of running out of coal.

India, the second-biggest producer of primary aluminium after China, urged utilities to import coal to boost domestic supply of the fuel, as coal-fired generation surged post easing of coronavirus-related restrictions. Inadequate coal supply in India

has raised concerns about a potential disruption in local aluminium production. The top global metal producer, China has released another 150,000 tonnes of state metal inventories to the market recently as it aims to ease the pressure of high commodity prices on businesses. However, shortage of equipment (containers) and reduced voyages on International Trade lines on account intermittent lockdown at various Sea Ports across China continue to put pressure on the Prices.

**Risk Management:**

The Company has laid down procedures for risk assessment and mitigation actions. The Board has constituted a Risk Management Committee to review the aspects of risk management periodically, to ensure that executive management reviews and controls risk through means of a properly defined framework. Risks identified and mitigation measures are periodically checked by the internal audit team and are communicated to the Board of Directors.

**IV. Internal control system and their adequacy**

The Company has proper and adequate systems of internal control including internal financial controls for financial reporting to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition thereof and ensure accurate reporting. All transactions are authorized, recorded and reported correctly. The internal controls are checked by internal auditors. Observations made by them, management actions and time frames are reviewed.

**V. Operations review****A. Manufacturing**

During 2020-21, while the nationwide lockdown has been imposed in the wake of pandemic, the company equipped its manufacturing facilities with better infrastructure that were necessary to provide safe working environment to employees. As the Company restarted its operations post unlock 1.0, a standard operating procedure was rolled out which made sure that manufacturing facilities across India operate with contactless processes ensuring frequent sanitation and physical distancing in production lines, canteen and other areas with staggered shift operation.

The Company's manufacturing facilities build on its strong fundamentals of Total Quality Management (TQM), Total Productive Maintenance (TPM) and Lean Manufacturing has rolled out digital initiatives driving cost excellence and efficiency improvement enabling remote management of factories.

Despite reduced activity levels, the company continued its strategy of optimizing manufacturing footprint transferring product lines closer to customer promoting the plants to be self-reliant. The strong revival of demand in Q3 & Q4 for domestic & exports was managed through implementation of capacity augmentation projects with optimal investments leveraging lean and frugal engineering capabilities. New manufacturing facilities

were established for ADB lever, Air compressors & Air supply units to support the company's growth plans through new products. New process technologies for quality improvement & cost reduction were implemented including Seal Quench Furnace technology.

During the year, the company continued to revisit its distribution strategy. The company made investments in returnable pallets to eliminate the use of expendable packaging. Simulation and optimization tools were used for increasing the effective utilization of container space with more parts packed per container. It is estimated to improve vehicle utilization and support CO2 emission reduction by 400 tons per annum for the coming years. Company had also reduced the storage leasing cost by reducing the warehouse space by 30%.

"WIN 2.0" was a transformation initiative intended towards changing the mindset of employees at all levels, all functions and across locations to achieve global standards of performance. This initiative which was widely imbibed in employees has already started yielding visible results in all areas of operations. Employees won several awards in external competitions organized by Confederation of Indian Industry (CII); National Institution of Quality Assurance and Indian Association of Quality and Reliability (NIQR); Automotive Component Manufacturers Association of India (ACMA) demonstrating their passion and innovation in various areas of excellence in manufacturing. Notably, a QCC team from Lucknow plant had won the first prize in state level QCC competition organized by CII. Team from Maintenance, IT had won PLATINUM Award and Team from Operation had won GOLD award in CII's National Digital Robotics Automation in recognition of Digital Manufacturing practices during the year. Ambattur plant had been assessed and awarded PLATINUM Medallion by Hansei Kaizen as part of Integrated Manufacturing Excellence Initiative.

**B. Quality**

The quality systems in the company aim at achieving total customer delight through its focus on improving product quality confirming to world class standards. This is achieved through inculcation of quality mindset and transformation among employees. The Company is at 33 PPM for the year 2020-21. Customers continue to expect the industry benchmark of Zero PPM and Zero Irritants. Also, we aim towards zero defect performance and mindset of zero tolerance for deviations. To meet the ever evolving customer requirements of global quality standard with domestic cost, it is necessary to standardize the process, promoting right Quality mindset through PACE maker 5 ideals, mapping people competency with the latest development in technologies, operate with right competency / skills of the workforce to consistently supply right quality of products.

Six sigma tools are used for analysis and projects are rolled out for each customer to meet their requirements and to

standardize all critical production lines. Deploying "VDA6.3" and "VDA6.5" process and product requirements, product safety standards and IATF 16949 helped the company to eliminate defects significantly. Project quality along with product engineering quality achieved 100% customer PPAP "First Time Right" for all BS VI products and ensured 100% green launch. Significant efforts were put in to improve product quality which ensured that there was no recall of products or service campaign during the year and significantly reduce warranty claims.

Total Quality Management is a way of life at the Company. As part of this, 100% participation in total employee involvement has been successful for the past two decades. Employees across all the plants were involved and have completed 224 quality control circle projects, 115 supervisory improvement team projects and cross functional team projects by applying statistical tools, including Six Sigma (DMAIC and DMADV) and Quick Response Six Sigma (QR6S) methodology during the year. Over 69538 suggestions have been implemented by all employees throughout all the plants, including trainees. Employee suggestion scheme is in force at all plants and employees implement suggestions under productivity, quality, cost, delivery, safety and morale categories. In order to foster employee engagement across all plants, interplant quality circle and six sigma competitions were conducted and best teams were recognized.

Quality control circle, cross functional teams of employees participated in external competitions conducted by industry bodies, Automotive Component Manufacturers Association (ACMA), Confederation of Indian Industry (CII), National Institution for Quality and Reliability (NIQR), Indian Machine Tool Manufacturers Association (IMTMA), Quality Circle Forum of India (QCFI), Indian National Suggestions Schemes' Association (INSSAN) and have won various prizes demonstrating their passion and innovation in various areas of excellence in quality & manufacturing which are given below. Notably, a team from Ambattur plant had won Winner award in "Supplier Samrat" a National level competition conducted by Ashok Leyland.

1. Lucknow QCC team won first prize in CII state level QCC competition
2. WABCO INDIA Warranty team won FIRST PRIZE in CII national level six sigma Competition and received Platinum award
3. Mahindra City team won FIRST PRIZE IN CII national level POKA YOKE Competition under detection steam of large-scale manufacturing industries.
4. Ambattur team won 2 RHODIUM AWARDS (TOP RANKED) in ABK AOTS SIT/CFT Competition.
5. Lucknow team won FIRST PRIZE in ACMA northern regional QCC Competition.

### **C. Cost management**

The Company continues its focus on upgrading the robustness of cost control mechanisms and capabilities in all activities, especially procurement, operational expenses and manufacturing. The Company realizes that better cost management is the key differentiating factor in this competitive environment, the prime strategies are value creation through design improvement, localization of inputs and products and conversion cost productivity.

Cross functional teams are formed with members from various functions like product engineering, manufacturing & sourcing to focus on identified cost reduction projects. The Company continues to find best cost supplier across continents leveraging the global platform in an endeavor to become best cost supplier to our customers. Key focus area is process improvement through technical collaboration with leading suppliers to continuously keep the costs at optimal levels.

### **D. Information Technology**

The Company continues to accelerate its digital transformation drive across 3 major pillars - enterprise transformation, digital transformation and IT/Cyber security in alignment with global IT guidelines. The key areas of focus in the digital transformation are Data & Advanced Analytics, Industry 4.0, Robotic Process Automation, Mobility based solutions, Digital Twin, chatbots to enable cost optimization, productivity and addressing customer needs.

Full scale digital projects are tracked & implemented in the above-mentioned technology areas based on the impact on savings and productivity to the business functions. Six Sigma methodologies are adopted to evaluate ROI, business case, savings realization etc., for every digital project. The primary focus of all initiatives is to ensure a frugal but very impactful solution implementation. Existing successful digital project implementations in specific sites/plants are extrapolated for implementation across all business sites in India.

Proof of Concepts are planned and implemented in continuously evolving new digital technologies & platforms by leveraging on an ecosystem consisting of internal resources at the Global Business Services Centre, centers of excellence, startups organizations, university collaborations & NASSCOM events. As part of Enterprise transformation, Multiple ERP systems projects are being implemented to improve maturity, compliance, standardization and automation in existing process

IT/Cyber security governance and compliance continues to be a critical focus area specifically in this period where multiple digital projects and smart solutions are being implemented. IT/Cyber security measures defined by the group IT/cyber security team are strictly adhered to. Awareness campaigns have been carried out for all employees for protection against ransomware, phishing and data security. The IT department & the Big Data

Analytics Center are assessed and certified to ISO/IEC 27001:2013 standard for Information Security Management. Periodic vulnerability assessments are being conducted for all the portal applications hosted by the Company.

### VI. Human Resource Development

The year 2020-21 has seen a sudden shift in the work culture during COVID-19 pandemic which has brought new challenges. The top priority for the Human Resources function was managing the COVID crisis through employee engagement; opening right communication channels, tools promoting remote working and smooth functioning of Plant operations protecting customer interests.

During this period, we have celebrated the Day 1 of ZF integration across all sites in India following strict Covid-19 protocols.

Talent development has always been the key focus for HR where in WABCO India on-boarded its second Campus to Corporate (C2C) batch of 33 fresh Engineering Graduates and Postgraduates, during November 2020; strengthening entry level leadership. As a regular visitor to the top-notch Engineering campuses across India, WABCO employer brand is much sought after among the student community. In 2020 we have seamlessly completed the Campus selection process during the COVID pandemic by Virtual mode in September for the students passing out of the academic year 2021. We have selected 41 students from the virtual campus drive.

VoW - Voice of WABCO India, an employee engagement survey theme was conceptualized in 2019 and launched as a region wide survey covering employees of all locations during December 2020. The survey was conducted by an external agency and the overall engagement score for the year was 81% (79% in 2019) which is a benchmark for similar industries.

During the year the company has inducted 197 new talents for DCS, Product Engineering, Quality Assurance ISC and Aftermarket functions. The current average recruitment lead time of the lateral talent is around 38 days. The Company successfully blends mid-career recruitments with internally grown talent through a robust globally managed talent management process. The Company's talent retention is at 94.5% while similar industry attrition rates are at an average of 10%.

The Company has a People first culture. Virtual engagement of workforce was the key challenge managed well during the in the new work from home norms. To facilitate this home office norm two employee friendly policies were implemented for broadband usage reimbursement for seamless connectivity from home and furniture soft loan for ergonomic support while work from home. Engagement programs like virtual learning sessions, women employees connect, family & kids' engagement, health & wellbeing sessions, engineering quiz competition were some of the virtual programs conducted which were well received by the employees. Adding merit to our best efforts the Company also won 2<sup>nd</sup> Prize in ACMA (Southern Region) Regional Best HR Practices Competition 2020 - Employee Engagement during Covid-19 Pandemic.

We had collaborative cross functional teams working at our Plants, supporting business continuity by mobilizing required headcount from various regions, liaisoning with Government authorities despite strict

COVID protocols across the country. CSR activities from canteen and medical services were at full swing to support COVID warriors. The Union Leadership at the Ambattur Plant got changed in the normal course and a new Leadership team was formed in March 2021. The year saw positive and cordial Industrial Relations at all the Companies sites.

As of 31<sup>st</sup> March 2021, the Company had 2023 employees on its rolls.

### VII. Environment & Safety

January to March quarter was taken as safety months and used to enhance safety systems and create safety awareness among the employees. During the year, based on the theme "Reduce carbon footprint" more than 100 Kaizens were implemented at the shop floor. Virtual Safety & Health awareness programs were organized for employees and family members to increase awareness on themes like safety at home, mental wellbeing & carbon footprint reduction etc. These were followed up with virtual and physical competitions across plant locations. During the year, all plants and test track have completed the recertification audit of ISO 14001 & ISO 45001. The plants at Ambattur, Mahindra World City, Lucknow and Jamshedpur have been recertified for ISO 50001 standards for implementing energy management systems and achieving continuous improvement in energy performance.

The Company has taken many initiatives on improving ergonomics in the shop floor. Medium fatigue stations were identified, and the ergonomics was improved achieving low risk job stations of 99%, thereby improving productivity and operator morale. As part of horizontal deployment, Lucknow and Mahindra city plants initiated the Ergo Stretch program for shop floor employees which helps operators refresh themselves and reduce fatigue. Jamshedpur and Panthnagar plants had implemented this program during the previous year. On world environment day, awareness campaigns and competitions were organized across plant locations which was topped up with planting of 1000 saplings at the Test track.

During the year, Ambattur plant won the first place and topmost "5 star" category award in Auto & auto components sector for best SHE practices for Southern region from the CII. The Ambattur plant also won Platinum award in the CII's National safety competition on employee fatigue reduction program and the runner up in the ACMA Southern region competition on employee engagement during COVID. The Jamshedpur plant won "4 star" & "certification of Appreciation" category in CII Eastern region.

During the pandemic the Company ensured that all employees took protective measures against COVID and had built an environment of trust with them through constant communication, moral and other support wherever required. COVID SOP was framed based on the safety & health FMEA outcome and was deployed across all locations and communicated to all employees. WABCO 10 golden rules during COVID was framed and adhered across all locations. Automated temperature checking devices, touch free modifications in rest rooms, water coolers etc., were examples of various measures implemented

to ensure employee safety and social distancing norms. COVID safety practices were communicated through a video and through periodic awareness sessions with Dos and Don'ts to all employees.

### **VIII. Community development and social responsibility**

As a responsible corporate citizen, the company engages in social responsibility and community development activities. This year the activities were conducted through internal engagement of employees and resources, primarily focused on activities which would help the needy sections of the society as specified in Schedule VII of the Companies Act, 2013 and the Company's CSR policy with specific focus towards areas surrounding the company's plant locations.

As a responsible corporate citizen, the company engages in social responsibility and community development activities. The Company views CSR as a powerful opportunity to help create a positive impact for the future by working together with communities, Governments and local bodies to deliver qualitative social improvement. The WABCO Foundation, a not-for-profit organization has been set up to implement the CSR initiatives which, identifies appropriate CSR projects in line with the Company's CSR policy and implements them.

The Company is in the process of expanding the scope of CSR activities. The Company had identified various projects towards spending 2% of net profits for the last three years and was in the preliminary stages of implementation. However, due to COVID-19 situation, could not spend 2% of the average net profits of last three years during the year 2020-21 and has allocated these projects as ongoing projects. The projects would be completed during the next three years. This amount of ₹ 630 Lakhs on account of ongoing projects has been transferred to a separate account. Out of these ongoing projects, projects worth ₹ 250 Lakhs have already been executed and the amount has been spent since 1<sup>st</sup> April 2021 till date. The CSR Activities of the Company for the FY 2019-20 are mentioned in the Annexure - 2 to the director's report. The company has identified four primary areas to focus its CSR activities. However, in view of restrictions due to COVID 19, CSR activities during this year was predominantly focused towards COVID Relief

**Promoting road safety across India:** The Government of India is taking consistent efforts to reduce accidents through safety education, safety engineering, creating safe environment and enforcement. As part of this initiative the WABCO foundation has been conducting safety awareness training programs for commercial vehicle drivers, and vehicle maintenance technicians combined with health checkups. The Company has expanded its programs to other states in the Western and Eastern regions of India. Over 8000 drivers & mechanics from Tamilnadu, Kerala and Andhra Pradesh, Telangana, Maharashtra and Orissa have been trained on road safety by creating awareness on vehicle safety & safe driving practices, advanced braking systems, etc. These projects were carried out in association with the Regional Transport Offices and State Transport Undertakings.

Safety awareness camps are complemented with medical and eye check-up camps for the participants. Considering the tremendous

acceptance, response and impact of such programs the foundation plans to extend this pan India. This has resulted in transforming the lives of drivers and mechanics which will, in turn, translate into safer roads. As part of this important road safety objective, the Company is continuing its partnership with Praxair India, one of the world's largest Industrial Gas companies and State Transport authorities, to provide advanced driver training for drivers of hazardous cargo carriers, fuel carriers, etc. These programs are conducted by subject experts from the industry along with practical sessions for drivers. Over 500 drivers have been trained since inception in various modules through classroom and practical sessions including safe driving practices, - rollover stability, the advantage of using ABS & EBS and other safety technologies. These programs have been well received and have helped the attendees to maintain zero accident levels. The drivers receive a certification on successful completion of this course. However, in view of restrictions due to COVID 19, CSR activities during this year was predominantly focused towards COVID Relief

**Community Service & COVID Relief:** Various community services were undertaken like personal hygiene awareness & health checks for drivers, upgrading road safety infrastructure in and around the plant locations etc. In view of the spread of Corona virus in India and its declaration as a pandemic by the WHO, the company also stepped up and facilitated immediate action to support the medical, healthcare and frontline workers in the battle against COVID. During the 1<sup>st</sup> wave, the company pro-actively reached out to serve the community (Government) hospitals in the vicinity of manufacturing plants with PPE equipment, Pulse Oximeters, gloves, masks, sanitizers among other aid. The company through its kitchens across all plant locations cooked and supplied more than 31,600 food packages and drinking water to the local administration. The foundation also helped to set up a complete 50 bed Covid care ward at the ESI Hospital, Aynavaram from beds to critical care equipment. During the 2<sup>nd</sup> wave, the foundation pro-actively supported the community hospitals, treating numerous COVID-19 cases - Stanley Medical College and Chengalpattu Medical College with equipment including HFNC monitors, Glucometers, PPE equipment, gloves, masks, sanitizers, digital BP apparatus among other aid.

WABCO Foundation currently aids four major hospitals in Chennai viz. ESI Aynavaram, Stanley Medical College, Kings Hospital and Chengalpattu Government Hospital by providing them with consumables and other necessary medical equipment. Till date the foundation has provided more than 2500 PPE equipment, 100 Pulse Oximeters, 80000 gloves, 23000 masks, 400 Liters of sanitizers, 4 HFNC monitors, 30 Glucometers with consumables, 33000 Disposable sheets and pillow covers, 30 digital BP apparatus among other aid. The foundation has also placed an order for 50 oxygen concentrators of 5 L capacity to be delivered to needy government hospitals and health centers. In addition, the foundation is also setting up an oxygen generation plants at select community hospitals apart from setting up free vaccination drives for public.



## WABCO INDIA LIMITED

Employability & skill enhancement through partnerships with educational Institutions : The Company being a pioneer in technologies and services that improve safety, efficiency, and connectivity for commercial vehicles is uniquely poised to share its best practices, knowledge on safety & efficiency with budding professionals thus enhancing their employability, skills and also contributing to road safety. This has been done in partnership

with universities / colleges in Tamilnadu where Centers of Excellence for skill development have been set up.

Environment sustainability: Nurturing environment through tree plantations, rainwater harvesting, etc., in and around our plant locations were carried out wherein more than 1000 tree saplings across locations were planted and are being maintained.

### IX. Financial statement

Particulars	Year ended 31 <sup>st</sup> March 2021		Year ended 31 <sup>st</sup> March 2020	
	₹ in lakhs	%	₹ in lakhs	%
Revenue from contracts with customers	186,350.01	97.96	192,956.15	96.80
Other Income	3,888.86	2.04	6,388.05	3.20
<b>Total Income</b>	<b>190,238.87</b>	<b>100.00</b>	<b>199,344.20</b>	<b>100.00</b>
Raw Materials Consumed	113,582.87	59.71	112,635.52	56.50
Changes in inventories of Finished goods & WIP	(159.56)	(0.08)	2,231.99	1.12
Staff cost	29,044.31	15.27	26,569.41	13.33
Stores & tools consumed	3,384.74	1.78	4,015.69	2.01
Power & fuel	1,479.64	0.78	1,766.11	0.89
Repairs to machinery	874.28	0.46	810.81	0.41
Other expenses	17,566.95	9.23	19,777.94	9.92
Finance costs	199.19	0.10	191.94	0.10
Depreciation	9,039.93	4.75	9,011.08	4.52
<b>Total Expenditure</b>	<b>175,012.35</b>	<b>92.00</b>	<b>177,010.49</b>	<b>88.80</b>
<b>Profit Before Tax</b>	<b>15,226.52</b>	<b>8.00</b>	<b>22,333.71</b>	<b>11.20</b>
Provision for taxation	4,846.03	2.55	6,452.34	3.24
Profit After Tax	10,380.49	5.46	15,881.37	7.97
Other Comprehensive Income / (Loss) for the year, net of tax	(194.90)	(0.10)	(79.66)	(0.04)
<b>Total Comprehensive Income / (Loss) for the year, net of tax</b>	<b>10,185.59</b>	<b>5.35</b>	<b>15,801.71</b>	<b>7.93</b>

### X. Cautionary statement

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

## WABCO INDIA LIMITED

### Business Responsibility Report

[Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

#### Introduction

WABCO INDIA Ltd. designs, manufactures and markets conventional braking products, advanced braking systems, and other related air assisted products and systems. The company has grown significantly in the Indian commercial vehicle market with total revenue to the tune of ₹ 1,90,239 lakhs and also serves its aftermarket customers through a wide national distribution network. With five world-class manufacturing facilities, technology center and a vehicle testing facility near Chennai, the Company excels in engineering and manufacturing, serving customers locally and internationally.

The Business Responsibility disclosures in this Report illustrate the Company's efforts towards creating and enduring value for all stakeholders in a responsible manner. This Report is aligned with National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG) released by Ministry of Corporate Affairs and is in accordance with Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Report provides an overview of the activities carried out by the Company under each of the nine principles as outlined in NVG.

#### Section A: General Information about the Company

1.	Corporate Identity Number (CIN)	L34103TN2004PLC054667
2.	Name of the Company	WABCO India Limited
3.	Registered office address	Plot No.3, (SP) III Main Road, Ambattur Industrial Estate, Chennai-600058
4.	Website	<a href="http://www.wabco-auto.com/wabcoinda/home">www.wabco-auto.com/wabcoinda/home</a>
5.	E-mail Id	<a href="mailto:cvcs.info.india@zf.com">cvcs.info.india@zf.com</a>
6.	Financial Year reported	April 01, 2020 to March 31, 2021
7.	Sector(s) that the Company is engaged in	Manufacturing of automotive components and accessories
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	Automotive Components & spares for Medium & Heavy Commercial vehicles.
9.	Total number of locations where business activity is undertaken by the Company:	
	a. Number of International Locations	Nil
	b. National Locations	
	The Company has 5 manufacturing locations across India:	
	i.	Chennai: Plot No. 3, (SP) III Main Road, Ambattur Industrial Estate, Chennai 600058.
	ii.	Jharkhand: Large Sector, Adityapur Industrial Area, Gamharia, Seraikella-Kharsawan District, Jharkhand 832108.
	iii.	Mahindra World City: Unit - 1 & Unit - 2 at: Plot No. AA8, Central Avenue, Auto Ancillary SEZ, Mahindra World City, Natham Sub-Post, Chengalpet, Kancheepuram District 603002
	iv.	Pantnagar: Plot No.11, Sector 4, SIDCUL, IIE Pantnagar, Udham Singh Nagar, Uttarakhand - 263 153
	v.	Lucknow: KH 159-162, 164 Village Dhakauli Nawabganj, Barabanki Dewa Road, Somaiya Nagar, Barabanki, Lucknow, Uttar Pradesh 225 123
	The Company also has WABCO Technology Centre of India and Global Business Centre situated at Porur, Chennai.	
10.	Markets served by the Company - Local / State / National / International	WABCO India Limited caters to the needs of Indian, American and European vehicle OEMs. The focus of the business is in Medium and Heavy Commercial Vehicle Markets.

#### Section B: Financial details of the Company

1.	Paid up Capital	₹ 948.38 lakhs
2.	Total Revenue	₹ 1,90,239 lakhs
3.	Profit after tax	₹ 110,380 lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax	₹ 50 lakhs (0.15% of the average net profits of the immediately preceding financial years). The remaining amount of ₹ 6.30 Crores has been transferred to a sperate bank account maintained by the Company towards spending on ongoing projects and hence ensuring that the accruing amount of 2% of average of last three years profit for the year 2020-21 would be completely spent over the next three years

## WABCO INDIA LIMITED

5. List of activities in which expenditure in 4 above has been incurred Please refer Annexure 2 of the Directors Report

### Section C: Other Details

1. Does the Company have any Subsidiary Company / Companies? - No
2. Does the Subsidiary Company / Companies participate in the BR Initiatives of the Parent Company? If yes, then indicate the number of such subsidiary company(s) - N.A.
3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%] - The Company encourages its suppliers, dealers and other stakeholders to support various initiatives taken by the Company towards its business responsibility. Suppliers are critical to the operations and supply chain sustainability. Suppliers and vendors are engaged through various meets to raise awareness on health and safety, environmental and social issues.

### Section D: BR Information

1. Details of the Director/Directors responsible for implementation of the BR:

Director Identification Number : 02696192  
 Name : P Kaniappan  
 Designation : Managing Director

Details of the BR Head:

No.	Particulars	Details
1	DIN Number (if applicable)	02696192
2	Name	Mr. P. Kaniappan
3	Designation	Managing Director
4	Telephone Number	(044)-4224-2000
5	Email ID	<a href="mailto:cvcs.info.india@zf.com">cvcs.info.india@zf.com</a>

2. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y/N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are briefly are as under:

- P1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
- P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- P3 Businesses should promote the wellbeing of all employees
- P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- P5 Businesses should respect and promote human rights
- P6 Businesses should respect, protect and make efforts to restore the environment
- P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- P8 Businesses should support inclusive growth and equitable development
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

S. No.	Question	Business Ethics	Product Responsibility	Well being of employees	Stakeholders Engagements	Human Rights	Environment	Public Policy	CSR	Customer relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policy / policies for ?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders ?	The policy(s) has been framed keeping in mind the interests of the stakeholders at large.								
3.	Does the policy conform to any national / international standards? If yes, specify?	All policies conform to national/international standards wherever applicable.								

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S. No.		Business Ethics	Product Responsibility	Well being of employees	Stakeholders Engagements	Human Rights	Environment	Public Policy	CSR	Customer relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
4	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board / Director / official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/">http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policy(s) have been disseminated on the website of the Company.								
8	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	The Whistleblower mechanism provides a platform to report any concerns/ grievances pertaining to any potential or actual violation of the Company's code of conduct. Further individual policies by and large prescribe grievance redressal mechanisms for the concerned stakeholders.								
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Internal Audit function reviews various aspects of the policies from time to time. The Quality, Safety, Health and Environmental policies are subject to internal and external audits as part of certification process and continuous assessments. No dedicated Business Responsibility Audit has been conducted.								

2a. If answer to Sr. No 1 against any of the Principle is 'No', please explain why (Tick up to 2 options): Not Applicable

S. No.	Question	Business Ethics	Product Responsibility	Well being of employees	Stakeholders Engagements	Human Rights	Environment	Public Policy	CSR	Customer relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principle	- N. A. -								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 Months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR:

a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

There is no defined frequency. Assessment is an ongoing exercise and is an inherent part of corporate functions. The Managing Director and the Leadership team review the Business Responsibility performance through their monthly review meetings.

b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Business Responsibility Report is published annually in the Annual Report to the shareholders. The same can be viewed at: <http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations/>

### Section E: Principle-wise performance

#### **Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.**

1. Does the policy relating to ethics, bribery and corruption cover only the company? Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company's value system attributes paramount importance and commitment to ethical and lawful business conduct and is fundamental to its operations. The Company has a powerful reputation for excellence of its products and services which is built on a strong foundation of integrity and fair dealing in every aspect of business. In this increasingly complex, competitive and dynamic world, protecting this reputation is a key pillar to maintain the confidence and trust of the Company's diverse stakeholders.

The Company's ethics policy extends to its employees, representatives and other stakeholders. Integrity, respect towards all stakeholders and passion for innovation are core to values central to the Code of Conduct which fosters an environment of trust which is utmost crucial for a company whose reputation is built on technology that saves lives, trust is the most important asset of all. The Code of conduct and the ethics policy enables the Directors and the Senior Management personnel to strive to perform their duties with highest standards of integrity, accountability, confidentiality and independence. An annual declaration towards affirmation to the code of conduct is part of the annual report. The company's Code of Conduct, policy on prevention of sexual harassment, whistle blower policy, code of conduct for prevention of insider trading, policy for fair disclosure of material events etc., drives the Company to live up to highest ethical standards, to meet its obligations to the law, commitments to customers and responsibilities to each other, society and the shareholders.

The Company is committed towards high ethical practices in dealing with all its stakeholders with strong internal control systems especially while dealing with suppliers who are awarded business purely on merits. Robust system for financial controls and processes operating in the Company ensures transparency, accuracy and timeliness in financial reporting.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so:

During the year the Company has not received any complaints which were taken up for investigation under the company's whistle blower policy.

#### **Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability**

The Company's vision & mission are aligned to that of the ZF CVCS Division which is to make a difference by saving lives and protecting the environment and the mission is to thrive by offering our customers outstanding products and services that improve vehicle safety and efficiency. The Company manufactures and markets conventional braking products, advanced braking systems, and other related air assisted products and systems which contribute to increase in road safety, reduction in environment pollution and savings in energy consumption in Medium & Heavy Commercial vehicles.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.
  - a. Antilock Braking System (ABS)
  - b. Electronically Controlled Air Suspension (ECAS)
  - c. Automated Manual Transmission (AMT)
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): These products have resulted in substantial increase in road safety, reduction in environmental pollution and energy savings.
3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Material Safety Data Sheet (MSDS's) and International Material Data System (IMDS) systems are adhered to for promoting safety, environmentally friendly & sustainable procurement. Integrated supply chain operations ensure sustainable and best use of available resources. The Company is continuing on the initiatives to periodically train & educate its suppliers, employees & other stakeholders for creating awareness about usage of renewable energy, reduced consumption of natural resources and on various aspects related to sustainability. The Company also works closely with its vendors to use returnable packaging modes to reduce usage of non-recyclable packaging wherever possible. Over the period of time the company has transformed itself in using digital technologies for exchange of information thereby reducing consumption of paper drastically.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company puts continuous efforts towards localization and outsourcing. Localized vendors are preferred if they meet required quality specifications who are competitive as well as close to plant locations. Specific initiatives are in place to impart training to suppliers on quality. The Company demands high standards for safety, health and environmental practices from its suppliers. They must ensure excellence in the design, manufacturing, distribution, recycling and disposal of the products they create in full compliance with applicable legislations. Cluster training programs are conducted with the support of professional bodies like ACMA, QCFI & CII for training nearby MSME suppliers.

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Company product & quality experts continuously train and develop skill sets of nearby vendors on process knowledge and industry benchmarking practices.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company has sustainable processes in place to recycle the products and waste, post completion of the manufacturing life cycle. Each location is committed to promoting environment sustainability through Refuse, Reduce, Reuse, Repurpose and Recycle (i.e., 5 R's). At every location, wastes are segregated based on their characteristics (i.e solid waste & hazardous waste etc.,) collected, stored and disposed appropriately. This is continuously improved with has resulted in recycling 80% of the waste generated.

### Principle 3: Businesses should promote the wellbeing of all Employees

The Company recognizes without a doubt that helping employees achieve their full potential is fundamental to the company's continued success. The Company is committed to providing equal i.e. merit based opportunities both at the time of recruitment and during the course of employment irrespective of caste, creed, gender, race, religion, disability etc. At workplace, the Company is committed to provide safe environment and hygienic conditions. Training during induction and periodic training on usage of protective equipment, identifying and eliminating unsafe working conditions are top priority.

Prevention of accidents is at the heart of what the company does in the commercial vehicle industry. That's also why "working safely" is a condition of employment. The Company leads by example and works hard to nurture a culture of mutual responsibility towards health and safety among colleagues, customers and business partners. The Company has a policy for health and safety and expects its suppliers to adhere to in the same rigor.

The Company continuously focuses and ensures skill development of employees through its structured training and competency development programs. The Company provides subsidized food to its employees, medical insurance coverage including dependents, and has in-house medical centers with qualified medical practitioners. The Company conducts various programs concerning well-being of employees and strives to employ and empower women employees and fosters a friendly environment through its policy for prevention of sexual harassment and related grievance redressal mechanisms.

1.	Total number of employees on rolls	2023 as on 31 <sup>st</sup> March 2021
2.	Total number of employees hired on temporary/ contractual / casual basis	3826 as on 31 <sup>st</sup> March 2021
3.	No. of permanent women employees	221 as on 31 <sup>st</sup> March 2021
4.	No. of permanent employees with disabilities	Nil
5.	Employee association that is recognized by management	There are recognised trade unions affiliated to various trade union bodies with which the Company's relationships are cordial
6.	Percentage of permanent employees who are members of this recognized employee association	Almost 100% of permanent employees in the workers grade(489) are members of recognized employee associations.

7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:

No	Category	No. of Complaints filed during the financial year	No. of Complaints pending during the financial year
1	Child labour / forced labour / involuntary labour	Nil	Nil
2	Sexual Harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

Your company has a robust system of prevention of sexual harassment of women in the Company. The company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

8. Percentage of the under mentioned employees were given safety & skill up-gradation training in the last year 100% of the employees were given safety training last year. Please refer below the percentage of skill up-gradation training in the last year:
- a. Permanent Employees : 100%
  - b. Permanent Women Employees : 100%
  - c. Casual / Temporary / Contractual Employees : 100%
  - d. Employees with Disabilities : Not applicable

**Principle 4: Businesses should respect the interests of, and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

1. Has the Company mapped its internal and external stakeholders?

Yes. The Company has mapped its internal and external stakeholders in a structured way and carries out engagements with investors, employees, customers, suppliers, the government, regulatory authorities, trade unions and local community and follows a system of timely feedback and response from them.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

Yes. The Company has identified marginalized and disadvantaged groups in and around the plant locations by engaging with the local communities. The company's CSR policy drives initiatives towards the benefit of such marginalized, vulnerable and disadvantaged stakeholders.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company has always engaged itself in special initiatives with the disadvantaged, vulnerable and marginalized stakeholders especially those situated in and around the plant locations through its CSR policy driven initiatives. These initiatives are directed towards community services, skill development, infrastructure, promoting safety and education. The Company continuously strives to achieve total inclusiveness by engaging with all stakeholders and encouraging people from all sections of the community irrespective of caste, creed or religion to benefit from its CSR initiatives.

**Principle 5: Businesses should respect and promote human rights**

1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company does not have a separate Human Rights Policy. However, these principles are imbibed in the WABCO group's Code of Conduct and the Ethics policy which is applicable to all the employees thereby ensuring adherence and upholding of high level of standards contained therein. All employees including trainees were given training on code of conduct during the year. This module is a part of new joiner induction.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any stakeholder complaints during the Financial Year 2020-21 under this principle.

**Principle 6: Businesses should respect, promote and make efforts to restore the environment**

1. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures Suppliers / Contractors / NGOs / others?

The Company has a QEHS policy under which the top management is committed to environment protection. Commitment to Safety, Health & Environment is an integral part of all business processes.

2. Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc?

Yes, The Company's environmental policy focuses using only permitted materials, conservation of energy and reduction of waste. To support this commitment, all of WABCO's manufacturing plants are certified according to the latest version of ISO 14001 for the environment management systems and OHAS 18001.

The Ambattur plant was certified as ISO 50001 (Energy management system) for systematic improvement in energy performance which resulted in reduction of carbon emissions. The Company has a 550KW roof top solar plant which has resulted in reduction in carbon footprint. The Company also continuously explores opportunities to use biofuels, bio liquids, increased usage of solar power etc. which contributes in its endeavor to reduce carbon footprints. The Company also recognizes the significance of a greener belt due to which several saplings are planted and maintained at the plant locations to reduce carbon footprint. The Company demands high standards for safety, health and environmental practices from the suppliers. Excellence in design, manufacturing, distribution, recycling and disposal are ensured in full compliance with applicable legislations and internal policies.

3. Does the company identify and assess potential environmental risks?

Yes, the Company has a mechanism to identify and assess potential environmental risks through SHE FMEA methodology based on which mitigation plans are formulated and implemented for the identified risks.

4. Does the company have any project related to Clean Development Mechanism?  
The Company periodically files returns to Pollution control board as per legal requirement. All the manufacturing locations of the Company are ISO 14001 and OHSAS 18001 certified.
5. Has the company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc.?  
Innovative technologies are used to reduce the impact on the environment. In the entire chain of manufacturing, the emphasis is on preserving natural resources. Processes are designed to minimize use of raw materials, conserve water and energy. Power consumption is tracked and reviewed periodically. Replacement of old pumps, optimization of energy consumption, elimination of redundant processes and machines resulted in significant energy savings. Details on energy saving measures are given in the annexure to the Directors report.
6. Are the emissions/ wastes generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?  
Yes, the emissions / waste generated by the Company are within the permissible limits given by State Pollution Control Board. All statutory requirements are tracked periodically.
7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.  
Nil

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is your company a member of any trade and chamber or association? Yes
- i) Confederation of Indian Industry
  - ii) Automotive Component Manufacturers' Association of India
  - iii) Madras Chamber of Commerce and Industry
  - iv) Madras Management Association
  - v) Indo-German Chamber of Commerce
  - vi) Indo-American Chamber of Commerce
  - vii) Quality circle forum of India
  - viii) National Institute of quality & reliability
2. Have you advocated / lobbied through above associations for the advancement or improvement of public good?  
The Company is not actively involved in lobbying. However, as a responsible corporate citizen and as part of the industry makes recommendations, representations, views and opinions before regulators and associations broadly on promoting growth and technological progress, energy conservation, sustainability, road safety etc.

**Principle 8: Businesses should support inclusive growth and equitable development**

1. Does the company have specified programs / initiatives / projects in pursuit of the policy related to Principle 8? If yes, details thereof.  
As a responsible corporate citizen, the Company engages in social responsibility and community development activities. This year the activities were conducted through internal engagement of employees and resources, driving activities which would help the needy sections of the society as per the Company's CSR policy with specific focus towards areas surrounding the company's plant locations. The activities during the year were largely directed towards skill development, promoting education, preventive healthcare, safety education, support on fighting COVID 19 etc. Details are given in Annexure to the Directors report for the year 2020-21 and in the Management discussion and analysis report.
2. Have you done any impact assessment of your initiative?  
The Company believes that every activity should result in some impact which can be measured through parameters specific to the activity. These assessments are presently done internally on a periodic basis.
3. What is your company's direct contribution to community development projects and the details of the projects undertaken?  
The Company has spent an amount of ₹ 50 lakhs on community development projects for the year 2020-21. Details of the projects undertaken are enclosed as Annexure to the Directors' Report.



4. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

The Company ensures that its presence is established right from the commencement of the initiatives. It collaborates with the communities' right from need identification to project implementation phase and participate physically and financially.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints / consumer cases are pending as on the end of financial year?

During the financial year ended March 31, 2021, no new cases were filed against the Company. No customer complaints were pending unresolved as on March 31, 2021.

2. Does the company display product information on the product label, over and above what is mandated as per local laws?

Yes, the Company produces parts to the prints and specifications provided by the customers. The Company displays product information as required by the customers. This is approved by them during the development process. Apart from the mandated declarations, additional declarations are furnished on the products/ labels relating to the products and their usage.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

There have been no cases relating to unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of financial year.

4. Did your company carry out any consumer survey / consumer satisfaction trends?

Customer satisfaction as a concept has matured into customer delight and is a continuous activity and ever-present value imbibed in the Company's processes which in itself drives continuous feedback and improvement in the services. The Company has bagged many best supplier awards from its major customers which stand as a testimony to the focus provided for customer delight.

For and on behalf of the Board

Chennai  
17<sup>th</sup> May, 2021

M LAKSHMINARAYAN  
Chairman

## Report on Corporate Governance

### 1. Company's philosophy on code of governance

The Company as a good corporate citizen believes in transparency, professionalism and accountability, which are the basic principles of Corporate Governance. The Company constantly endeavors to improve on these aspects thereby paving the way for excellence.

### 2. Board of directors

#### 2.1 Composition and category of directors:

As of 31<sup>st</sup> March 2021, the total strength of the Board of Directors (the board) was 7 directors. All the directors except the Managing Director are Non-Executive Directors. Out of the Six Non-Executive Directors, three Directors viz., Mr. M Lakshminarayan (Chairman), Mr. Mahesh Chhabria and Dr. Lakshmi Venu are independent directors. The Chairman is not related to any promoter of the Company as defined under

#### 2.3 Attendance and other directorships:

The details of attendance of the Directors at the board meetings, during the year, and at the last Annual General Meeting held on 25<sup>th</sup> September 2020 and also the number of other directorships and committee membership's chairmanships as on 31<sup>st</sup> March 2021 are as follows:

Name of the director Messrs	DIN	Category	Attendance particulars		Number of directorships* and committee member <sup>!</sup> / chairmanships**		
			Board meeting	Last AGM	Other directorships	Committee memberships	Committee chairmanships
M. Lakshminarayan	00064750	C-I	5	Yes	12	6	3
P. Kaniappan	02696192	MD-NI	5	Yes	3	1	-
Mahesh Chhabria ++	00166049	NE-I	5	Yes	8	3	1
Dr. Lakshmi Venu \$	02702020	NE-I	5	Yes	7	3	-
Philippe Colpron \$	08344534	NE-NI	5	Yes	1	-	-
Dr. Christian Brenneke \$	08344547	NE-NI	2	Yes	2	-	-
Alexander De Bock \$+	08745365	NE-NI	3	Yes	6	2	-
Lisa Brown \$@	07053317	NE-NI	2	NA	46	2	-

\* : includes private companies.

\*\* : includes committees where the director is also chairman.

\$ : includes directorship in foreign companies.

! : Memberships and chairmanship of Audit and Stakeholders relationship committee.

C-I : Chairman Independent.

MD-NI : Managing Director - Non- Independent Director.

NE-I : Non-Executive - Independent Director.

NE-NI : Non-Executive - Non-Independent Director.

++ : As approved by the members of the Company at the Annual General Meeting held on 25<sup>th</sup> September 2020 the term of Mr. Mahesh Chhabria, Independent director of the Company for a term of five consecutive years from 16<sup>th</sup> May 2020 to 15<sup>th</sup> May 2025.

+ : Mr. Alexander De Bock, Non Executive Director appointed with effect from 25<sup>th</sup> September 2020.

@ : Ms. Lisa Brown, Non-Executive Director resigned with effect from 31<sup>st</sup> August 2020.

Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulation). The number of Independent Directors is one third of Board's total strength. Thus, the Company meets with the requirements of composition of the board as per Listing Regulation.

#### 2.2 Board Meetings:

The Company, in consultation with the Directors, prepares and circulates a tentative annual calendar for the meetings of the committees / board in order to assist the Directors for planning their schedules to participate in the meetings. During the year 2020-21, the Board met 5 times on 22<sup>nd</sup> May 2020, 12<sup>th</sup> August 2020, 23<sup>rd</sup> October 2020, 10<sup>th</sup> February 2021 and 19<sup>th</sup> February 2021 and the gap between two meetings did not exceed 120 days.

## WABCO INDIA LIMITED

Names of other listed entities where the above directors hold directorships:

Director	Name of the Listed company	Designation
M Lakshminarayan	Kirloskar Oil Engines Limited	Independent Director
	TVS Electronics Limited	Independent Director
	Wendt India Limited	Independent Director
	ASM Technologies Limited	Independent Director
	Suprajit Engineering Limited	Independent Director
Mr. Mahesh Chhabria	Kirloskar Oil Engines Limited	Director
	Tube Investments of India Limited	Independent Director
	Kirloskar Industries Limited	Managing Director
	Kirloskar Ferrous Industries Limited	Director
	Kirloskar Pneumatic Company Limited	Director
Dr. Lakshmi Venu	TVS Motor Company Limited	Non-Executive Director
	Sundaram - Clayton Limited	Joint Managing Director

None of the Directors is a member in more than 10 board level committees or Chairman of more than 5 such committees of listed companies, as specified under Regulation 26 of the Listing Regulation.

#### 2.4 Access to information and updation to directors:

The board reviews all information provided periodically for discussion and consideration at its meetings in terms of Listing Regulation. Functional heads are present whenever necessary and apprise all the directors about the developments. They also make presentations to the board and audit committee of directors. Apart from this, the observations of audit carried out by the internal auditors is placed at the audit committee of the directors. The board also reviews the declarations made by the Managing Director and Company Secretary of the Company regarding compliance of all applicable laws on quarterly basis.

#### 2.5 Code of Business Conduct and Ethics for board and senior management personnel

The Company has in place the Code of Business Conduct and Ethics for Board and Senior Management personnel (the Code) approved by the board. The Code has been communicated to Directors and the members of the senior management. The Code has also been displayed on the Company's website [www.wabcoindia.com](http://www.wabcoindia.com). All the board members and senior management personnel have affirmed compliance with the Code for the year ended 31<sup>st</sup> March 2021. The annual report contains a declaration to this effect signed by the Managing Director and Company Secretary of the Company as compliance officer for the Code.

#### 2.6 Appointment of directors:

In terms of Regulation 36(3) of the Listing Regulation, a brief resume of directors, proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholdings and their relationships with other directors are provided in the notice convening the ensuing annual general meeting of the Company.

## WABCO INDIA LIMITED

### 2.7 Skills / expertise / competencies of the Board of Directors

The list of core skills/expertise/competencies required are available with the Board and names of Directors as on date who have such skills/expertise/competencies in the context of the business of the Company for its effective functioning is as follows:

	Key Skills / Competencies / Expertise	M Lakshminarayan	Mahesh Chhabria	Dr. Lakshmi Venu	Dr. Christian Brenneke	Philippe Colpron	Alexander De Block	P Kaniappan
A	Technical							
1	Finance	✓	✓	✓			✓	
2	Law		✓				✓	
3	Management	✓	✓	✓	✓	✓	✓	✓
4	Sales & Marketing	✓		✓		✓		✓
5	Manufacturing & Operations	✓	✓	✓	✓	✓	✓	✓
6	Research & Development	✓			✓			✓
7	Human Resources	✓						
B	Industry experience							
1	Economy	✓	✓	✓			✓	✓
2	Industry	✓	✓	✓	✓	✓	✓	✓
3	Business Sector	✓	✓	✓	✓	✓	✓	✓
C	Governance experience							
1	Compliance	✓	✓				✓	
2	Statutory Laws		✓				✓	✓
3	Risk Management	✓	✓			✓	✓	✓
4	Strategic Planning	✓	✓	✓	✓	✓	✓	✓
D	Other Skills							
1	Communication & Interpersonal	✓	✓	✓	✓	✓	✓	✓
2	Public Relations	✓	✓	✓	✓	✓	✓	✓
3	Corporate Restructuring	✓	✓		✓	✓		

**3. Audit Committee**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

**3.1 Brief description of terms of reference:**

The Audit Committee of the Company is entrusted with the following responsibilities to supervise the Company's internal control and financial reporting process:

1. To recommend for appointment, remuneration and terms of appointment of auditors of the company;
2. To approve payment to statutory auditors for any other services rendered by the statutory auditors;
3. To review and monitor the auditor's independence and performance, and effectiveness of audit process;
4. To examine the financial statement and the auditors' report thereon;
5. To approve transactions of the company with related parties and modifications thereof including those for which the omnibus approval is provided;
6. To scrutinize intercorporate loans and investments;
7. To undertake valuation of undertakings or assets of the Company, wherever it is necessary;
8. To evaluate internal financial controls and risk management systems;
9. To monitor the end use of funds raised through public offers and related matters.
10. To review the utilization of loans and / or advances to or investments in subsidiaries, if any,
11. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may discuss any related issues with the internal and statutory auditors and the management of the company.
12. To investigate any activity within its terms of reference of the Companies Act, 2013 or referred to it by the Board and for its purpose, shall have full access to information contained in the records of the Company and external professional, legal or other advice, if necessary;
13. To seek information from any employee;
14. To secure attendance of outsiders with relevant expertise, if it considers necessary;
15. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
16. To review, with the management, the annual financial statements and auditor's report thereon before Submission to the board for approval, with particular reference to:
  - a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions; and
  - g) Qualification in the draft audit report.
17. To review, with the management, the quarterly financial statements before submission to the board for approval;
18. To review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
19. To review, with the management, performance of internal auditors, adequacy of the internal control systems;
20. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, structure coverage and frequency of internal audit;
21. To discuss with internal auditors any significant findings and follow up there on;
22. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
23. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

24. To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
25. To review the functioning of the Whistle Blower mechanism;
26. To approve appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
27. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee from time to time. The auditors of the Company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

3.2 Composition, name of members and the chairman of the Audit Committee:

The committee consists of the following directors:

Name of the directors - Messrs	Status
Mahesh Chhabria	Non-executive, Independent director
M Lakshminarayan	Non-executive, Independent director
Dr. Lakshmi Venu	Non-executive, Independent director
Alexander De Bock	Non-executive, Non-Independent director

The Committee was re-constituted during the year on account of resignation of Ms. Lisa Brown.

Mr Mahesh Chhabria, Independent Director, is the Chairman of the Audit Committee. Mr. M C Gokul, Company Secretary of the Company acts as the Secretary of the Audit Committee. The Chairman of the Audit Committee as at the time of the annual general meeting was present at the annual general meeting held on 25<sup>th</sup> September 2020. Composition of the committee is in accordance with the requirements of Regulation 18 of the Listing Regulation and Section 177 of the Companies Act, 2013. The particulars of meetings and attendance by the members of the committee during the year under review are given in the table below:

Date of the meeting	Members present Messrs
22 <sup>nd</sup> May 2020	M Lakshminarayan, Dr. Lakshmi Venu and Ms. Lisa Brown
12 <sup>th</sup> August 2020	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu and Ms. Lisa Brown

Date of the meeting	Members present Messrs
23 <sup>rd</sup> October 2020	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu and Alexander De Bock
10 <sup>th</sup> February 2021	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu and Alexander De Bock
19 <sup>th</sup> February 2021	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu and Alexander De Bock

**4. Disclosures**

- 4.1 The materially significant related party transactions entered into during the year as disclosed elsewhere in the report did not have potential conflict with the interests of company at large.
- 4.2 There were no instances of non-compliances by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on any matter related to the capital markets during the last three years.
- 4.3 The Company has a Whistle Blower Policy and no personnel is denied the access to the audit committee.
- 4.4 Disclosure by senior management personnel: The senior management personnel have made disclosures to the board relating to all material, financial and other transactions stating that they did not have personal interest that could result in a conflict with the interest of the company at large.
- 4.5 The Managing Director (CEO) and Chief Financial Officer (CFO) of the company have certified to the board on financial and other matters in accordance with the Regulation 17(8) of the Listing Regulation pertaining to CEO/CFO certification for the financial year ended 31<sup>st</sup> March 2021.
- 4.6 The following policies approved by the Board of Directors of the Company were uploaded and are available in the Company's website at the web link: [http://www.wabco-auto.com/en/investor\\_relations/wabco\\_india\\_investor\\_relations](http://www.wabco-auto.com/en/investor_relations/wabco_india_investor_relations)
  - Corporate Social Responsibility Policy
  - Related Party Transaction Policy
  - Nomination and Remuneration Policy
  - Whistle Blower Policy
  - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
  - Policy on Criteria for Determining Materiality of Events
  - Dividend Policy

4.7 The Auditors were paid an amount of ₹ 61.50 lakhs as remuneration for the year 2020-21. Details are provided in note to the financial statements.

4.8 Compliance with mandatory / non-mandatory requirements:  
The Company has complied with all applicable mandatory requirements in terms of Listing Regulation. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

**5. Nomination and Remuneration Committee**

The Board has constituted a Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013. Composition, name of members and the chairman of the Committee:

The committee consists of the following directors:

Name of the directors - Messrs	Status
Dr. Lakshmi Venu	Non-executive, Independent director
M Lakshminarayan	Non-executive, Independent director
Dr. Christian Brenneke	Non-executive, Non-Independent director

Dr. Lakshmi Venu, Independent Director, is the Chairman of the Nomination and Remuneration Committee. Mr M C Gokul Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee. The particulars of meetings and attendance by the members of the committee during the year under review are given in the table below:

Date of the meeting	Members present Messrs
22 <sup>nd</sup> May 2020	M Lakshminarayan, Dr. Lakshmi Venu, Lisa Brown and Christian Brenneke

**5.1 Brief description of the Terms of reference:**

The Nomination & remuneration committee is entrusted with the following responsibilities.

- 1) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and/or removal and ensure that succession plans for board and senior management personnel are in place.
- 2) To carry out evaluation of every director's performance.
- 3) To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- 4) To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s) based on his performance.

5) To recommend to the Board, all remuneration, in whatever form, payable to Directors, key managerial personnel and senior management.

**5.2 Nomination and Remuneration Policy**

As required under Section 178(3) of the Companies Act, 2013 and the Company's Nomination and Remuneration Policy is hosted in the website:

<http://www.wabco-auto.com/investor-relations/wabco-india-investor-relations>

**5.3 Remuneration to Non-Executive Directors**

Remuneration by way of sitting fee for attending the meetings of Board and committees and commission on profit not exceeding the limit specified in the Companies Act, 2013 is paid to independent directors of the Company. No remuneration including sitting fee and commission on profit is paid to non-executive and non-independent directors of the Company. There is no separate provision for payment of severance fees. The notice period is mutually agreed between these Directors and the Board. The tenure of office of Executive Directors is for five years from their respective dates of appointment / reappointment.

**5.4 Particulars of remuneration paid to the Managing Director during the financial year 2020-21 (₹ in lakhs)**

Name of the director	Salary	Contribution to PF and other funds	Perquisites & Allowances	Performance Bonus	Total
Mr P Kaniappan	210.33	11.27	343.96	170.59	736.16

Presently, the Company does not have a scheme for grant of any stock option either to the executive directors or employees. Benefit arising out of participation in M/s WABCO Holdings Inc., RSU/PSU schemes (All outstanding options were paid in June 2020 as per the terms of merger with ZF and the scheme stands closed since) is included in value of perquisites.

**5.5 Particulars of sitting fees and commission paid/payable to non-executive directors / non-executive independent directors and directors during the financial year 2020-21.**

Name of the directors - Messrs	Sitting fee (₹) <sup>+</sup>	Commission (₹) <sup>@</sup>	Total (₹)
M Lakshminarayan	6,20,000	20,00,000	26,20,000
Dr. Lakshmi Venu	5,40,000	20,00,000	25,40,000
Mahesh Chhabria #	4,80,000	17,53,425	22,33,425
<b>Total</b>	<b>16,40,000</b>	<b>57,53,425</b>	<b>73,93,425</b>

<sup>@</sup> will be paid after adoption of accounts at the ensuing annual general meeting.

<sup>#</sup> appointed as Independent Director with effect from 22<sup>nd</sup> May 2020

<sup>+</sup> Includes sitting fee of ₹ 75,000/- per Independent Director per meeting for the Independent Directors Committee meetings

As approved by the shareholders through special resolution at the Annual General Meeting held on 14<sup>th</sup> August 2019, non-executive independent directors are being paid commission not exceeding 1% of the net profits of the Company.

The Board as its meeting dated 17<sup>th</sup> May 2021, has increased the commission paid to non-executive independent directors to ₹ 20,00,000 per Independent Director. Other non-executive directors, Messrs., Philippe Colpron, Dr. Christian Brenneke and Mr. Alexander De Bock have waived the sitting fees payable to them.

Mr M Lakshminarayan holds 100 shares through himself and his relatives. Mr. Mahesh Chhabria along with his relatives and HUF wherein he is a member holds 1,475 shares in the Company. None of the other directors hold any share in the Company. There are no other material pecuniary relationships or transactions of the non-executive directors' vis-à-vis of the Company. None of the directors are related to each other.

**6. Stakeholders Relationship Committee:**

The Board constituted a Stakeholder Relationship Committee in terms of Section 178 of the Companies Act, 2013.

**6.1 Composition, name of members and the chairman of the Stakeholders Relationship Committee:**

The committee consists of the following directors:

Name of the directors - Messrs	Status
M Lakshminarayan	Non-executive, Independent Director
P Kaniappan	Executive-Non-Independent Director
Alexander De Bock	Non-executive, Non-Independent director

Mr. M Lakshminarayan, is the Chairperson of the Stakeholders Relationship Committee. As required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulation) 2015, Mr. M C Gokul has been appointed as Compliance Officer. For any clarifications / complaints, the shareholders may contact Mr. M C Gokul, Company Secretary of the Company at [gokulmc@zf.com](mailto:gokulmc@zf.com) The particulars of meetings and attendance by the members of the committee during the year under review are given in the table below:

Date of the meeting	Members present Messrs
22 <sup>nd</sup> May 2020	M Lakshminarayan, P Kaniappan and Ms. Lisa Brown
12 <sup>th</sup> August 2020	M Lakshminarayan, P Kaniappan and Ms. Lisa Brown

Date of the meeting	Members present Messrs
23 <sup>rd</sup> October 2020	M Lakshminarayan and P Kaniappan
10 <sup>th</sup> February 2021	M Lakshminarayan, P Kaniappan and Alexander De Bock

The committee oversees and reviews all matters connected with share transfers, issue of duplicate share certificates and other issues pertaining to shares. The committee also looks into the redressal of investors' grievances pertaining to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. The Company, as a matter of policy, disposes investor services complaints within a span of seven days. Complaints received and redressed during the year 2020-21

No. of complaints received during the year	3
No. of complaints resolved during the year	3
No. of complaints pending unresolved as on 31.03.2021	-

6.2 All the complaints were resolved and, as on 31<sup>st</sup> March 2021, no complaint was pending. All requests for dematerialization of shares were carried out within the stipulated time period.

6.3 There were 23 complaints received in March 2021 with respect to the sale of shares by the promoters through the Offer for sale mechanism. Appropriate replies have been provided by the promoters for all these complaints and these have been closed since.

**7. Risk Management Committee**

Composition, name of members and the chairman of the Committee:

The Committee consists of the following directors:

Name of the directors - Messrs	Status
Dr. Christian Brenneke	Non-executive, Non-Independent Director
Philippe Colpron	Non-executive, Non-Independent director
P Kaniappan	Managing Director
R S Rajagopal Sastry	Chief Financial Officer
V Ramanathan	Leader-OE Sales & Marketing

Dr. Christian Brenneke, is the Chairman of the Risk Management Committee. Mr. M C Gokul Company Secretary of the Company acts as the Secretary of the Risk Management Committee. The particulars of meetings and attendance by the members of



the committee during the year under review are given in the table below:

Date of the meeting	Members present Messrs
31 <sup>st</sup> March 2021	Christian Brenneke, Philippe Colpron, P Kaniappan, R S Rajagopal Sastry and V Ramanathan

The terms of reference of the committee includes monitoring/ reviewing the risk management plan, the annual risk management framework, and periodically review the process for systematic identification and assessment of the business risks, critical risk exposures and report to the Board and develop recommend and review the Company's Risk Management Policy to the Board.

#### 8. Corporate Social Responsibility Committee (CSR Committee)

The Board constituted a Corporate Social Responsibility Committee in terms of Section 135 of the Companies Act, 2013. Composition name of members and the chairman of the Committee. As of date, the committee consists of the following directors:

Name of the directors - Messrs	Status
P Kaniappan	Managing Director
M Lakshminarayan	Non-executive, Independent director
Dr. Lakshmi Venu	Non-executive, Independent director

Mr P Kaniappan, Managing Director, is the Chairman of the CSR Committee. Mr M C Gokul Company Secretary of the Company acts as the Secretary of the CSR Committee. The particulars of meetings and attendance by the members of the committee during the year under review are given in the table below:

Date of the meeting	Members present Messrs
22 <sup>nd</sup> May 2020	P Kaniappan, M Lakshminarayan and Dr. Lakshmi Venu

Details of CSR report and activities carried out by the Company as required under Section 135 of the Companies Act, 2013 are given in annexure to the Directors report.

#### 9. Independent Directors Committee

The Board had constituted the Independent Directors Committee as required under Regulation 26 (7) of the SEBI (SAST) Regulations. The Committee had met 4 times during the year. The committee at its meeting dated 7<sup>th</sup> August 2020 had provided its reasoned recommendations on the open offer provided to the public shareholders by ZF Friedrichshafen AG. The committee was

terminated with effect from 7<sup>th</sup> August 2020 since the terms of reference of the Committee had been accomplished.

Composition, name of members and the chairman of the Committee:

The committee consisted of the following directors:

Name of the directors - Messrs	Status
Mr. Mahesh Chhabria	Non-executive, Independent director
Dr. Lakshmi Venu	Non-executive, Independent director
M Lakshminarayan	Non-executive, Independent director

Mr. Mahesh Chhabria, Independent Director was the Chairman of the Independent Directors Committee. The particulars of meetings and attendance by the members of the committee during the year under review are given in the table below:

Date of the meeting	Members present Messrs
4 <sup>th</sup> June 2020	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu
9 <sup>th</sup> June 2020	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu
7 <sup>th</sup> July 2020	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu
7 <sup>th</sup> August 2020	Mahesh Chhabria, M Lakshminarayan, Dr. Lakshmi Venu

#### 10. Reconciliation of Share Capital Audit Report

A qualified practicing company secretary has carried out reconciliation of share capital audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital and placed the report for perusal of the Board. The audit report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of shares in dematerialized form held with NSDL and CDSL.

#### 11. General body meeting:

11.1 Location and time where the Annual General Meetings were held during the last three years.

Year	Location	Date	Time
2017-18	The NaradaGana Sabha, (Sathguru Gnananandha Hall)	27.07.2018	09.30 A.M.
2018-19	No. 314, T.T.K. Road, Alwarpet, Chennai 600 018	14.08.2019	09.30 A.M.
2019-20	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	25.09.2020	02.00 P.M.

## WABCO INDIA LIMITED

11.2 Special resolutions passed in the previous three annual general meetings:

AGM Date	Item of Business
27.07.2018	Nil
14.08.2019	<p>Re-appointment of Mr. M Lakshminarayan as a Non-Executive and Independent Director for another term of five consecutive years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024, pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, on such remuneration including sitting fees and profit-related commission as may be decided by the Board of Directors from time to time.</p> <p>Re-appointment of Mr. Narayan K Seshadri as a Non-Executive and Independent Director for another term of one year from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020, pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, on such remuneration including sitting fees and profit-related commission as may be decided by the Board of Directors from time to time.</p>
25.09.2020	Nil

None of the subjects placed before the shareholders in the last / ensuing Annual General Meeting required / requires approval by a postal ballot.

### 12. Unclaimed Shares

Pursuant to Regulation 39 of the Listing Regulation, equity shares aggregating to 1,554 shares of ₹ 5/- each held by 31 equity shareholders were laying unclaimed (hereinafter referred to as "unclaimed shares") as required under the SEBI Regulations. Those shareholders who do not possess original share certificate with them, are requested to contact the Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited to obtain their shares either in dematerialized form or physical form as desired by the shareholder.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Details of Unclaimed suspense account	No. of Shareholders	No. of Shares
No. of shares in Unclaimed Suspense Account at the beginning of the year as on 01.4.2020	38	2,067
No. of shareholders who approached listed entity for transfer of shares from suspense account during the year	-	-
No. of shareholders to whom shares were transferred from suspense account during the year ended 31.3.2021	-	-
Shares transferred to the IEPF Suspense account on 03.09.2020	7	513
Aggregate number of shareholders and the outstanding shares lying in the suspense account on 31.3.2021	31	1,554

### 13. Investor Education Protection Fund (IEPF) & Transfer of Shares to IEPF Authority

Pursuant to Section 124 and the rules thereunder of the Companies Act 2013, equity shares which were laying unclaimed and for which the dividend was also unclaimed for a continuous period of 7 years were dematerialized and transferred to IEPF Authority on behalf of the shareholders after providing due reminders and a public announcement in newspapers before transferring.

Those shareholders who do not possess original share certificate with them, are requested to contact the Share Transfer Agent, M/s Integrated Registry Management Services Private Limited to obtain their shares either by dematerialized form or physical form as desired by the shareholder. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Details of IEPF Authority Account	No. of Shareholders	No. of Shares
No. of shares in the IEPF Authority Account at the beginning of the year as on 01.04.2020	680	42,585
No. of shareholders who approached listed entity for transfer of shares from IEPF Authority Account during the year	6	727
No. of shareholders of whose shares were transferred from unclaimed Suspense Account to the IEPF Authority Account during the year	7	513
No. of shareholders whose shares were transferred to the IEPF Authority Account during the year	35	2,268

## WABCO INDIA LIMITED

Details of IEPF Authority Account	No. of Shareholders	No. of Shares
No. of shares transferred from the IEPF Authority Account during the year to the shareholders	4	264
Aggregate number of shareholders and the outstanding shares lying in the IEPF Authority Account during the year	718	45,102

Unclaimed Dividend pertaining to the year 2012-13 was transferred to the IEPF account.

### 14. Complaints received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Details are provided in the Principle 3 of Business Responsibility Report.

### 15. Means of communication

#### 15.1 Quarterly results:

The unaudited quarterly financial results of the Company were published in the English and vernacular newspapers. These are not sent individually to the shareholders.

#### 15.2 Newspapers wherein results normally published:

The results are normally being published in any one of the English newspapers, namely "Business Standard", "Business Line", or "Financial Express" and the Tamil version in a Tamil daily viz., "Dinamani" or "Makkal Kural".

#### 15.3 Website:

The Company has in place a functional web site addressed as [www.wabcoindia.com](http://www.wabcoindia.com). The unaudited results, quarterly compliance report on corporate governance and the quarterly shareholding pattern as filed with the Stock Exchanges are published in Company website. The Company makes use of its website for publishing official news releases and presentations, if any, made to institutional investors / analysts

### 16. General shareholder information

#### 16.1 Annual General Meeting:

Date and time/Venue : 24<sup>th</sup> September 2021 at 14.00 hrs. (IST) through Video Conferencing (VC) / Other Audio Visuals Means (OAVM)

#### 16.2 Financial year : 1<sup>st</sup> April to 31<sup>st</sup> March

Financial calendar 2021-22 (Tentative) :  
Financial reporting for the quarter ending : Financial calendar  
30<sup>th</sup> June 2021 : between 15<sup>th</sup> July to 14<sup>th</sup> August 2021

30<sup>th</sup> September 2021 : between 15<sup>th</sup> October to 14<sup>th</sup> November 2021

31<sup>st</sup> December 2021 : between 15<sup>th</sup> January to 14<sup>th</sup> February 2022

31<sup>st</sup> March 2022 : between 15<sup>th</sup> to 30<sup>th</sup> May 2022

Annual General Meeting (next year) : July / August / September 2022

#### 16.3 Particulars of dividend payment

The Board of Directors had recommended a dividend of ₹ 11 per share for the year 2020-21, absorbing a sum of ₹ 2,086.43 lakhs (excluding dividend tax) and subject to the approval of the shareholders in the ensuing annual general meeting. This dividend will be paid on or before 28<sup>th</sup> September 2021 to the shareholders as on record date.

#### 16.4 Listing on Stock Exchanges:

Name of the stock exchange	Stock code
BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	<b>533023</b>
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051	<b>WABCOINDIA</b>

**ISIN allotted by depositories** : INE342J01019  
(Company ID Number)

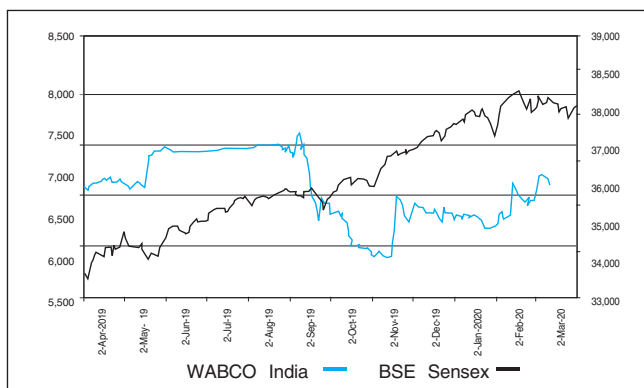
(Note: Annual listing fees for the year 2021-22 have been duly paid to the above stock exchanges).

#### 16.5 Market Price Data: (Amount in ₹)

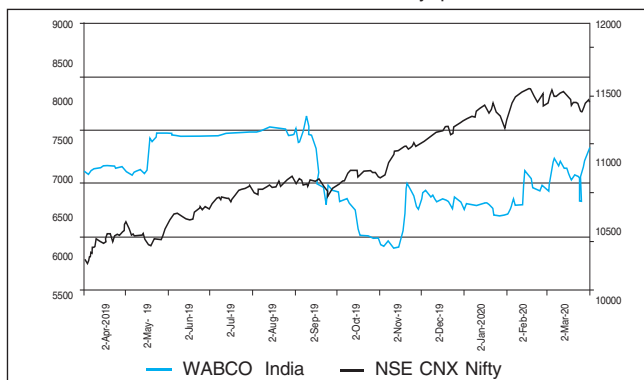
Month	National Stock Exchange of India Limited		BSE Limited	
	Share Price		Share Price	
	High	Low	High	Low
April - 2020	6439.80	6130.00	6360.00	6143.00
May - 2020	6970.00	6119.40	6980.00	6105.10
June - 2020	6969.00	6811.05	6936.10	6850.00
July - 2020	6975.00	6870.00	6975.10	6868.00
August - 2020	7035.00	6801.00	7038.15	6753.40
September - 2020	7670.00	5405.00	7622.95	5449.00
October - 2020	5894.00	4812.60	5868.00	4877.00
November - 2020	6443.95	4750.05	6413.30	4770.15
December - 2020	6140.00	5500.00	6068.60	5484.65
January - 2021	5753.05	5262.00	5719.05	5285.00
February - 2021	6891.00	5339.75	6700.00	5359.55
March - 2021	6899.85	5500.00	6898.00	5510.00

16.6 Performance of WABCO India shares against the Performance of BSE Sensex and NSE CNX Nifty

WABCO India Vs BSE Sensex performance



WABCO India Vs NSE CNX Nifty performance



16.7 Share Transfer Agents (STA) and Share Transfer System:

- a) M/s Sundaram-Clayton Limited (SCL) are winding up their operations as Registrars and Share Transfer Agents. In this regard, the Company has appointed Messrs. Integrated Registry Management Services Private Limited as the Registrars & Share Transfer Agents (STA) with effect from 1<sup>st</sup> April 2021. Integrated Registry Management Services Private Limited is registered with SEBI as the Share Transfer Agent (STA) in Category II. Movement of data related to the shareholders to the new RTA has been completed. Shareholders have also been advised about this appointment of STA to handle share registry work pertaining to both physical and electronic segments of the Company.
- b) All matters connected with the share transfer, both physical and electronic, dividends and other matters are handled by the STA located at the address mentioned elsewhere in this report.
- c) All requests for dematerialization of securities are processed and the confirmations are given to the

depositories within 15 days. Grievances received from investors and other miscellaneous correspondences on change of address, mandates etc., are processed by the STA within 7 days.

- d) Shareholders are requested to note that SEBI has mandated that the Company cannot process any request for transfer of shares received in physical mode. Adequate communications in this regard have been sent to all shareholders holding shares in physical mode. Hence it is requested that all shareholders holding shares in physical mode shall demat the shares to avoid any issues in future.
- e) Pursuant to Regulation 40(9) of the Listing Regulation, certificates, on half-yearly basis, is issued by a Company Secretary in practice for due compliance of share transfer formalities by the Company.
- f) Pursuant to Regulations 76 of SEBI (Depositories and Participants) Regulations, 2018, certificates from a Company Secretary in practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company is obtained.
- g) The Company, as required under Listing Regulation, has designated the following e-mail IDs, namely [srirams@integratedindia.com](mailto:srirams@integratedindia.com) (share transfer agent) / [gokul.mc@zf.com](mailto:gokul.mc@zf.com) (compliance officer) for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- h) Shareholders are, therefore, requested to correspond with the STA at the address mentioned elsewhere in this report for any change of names and queries pertaining to the shareholding and dividends etc.

16.8 Shareholding Pattern as on 31<sup>st</sup> March 2021 is available in annexure 3 forming part of the Directors Report.

16.9 Distribution of Shareholding as on 31<sup>st</sup> March 2021:

Shareholding (Range)	No. of Shares	%	No. of Members	%
Upto 5000	13,03,886	6.87	23,638	99.77
5,001 - 10,000	1,60,121	0.84	21	0.09
10,001 - 20,000	1,87,884	0.99	13	0.05
20,001 - 50,000	2,22,932	1.18	7	0.03
50,001 - 1,00,000	3,47,306	1.83	5	0.02
1,00,001 & above	1,67,45,455	88.29	9	0.04
Total	1,89,67,584	100.00	23,693	100.00

- 16.10 Dematerialization of shares and liquidity:  
The entire promoter holding is in dematerialised form. Out of 37,11,468 shares held by persons other than promoters, 36,07,849 of shares have been dematerialized as on 31<sup>st</sup> March 2021 accounting for 99.45%.
- 16.11 The Company has not issued any Global Depository Receipt / American Depository Receipt/ Warrant or any convertible instrument, which is likely to have impact on the Company's equity.
- 16.12 Details regarding plant locations is made available in the Business Responsibility Report.
- 16.13 Address for investors Correspondence:
- (i) For transfer / dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the Company. Integrated Registry Management Services Private Limited  
2<sup>nd</sup> Floor, Kences Towers  
No.1 Ramakrishna Street,  
North Usman Road,  
T.Nagar, Chennai 600 017
- (ii) for any query on non-receipt of annual report; and Tel : 044 2814 0801  
044 2814 0803  
Fax : 044 2814 2479
- (iii) for investors grievance & general correspondence Email :  
srirams@integratedindia.in  
cvcs.info.india@zf.com  
gokul.mc@zf.com
- 17. Non-mandatory disclosure**
- 17.1 Shareholder rights:  
The half-yearly results of the Company will be published in English and vernacular newspapers and are also displayed on the Company's website, namely [www.wabcoindia.com](http://www.wabcoindia.com). The results are not sent to the shareholders individually.
- 17.2 Audit Qualifications:  
The statutory financial statements of the Company are unqualified.
- 18. Request to shareholders**
- Shareholders are requested to follow the general safeguards/ procedures as detailed hereunder in order to serve them efficiently and avoid risks while dealing in securities of the Company.
- a. Demat of Shares:  
Shareholders are requested to convert their physical holding to demat / electronic form through any of the depository participants (DPs) to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities. Registration of Electronic Clearing Service (ECS) Mandate: ECS helps in quick remittance of dividend without possible loss / delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.
- b. Consolidation of Multiple Folios:  
Shareholders, who have multiple folios in identical names are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
- c. Registration of Nominations:  
Nomination in respect of shares - Section 72 of the Companies Act, 2013 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining succession certificate / probate of the Will etc. It would therefore be in the best interests of the shareholders holding shares in physical form registered as a sole holder to make such nominations. Shareholders, who have not availed nomination facility, are requested to avail the same by submitting the nomination in Form SH-13 to the Company or STA. This form will be made available on request. Shareholders holding shares in demat form are advised to contact their DP's for making nominations.
- d. Updation of address:  
Shareholders are requested to update their addresses registered with the Company, directly through the STA to receive all communications promptly. Shareholders, holding shares in electronic form are requested to deal only with their depository participant (DP) in respect of change of address and furnishing bank account number, etc.
- e. SMS Alerts:  
Shareholders are requested to note that National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have announced the launch of SMS alert facility for demat account holders whereby shareholders will receive alerts for debits / credits (transfers) to their demat accounts a day after the transaction. These alerts will be sent to those account holders who have provided their mobile numbers to their Depository participants (DPs). No charge will be levied by NSDL / CDSL on DPs providing this facility to shareholders. This facility will be available to investors who request for the same and provide their mobile numbers to the DPs. Further information is available on the website of NSDL and CDSL namely [www.nsdl.co.in](http://www.nsdl.co.in) and [www.cdslindia.com](http://www.cdslindia.com), respectively.
- f. Timely encashment of dividends:  
Shareholders are requested to encash their dividends promptly to avoid hassles of revalidation/ losing their right of claim owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund (IEPF). As required by SEBI, shareholders are requested to furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons. Shareholders who have not encashed their dividend warrants in respect of dividends declared for the year ended 31<sup>st</sup> March, 2010 and for any financial year thereafter may contact the Company and surrender their warrants for payment.

## WABCO INDIA LIMITED

Shareholders are requested to note that the dividend not claimed for a period of seven years from the date they first became due for payment shall be transferred to IEPF under Section 125 of the Companies Act, 2013. Shareholders are also requested to note that as per the Companies Act, 2013, unclaimed shares pertaining to unclaimed dividends for continuous period of seven years would be transferred to the IEPFAuthority account.

g. Web based applications - SEBI / NSE / BSE

Web based applications - SEBI / NSE / BSE In line with the circular No.CIR/OIAE/2/2011 dated 3<sup>rd</sup> June 2011 from SEBI, the investors' complaints are now centrally monitored through web based complaints redressal system called SCORES. The Company processes the investor complaints through this system and updates status periodically. In line with the circular No. NSE/LIST/C/2011 dated 29<sup>th</sup> September 2011 from the National Stock Exchange of India Ltd. (NSE) the Company now uploads its quarterly shareholding pattern, corporate governance report, financial results, corporate announcements through a web based application designed for corporates by NSE called as NEAPS and BSE called as BSE filing center. Information in respect of unclaimed dividends due for remittance into IEPF is given below:

### 19. PARTICULARS OF UNCLAIMED DIVIDEND

Financial year	Date of Declaration	Date of transfer to special account	Date of transfer to IEPF
2013-14	22.07.2014	25.08.2014	25.08.2021
2014-15	30.07.2015	30.08.2015	30.08.2022
2015-16	29.07.2016	29.08.2016	29.08.2023
2016-17	18.09.2017	18.10.2017	18.10.2024
2017-18	27.07.2018	27.08.2018	27.08.2025
2018-19	14.08.2019	13.09.2019	13.09.2026
2019-20 (I)	19.03.2020	18.04.2020	18.04.2027

### Declaration pursuant to clause D of Schedule V and 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding adherence to the Code of Business Conduct and Ethics

To

The Shareholders of WABCO INDIA LIMITED

On the basis of the written representations received from Members of the Board and Senior Management Personnel in terms of the clause D of Schedule V and 34(3) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that both the members of the board and the senior management personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the board of directors for the year ended 31<sup>st</sup> March 2021.

For and on behalf of the Board

Chennai  
17<sup>th</sup> May, 2021

M LAKSHMINARAYAN  
Chairman

## WABCO INDIA LIMITED

### INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

To

The Members of WABCO INDIA LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated January 25, 2021.
2. We have examined the compliance of conditions of Corporate Governance by WABCO India Limited ("the Company"), for the year ended March 31, 2021, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

#### Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

#### Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2021.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

K SUDHAKAR  
Partner

Place : Chennai  
Date : May 17, 2021

Membership No: 214150  
UDIN: 21214150AAAAAT4587

**INDEPENDENT AUDITORS' REPORT**

To

The Members of **WABCO INDIA LIMITED**

**Report on the Audit of the Financial Statements**

**Qualified Opinion**

We have audited the financial statements of WABCO India Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects, if any, of the matter described in the "Basis for Qualified Opinion" section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

We draw attention to note 41 to the financial statements of the Company for the year ended March 31, 2021 with respect to certain instances of alleged irregularities identified by management in disbursement/ settlement of provident fund dues paid out of the Employees' Provident Fund Trust ('the Trust') and salary payments to fixed-tenure employees in the current and earlier years. In this regard, the Company has initiated investigation of such alleged irregularities relating to payments from the Trust and other payments from the Company to employees by engaging an external independent expert through a law firm and is also evaluating necessary actions. The management has made a preliminary assessment and has recorded a provision of INR 500 lakhs in these financial statements. Pending completion of the aforesaid investigation, we are unable to evaluate the likely outcome of the above matter and its consequential additional impact on these financial statements.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



## WABCO INDIA LIMITED

In addition to the matter described in the "Basis for Qualified Opinion" section, we have determined that the following are the key audit matters to be communicated in our report:

### Description of Key Audit Matter

a. Revenue recognition - See note 2.2(c) and 18 to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company's revenue is derived primarily from sale of goods. Revenue from the sale of goods is recognised upon the transfer of control of the goods to the customer. The Company uses a variety of shipment terms across its operating markets and this has an impact on the timing of revenue recognition. There is a risk that revenue could be recognised at a time which is different from transfer of control especially for sales transactions occurring on and around the year end. Therefore, ascertainment of timing of the revenue recognition has been identified as a key audit matter.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, amongst others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>• Assessed the appropriateness the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") including adequacy of disclosures.</li> <li>• Obtained an understanding and evaluated the Company's sales process including design and implementation of key controls and tested the operating effectiveness of such controls in relation to the timing of revenue recognition on a sample basis, with special reference to controls over revenue cut offs at period end.</li> <li>• Performed detailed testing of the sales transactions on a sample basis to test that the revenues and trade receivables are recorded appropriately, in the period in which the control is transferred, taking into consideration the terms and conditions of the customer orders, including the shipping terms.</li> <li>• Tested, on a sample basis, whether revenue transactions near to the reporting date have been recognised in the appropriate period by verifying the transactions selected with relevant underlying documentation (customer order, transporter document, customer portal, etc).</li> <li>• Performed analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and to identify unusual transactions.</li> <li>• Obtained independent balance confirmations from the Company's customers on sample basis.</li> </ul>

b. Significant judgments and estimates relating to allowance for obsolescence of slow and non-moving inventory - See note 2(e) and 7 to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company holds inventory at various locations including plant, warehouses and subcontractor locations. Inventory includes raw materials, stores and spares, work in progress and finished goods. The value of inventory as on March 31, 2021 is INR 11,371.60 lakhs after considering allowance for obsolescence of slow and non-moving inventory of INR 1,120.41 lakhs.</p> <p>Management assesses the level of allowance for inventory obsolescence required at each reporting date after considering changes in market demand due to changing</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, amongst others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>• Assessed the appropriateness of the accounting policies for inventories and its compliances with applicable accounting standards.</li> <li>• Evaluated the design and implementation of key internal financial controls and tested the operating effectiveness of the relevant key controls with respect to allowance for slow and non-moving inventory.</li> </ul>

## WABCO INDIA LIMITED

The key audit matter	How the matter was addressed in our audit
<p>technology and historical as well as expected movements. This involves significant assumptions and estimations in determining allowance for obsolescence of slow and non-moving inventory and thus we have identified allowance for obsolescence of slow and non-moving inventory as a key audit matter.</p>	<ul style="list-style-type: none"> <li>• Tested whether the basis of computation of allowance for slow and non-moving inventory obsolescence at the reporting date is appropriate, by assessing the methodology and assumptions adopted by the management supported by analysis of historical data and future projections (i.e. annual operating plan).</li> <li>• Tested completeness, accuracy and validity of the data used in the inventory allowance calculations for slow-moving and non-moving inventory.</li> </ul>

### Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, we are unable to evaluate the likely outcome of the matter described, accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

### Management's and Board of Directors' Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## WABCO INDIA LIMITED

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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and we enclose in the "Annexure A", a statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

## WABCO INDIA LIMITED

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- b) Except for the possible effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) Except for the possible effects of the matter described in the "Basis of Qualified Opinion" paragraph above, in our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on its financial position in its financial statements - Refer Note 35(A) to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2021.
- (C) With respect to the matter to be included in the Auditors' Report under Section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

K SUDHAKAR  
Partner

Place : Chennai  
Date : May 17, 2021

Membership No: 214150  
UDIN: 21214150AAAAAAS4354

## WABCO INDIA LIMITED

### Annexure A to the Independent Auditor's Report to the members of WABCO India Limited for the year ended March 31, 2021

#### (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory, excluding goods in transit, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on such verification between the physical stock and book records were not material.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under Section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) The Company does not have any loan, investment, guarantees and security which requires compliance under Section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits as mentioned in the directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act in respect of products manufactured and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such records
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, goods and services tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, duty of customs, goods and services tax, cess and other material statutory dues were in arrears as at March 31, 2021, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax which have not been deposited with the appropriate authorities on account of a dispute, other than those mentioned below:

Name of the statute	Nature of dues	Amount (INR in lakhs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income taxes	590.92	2012-13 and 2013-14	Commissioner of Income tax (Appeals), Chennai
Income Tax Act, 1961	Income taxes	986.54	2011-12, 2013-14 and 2015-16	Income Tax Appellate Tribunal, Chennai
Central Excise Act, 1944	Excise duty	52.15	2012-13 to 2015-16	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service tax	0.88	2008-09	Commissioner of Central Excise (Appeals), Chennai

## WABCO INDIA LIMITED

Name of the statute	Nature of dues	Amount (INR in lakhs)*	Period to which the amount rates	Forum where dispute is pending
The Central Sales Tax Act, 1956	Sales tax	52.90	2008-09, 2009-10, 2016-17 and 2017-18	Assistant Commissioner, (Commercial Taxes), Chennai
Tamil Nadu Value Added Tax Act, 2006	Value added taxes	44,921.18	2009-10 to 2015-16	Assistant Commissioner (ST), Chennai
Central Excise Act, 1944	Excise duty	46.20	2016-17 and 2017-18	Assistant Commissioner of GST and Central Excise, Chennai
Central Excise Act, 1944	Excise duty	160.79	2015-16 and 2016-17	Joint Commissioner of Central Excise, Chennai
The Central Sales Tax Act, 1956	Sales tax	32.10	2014-15, 2016-17 and 2017-18	Assistant Commissioner, (Commercial Taxes) Uttar Pradesh
The Central Sales Tax Act, 1956	Sales tax	13.59	2015-16	Deputy Commissioner, (Commercial Taxes) Uttarkhand

\* net of amount paid under protest

- (viii) The Company did not have outstanding dues to any financial institutions, bank, debenture holders and government during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
- (x) Attention is invited to the paragraph regarding Basis for Qualified Opinion in our main report which deals with matter relating to ongoing investigation with regard to alleged irregularities in settlement of dues to certain employees. Apart from the above, according to the information and explanations given to us, no material fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with requisite approvals as per the provisions of section 197 read with Schedule V to the Act and rules prescribed thereunder.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

K SUDHAKAR  
Partner

Place : Chennai  
Date : May 17, 2021

Membership No: 214150  
UDIN: 21214150AAAAS4354

## **WABCO INDIA LIMITED**

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### **Annexure B to the Independent Auditors' report on the financial statements of WABCO India Limited for the year ended March 31, 2021**

### **Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

### **(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **Qualified Opinion**

We have audited the internal financial controls with reference to financial statements of WABCO India Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, except for the possible effects of the material weakness described below on the achievement of the objectives of the control criteria, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note")

We have considered the material weakness identified and reported below in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended March 31, 2021 and the material weakness does not affect our opinion on the said financial statements.

#### **Basis for Qualified Opinion**

We draw attention to note 41 to the financial statements and to the matters disclosed under 'Basis for Qualified Opinion' section of our Audit Report on the financial statements for the year ended March 31, 2021. Pursuant to certain instances of alleged irregularities identified by management in disbursement/ settlement of provident fund dues paid out of the Employees' Provident Fund Trust ('the Trust') and salary payments to fixed-tenure employees in the current and earlier years, the Company has initiated investigation of such alleged irregularities relating to payments from the Trust and other payments from the Company to employees by engaging an external independent expert through a law firm and the investigation is ongoing. In the meanwhile, the Company has undertaken steps and remediated the weaknesses so far identified in the relevant controls for payroll process. However, pending the final outcome of this investigation, completeness of identification of deficiencies cannot be ascertained.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial controls with Reference to Financial Statements**

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

K SUDHAKAR  
Partner

Place : Chennai  
Date : May 17, 2021

Membership No: 214150  
UDIN: 21214150AAAAAS4354



## WABCO INDIA LIMITED

### Balance Sheet as at 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	Notes	As at March 31, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3.1	41,488.93	44,682.63
Capital work-in-progress	3.3	4,973.67	2,995.64
Right of use assets	3.2	1,406.14	2,010.10
Intangible assets	3.1	329.42	405.77
Financial assets			
(i) Loans	4.2	728.42	723.44
(ii) Others	4.3	546.25	497.26
Non-current tax assets (Net)	6	4,292.20	3,473.78
Deferred tax asset (net)	14	660.02	79.59
Other non-current assets	5	5,406.41	6,946.99
<b>Total non-current assets</b>		<b>59,831.46</b>	<b>61,815.20</b>
<b>Current assets</b>			
Inventories	7	11,371.60	11,257.47
Financial assets			
(i) Investments	4.1	63,996.80	54,236.57
(ii) Trade receivables	8	58,545.41	36,353.82
(iii) Cash and cash equivalents	9	15,678.77	6,073.99
(iv) Bank balances other than (iii) above	9.1	30,033.27	40,044.55
(v) Loans	4.2	0.42	18.59
(vi) Others	4.3	485.66	1,161.09
Other current assets	5	9,687.45	7,108.98
<b>Total current assets</b>		<b>189,799.38</b>	<b>156,255.06</b>
<b>Total assets</b>		<b>249,630.84</b>	<b>218,070.26</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	10	948.38	948.38
Other equity	11	198,691.96	188,506.37
<b>Total equity</b>		<b>199,640.34</b>	<b>189,454.75</b>
<b>Non-current liabilities</b>			
Financial liabilities			
Other financial liabilities	16	443.40	871.49
Provisions	12	1,160.68	1,411.79
Government grants	13	3.72	3.72
<b>Total non-current liabilities</b>		<b>1,607.80</b>	<b>2,287.00</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Trade payables	15		
- Dues to Micro & Small Enterprises		1,092.62	538.46
- Dues to other than Micro & Small Enterprises		33,110.55	15,114.08
(ii) Other financial liabilities	16	5,173.66	5,157.91
Provisions	12	1,524.99	1,243.94
Other current liabilities	17	5,386.37	4,274.12
Current Tax Liabilities (Net)		2,094.51	-
<b>Total current liabilities</b>		<b>48,382.70</b>	<b>26,328.51</b>
<b>Total equity and liabilities</b>		<b>249,630.84</b>	<b>218,070.26</b>
Significant Accounting Policies.	2		
Notes to the Financial Statements are an integral part of the Financial Statements.			

For and on behalf of the board of directors of WABCO INDIA LIMITED

As per our report of even date

M LAKSHMINARAYAN  
Chairman  
DIN: 00064750

P KANIAPPAN  
Managing Director  
DIN: 02696192

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration no. 101248WW-100022

M C GOKUL  
Company Secretary

R S RAJAGOPAL SASTRY  
Chief Financial Officer

K SUDHAKAR  
Partner  
Membership No. 214150

Place : Chennai  
Date : 17 May 2021

## WABCO INDIA LIMITED

### Statement of Profit & Loss for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	Notes	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
Revenue from operations	18	186,350.01	192,956.15
Other income	19	3,888.86	6,388.05
<b>Total income</b>		<b>190,238.87</b>	<b>199,344.20</b>
<b>EXPENSES</b>			
Cost of raw materials and components consumed	20	113,582.87	112,635.52
Changes in inventories of finished goods and work-in-progress	21	(159.56)	2,231.99
Employee benefits expense	22	29,044.31	26,569.41
Depreciation and amortisation expense	23	9,039.93	9,011.08
Finance costs	24	199.19	191.94
Other expenses	25	23,305.61	26,370.55
<b>Total expenses</b>		<b>175,012.35</b>	<b>177,010.49</b>
<b>Profit before tax</b>		<b>15,226.52</b>	<b>22,333.71</b>
Income tax	28		
- Current tax		5,360.91	6,900.70
- Deferred tax		(514.88)	(448.36)
		<b>4,846.03</b>	<b>6,452.34</b>
<b>Profit for the year (I)</b>		<b>10,380.49</b>	<b>15,881.37</b>
<b>Other comprehensive income:</b>	29		
Items that will not be reclassified to profit or loss in subsequent periods:			
Re-measurement gains and (losses) on defined benefit plans		(260.45)	(106.45)
Income tax effect		65.55	26.79
<b>Other comprehensive income / (loss) for the year, net of tax (II)</b>		<b>(194.90)</b>	<b>(79.66)</b>
<b>Total comprehensive income for the year, net of tax (I + II)</b>		<b>10,185.59</b>	<b>15,801.71</b>
Earnings per equity share of INR 5 each	30		
Basic		54.73	83.73
Diluted		54.73	83.73
Significant Accounting Policies.	2		

Notes to the Financial Statements are an integral part of the Financial Statements.

For and on behalf of the board of directors of WABCO INDIA LIMITED

M LAKSHMINARAYAN  
Chairman  
DIN: 00064750

M C GOKUL  
Company Secretary

Place : Chennai  
Date : 17 May 2021

P KANIAPPAN  
Managing Director  
DIN: 02696192  
R S RAJAGOPAL SASTRY  
Chief Financial Officer

As per our report of even date  
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration no. 101248W/W-100022

K SUDHAKAR  
Partner  
Membership No. 214150

## WABCO INDIA LIMITED

### Statement of changes in equity for the year ended March 31, 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### a Equity Share Capital

	No. of shares	Amount
Equity shares of INR 5 each issued, subscribed and fully paid		
<b>At April 1, 2019</b>	18,967,584	948.38
Issue of share capital	–	–
<b>At March 31, 2020</b>	18,967,584	948.38
Issue of share capital	–	–
<b>At March 31, 2021</b>	18,967,584	948.38

#### b Other equity

For the year ended March 31, 2021

Particulars	Reserves and Surplus				Total
	General reserve	Capital reorganisation reserve	Special Economic zone Re-investment allowance Reserve	Retained earnings	
<b>At April 1, 2020</b>	24,776.38	5.00	–	163,724.99	188,506.37
Profit for the year	–	–	–	10,380.49	10,380.49
Other comprehensive income (Note 29)	–	–	–	(194.90)	(194.90)
<b>Total</b>	<b>24,776.38</b>	<b>5.00</b>	<b>-</b>	<b>173,910.58</b>	<b>198,691.96</b>

For the year ended March 31, 2020

Particulars	Reserves and Surplus				Total
	General reserve	Capital reorganisation reserve	Special Economic zone Re-investment allowance Reserve	Retained earnings	
<b>At 1 April, 2019</b>	<b>24,776.38</b>	<b>5.00</b>	<b>1,442.37</b>	<b>150,825.54</b>	<b>177,049.29</b>
Profit for the year	–	–	–	15,881.37	15,881.37
Other comprehensive income (Note 29)	–	–	–	(79.66)	(79.66)
<b>Total</b>	<b>24,776.38</b>	<b>5.00</b>	<b>1,442.37</b>	<b>166,627.25</b>	<b>192,851.00</b>
Dividend	–	–	–	(3,603.84)	(3,603.84)
Dividend distribution tax on cash dividend	–	–	–	(740.79)	(740.79)
Special Economic Zone Re-investment Allowance Reserve	–	–	(1,442.37)	1,442.37	–
<b>At 31 March, 2020</b>	<b>24,776.38</b>	<b>5.00</b>	<b>-</b>	<b>163,724.99</b>	<b>188,506.37</b>

Significant Accounting Policies. (Note 2)

Notes to the Financial Statements are an integral part of the Financial Statements.

For and on behalf of the board of directors of WABCO INDIA LIMITED

As per our report of even date

M LAKSHMINARAYAN  
Chairman  
DIN: 00064750

P KANIAPPAN  
Managing Director  
DIN: 02696192

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration no. 101248WW-100022

M C GOKUL  
Company Secretary

R S RAJAGOPAL SASTRY  
Chief Financial Officer

K SUDHAKAR

Partner  
Membership No. 214150

Place : Chennai  
Date : 17 May 2021

## WABCO INDIA LIMITED

### Statement of Cash Flow for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

Particulars	March 31, 2021	March 31, 2020
<b>A. CASH FLOW FROM / (USED) IN OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>15,226.52</b>	22,333.71
Adjustments to reconcile profit before tax to net cash flow		
Depreciation and amortisation expense	<b>9,039.93</b>	9,011.08
Impairment charge on property plant and equipment (net)	<b>266.00</b>	-
(Profit) / loss on property plant and equipment sold / discarded (net)	<b>23.36</b>	232.54
(Profit) / loss on sale of financial instruments (net)	<b>(2,120.47)</b>	(3,442.56)
Provision / (release of provision) for doubtful trade receivables and advances (net)	<b>108.23</b>	191.53
Fair value changes in financial instruments	-	(36.57)
Interest Income	<b>(1,630.57)</b>	(2,536.61)
Finance costs	<b>199.19</b>	191.94
Net foreign exchange differences (unrealised)	<b>(213.74)</b>	(358.20)
<b>Operating profit before working capital / other changes</b>	<b>20,898.45</b>	25,586.86
Adjustments for :		
(Increase) / decrease in inventories	<b>(114.13)</b>	3,846.90
(Increase) / decrease in trade receivables	<b>(22,082.83)</b>	26,631.16
(Increase) / decrease in loans and other financial assets	<b>14.55</b>	315.03
(Increase) / decrease in other assets	<b>(1,171.27)</b>	2,304.60
Increase / (decrease) in provisions and other liabilities	<b>1,271.17</b>	(4,134.08)
Increase / (decrease) in financial liabilities	<b>539.51</b>	421.86
Increase / (decrease) in trade payables	<b>18,571.07</b>	(25,743.67)
<b>Cash generated from operations</b>	<b>17,926.52</b>	29,228.66
Income tax paid	<b>(4,084.82)</b>	(6,798.89)
<b>Net cash flow from/(used) in operating activities</b>	<b>13,841.70</b>	22,429.77
<b>B. CASH FLOW FROM / (USED) IN INVESTING ACTIVITIES:</b>		
Purchase of property, plant, equipment and intangible assets (including capital work in progress, capital advances and capital creditors)	<b>(7,007.39)</b>	(9,322.81)
Sale of property plant and equipments	-	83.77
Purchase of investments	<b>(527,679.78)</b>	(847,000.00)
Proceeds from sale of investments	<b>520,040.47</b>	827,548.74
(Purchase of) / Proceeds from maturity of bank deposits	<b>9,866.97</b>	9,988.65
Interest income	<b>2,399.96</b>	2,171.88
<b>Net cash flows from/(used) in investing activities</b>	<b>(2,379.77)</b>	(16,529.77)

## WABCO INDIA LIMITED

### Statement of Cash Flow for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

Particulars	March 31, 2021	March 31, 2020
<b>C. CASH FLOW FROM / (USED) IN FINANCING ACTIVITIES</b>		
Dividends paid	-	(3,603.84)
Dividend distribution tax	(389.88)	(350.90)
Payment of lease liabilities including interest on lease liabilities	(1,467.27)	(803.53)
<b>Net cash flows from/(used) in financing activities</b>	<b>(1,857.15)</b>	<b>(4,758.27)</b>
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS [A+B+C]</b>		
	<b>9,604.78</b>	<b>1,141.73</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>6,073.99</b>	<b>4,932.26</b>
<b>Cash and cash equivalents as at end of the year</b>	<b>15,678.77</b>	<b>6,073.99</b>
<b>Components of cash and cash equivalents</b>		
i) Cash on hand	9.61	9.97
ii) On current accounts	15,669.16	6,064.02
<b>Cash and cash equivalents as per balance sheet (refer note 9)</b>	<b>15,678.77</b>	<b>6,073.99</b>

Significant Accounting Policies and Notes to the Financial Statements are an integral part of this Financial Statements.

For and on behalf of the board of directors of WABCO INDIA LIMITED

M LAKSHMINARAYAN  
Chairman  
DIN: 00064750

M C GOKUL  
Company Secretary

Place : Chennai  
Date : 17 May 2021

P KANIAPPAN  
Managing Director  
DIN: 02696192

R S RAJAGOPAL SASTRY  
Chief Financial Officer

As per our report of even date  
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration no. 101248W/W-100022

K SUDHAKAR  
Partner

Membership No. 214150

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

#### 1. CORPORATE INFORMATION

WABCO INDIA LIMITED ("Company", "WABCO") was incorporated originally on November 18, 2004. The Company is a public limited company domiciled in India and has its securities listed on BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at Plant 1, Plot No.3, (SP), III Main Road, Ambattur Industrial Estate, Chennai - 600 058, India.

The Company is primarily engaged in the manufacture of air brake actuation systems for commercial vehicles. The Company is also engaged in rendering of software development and other services.

The financial statements were authorized for issue in accordance with a resolution of the Board of directors at the meeting held on 17 May, 2021.

The Company's Erstwhile ultimate holding company (Wabco Holding Inc.) has entered into a definitive agreement with ZF Friedrichshafen (the acquirer) for the merger of Wabco Holding Inc., with a wholly owned subsidiary of the acquirer subject to regulatory approvals. Pursuant to the completion of aforesaid acquisition of the Company & parent company by ZF Friedrichshafen AG, the Company is now a subsidiary of ZF Friedrichshafen AG.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied for all the years presented, unless otherwise stated.

##### 2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

The financial statements have been prepared on a historical cost basis, except for certain financial assets, financial liabilities and defined benefit plan assets measured in accordance with IND AS 19 (refer accounting policy on the same).

The financial statements are presented in INR (the functional currency of the Company) and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

##### 2.2 Summary of Significant Accounting Policies

###### (a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

###### (b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use of selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate under the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- > Level 1 - Quoted (unadjusted) market price in active markets for identical assets or liabilities.
- > Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- > Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as investments and deposits measured at fair value, and for non-recurring measurement.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes to the financial statements.

**(c) Revenue recognition****(i) Revenue from contracts with customers**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Sales tax/Value Added Tax (VAT) / Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is the tax collected on value added on the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. Revenue recognised by the Company is net of price revision and claims. The specific revenue recognition criteria described below, must also be met before revenue is recognised.

**a. Sale of products / goods**

Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. The normal credit term is in the range of 30 to 90 days upon delivery except for some customers who are on advance payment term. Revenue from the sale of goods is measured at the transaction price, net of returns and allowances, trade discounts and volume rebates.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties). In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Claims on the Company for price revision are accounted when facts and circumstances indicate that a price reduction is probable and the amount are reasonably estimable. The claims by the Company are recorded when it is accepted and it is reasonably certain that the amounts will be collected.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021****Variable consideration**

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

**Volume rebates / Discounts**

Arrangements with most OEM customers include a provision for volume rebates / discounts. In those instances where there is a valid expectation from the customers to receive a discount, the amount of variable consideration which is included in the transaction price may be constrained, and is included in the net sales price only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized under the arrangement will not occur in a future period. The Company applies the most likely amount method for determining the discount.

**b. Revenue from Sale / rendering of services****1. Revenue from software services**

Revenue from sale of services is recognized as and when related costs are incurred and services are performed in accordance with the terms of specific contracts.

**2. Revenue from research and development services**

Revenue relating to research & development services are recognized on a fixed hourly basis when the services are rendered.

**3. Revenue from business support services and other service income**

Revenue from sale of services is recognized as related costs are incurred and services are performed in accordance with the terms of specific contracts. Revenue from test track usage income is recognised as and when the services are performed in accordance with contractual terms.

**Contract balances***Contract assets*

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

*Trade receivables*

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (p) financial instruments - initial recognition and subsequent measurement.

*Contract liabilities*

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**(ii) Interest income**

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross



**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

**iii. Investment income**

Profit on sale of investment is recognised only at the time when the investments are realised.

**(d) Foreign currency transactions and balances**

The Company's Financial Statements are presented in INR which is also the functional currency of the Company. Transactions in foreign currencies are initially recorded in the functional currency using the spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the rate approximates the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary item are recognised in statement of profit or loss.

**(e) Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost includes cost incurred in bringing each product to its present location, condition and are accounted for as follows:

**Raw materials:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

**Finished goods, Work-in-progress and Contract work-in-progress:** Cost includes cost of direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

**Traded goods, Stores and Spare parts:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**(f) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Warranty**

Provisions for warranty related costs are recognized as and when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is reviewed annually. A provision is recognized for expected warranty claims on products sold, based on past experience of the level of repairs and returns. Assumptions used to calculate the provision for warranties are based on current sales levels and current information available about returns. The Company generally offers 18 - 24 months of warranty for its products.

**(g) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. It includes a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. It also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021****(h) Government grants and subsidies**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

**(i) Taxes****Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred Tax**

Deferred tax is recognized in respect of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**(j) Cash and Cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**(k) Property, plant and equipment**

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost (net of duty / tax credit availed) less accumulated depreciation and accumulated impairment losses.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost of an item of property, plant and equipment comprises its purchase price, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. The cost of property, plant and equipment not ready for intended use before such date is disclosed under capital work-in-progress.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied and the same is depreciated based on their specific useful lives. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the life of the principal asset.

Depreciation is provided using the straight line method as per the useful lives of the assets estimated by the management, or at the rates prescribed under Schedule II of the Companies Act, 2013. The useful life estimate for major classes of assets is as follows:

<b>Asset block</b>	<b>Useful life of the assets (years)</b>
Buildings	10-30
Plant and machinery	10-21
Tools, Dies & Jigs	3
Computers	3
Office & other equipments	5
Furniture and fixtures	10
Vehicles	6

The Company, based on assessment made by technical expert and management estimate, depreciates certain items of building, plant and machinery over estimated useful lives and residual value which are different from the useful life and residual values prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives and residual values are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2015 (the transition date) measured as per the previous GAAP and use such carrying value as its deemed cost as of the transition date.

**Intangible assets**

Intangible assets with finite useful lives that are acquired separately, is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Costs incurred towards purchase of computer software are amortised using the straight-line method over a period based on management's estimate of useful lives of such software being 2 / 3 years, or over the license period of the software, whichever is shorter.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021****De-recognition of intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss when the asset is derecognised.

**Impairment of tangible and intangible assets carried at cost**

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets or cash-generating units (CGU) recoverable value and its value in use. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending only for change in assumptions or internal/external factors. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**(l) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. It also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**(m) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**Right of use assets (ROU assets)**

At the lease commencement date, the ROU asset is measured at cost. The cost of the ROU asset comprises of:

- (i) the initial lease liability
- (ii) any prepaid lease payments less any incentives received
- (iii) initial direct costs incurred in establishing the lease and
- (iv) an estimate of costs to be incurred by the lessee in dismantling the underlying asset as required by the law.

It is subsequently reduced by the depreciation / amortisation / impairment losses. Depreciation / amortisation is charged on a straight line basis on the shorter of lease term or useful life of ROU asset which the lessee is reasonably certain to exercise the option to purchase the asset.

**Lease liability**

- a. At the lease commencement date, the lease liability is measured at the present value of the minimum lease payments outstanding as at the date, plan payments under any options that the lessee is reasonably certain to exercise. Lease liability is measured at amortised cost using the effective interest method.
- b. Lease term used to calculate the lease liability is determined based on an economic analysis of early termination, extension or other options included in the lease arrangement.
- c. lease payments are discounted using the rate implicit in the lease, if this can be clearly determined or incremental borrowing cost.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

- d. The carrying amount of the lease liability is subsequently increased by the interest due on the lease liability and reduced by the lease payments.
- e. Lease liability is disclosed under other financial liabilities.

**Subsequent measurement**

Subsequently, the lease liability and the ROU asset are recognised to reflect changes in:

- lease term
- the assessment of an option
- the amounts expected to be payable
- lease payments
- rates

**(n) Retirement and other employee benefits****i. Defined benefit plan.****1. Provident Fund**

Eligible employees of WABCO receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company contributes a portion to the WABCO India Limited Employees' Provident Fund Trust. The trust invests in specific designated instruments as permitted by extant Indian laws and regulations. The remaining portion is contributed to the government administered pension fund. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the government. The Company has an obligation to make good the shortfall, if any between the return from the investments of the Trust and the notified interest rate.

**2. Gratuity and Pension**

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on separation at 15 days of last drawn basic salary for each completed year of service. The scheme is funded with Life Insurance Corporation of India.

The Company also operates a pension plan for select employees, the eligibility and the terms and conditions of payment are at the discretion of the Company. Gratuity and pension liabilities are defined benefit obligations and are provided for on the basis of an actuarial valuation done as per the projected unit credit method as at the end of each financial year.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

**ii. Other employment benefits****Compensated absence**

Short term compensated absences are provided for based on estimates. Long term compensated absences in the nature of defined benefit plan are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method. Re-measurement gain or loss is taken to the statement of Profit and loss and are not deferred.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and Net interest expense or income.

**iii. Defined contribution plan.****Employees' State Insurance**

Retirement benefits in the form of employee state insurance are defined contribution schemes. The Company has no obligation other than the contribution payable to the fund. The Company recognises the contribution payable to the above schemes as an expenditure when the employee renders related service. If the contribution payable to the schemes for services received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If on the other hand the contribution already paid exceeds the contribution due for the services received before the Balance Sheet date, then the excess is recognised as an asset to the extent that the prepayment will lead to reduction in future payment or cash refund.

**iv. Termination benefits****Voluntary retirement**

The Company has a scheme of voluntary retirement applicable to certain employees. The amount payable under such scheme is recognised earlier of when the employee accepts the offer or when a restriction of the entity's ability to accept the offer takes effect.

**(o) Share based payments**

Employees (including senior executives) of the Company received compensation under the scheme of the ultimate holding Company, WABCO Holdings Inc., USA in the form of stock units, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Performance stock units (PSUs), the vesting of which would occur at levels ranging from none to 200% of the number of granted PSUs depending upon the achievement of three year cumulative earnings per share goals approved by the Compensation, Nominating and Governance Committee of the Board of Directors of WABCO Holdings Inc., USA. The Company assesses expected achievement levels at the end of each reporting period.

Restricted stock units (RSU's) vests to the employees on a proportionate basis over the period of 3 years provided the employees continues in employment.

The Company measures and recognizes the expense associated with all share-based payment awards made to employees including RSUs, PSUs based on estimated fair values obtained by the ultimate holding Company being the administrator of the scheme.

This plan was discontinued pursuant to the merger of the erstwhile ultimate holding Company with ZF Friedrichshafen AG.

**(p) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets****Initial recognitions and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021****Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in two categories:

Debt instruments at amortised cost

Debt instruments at fair value through profit or loss (FVTPL)

**Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 8.

**Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

The Company has not designated any debt instrument as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021****Impairment of financial assets**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance.
- b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

**Financial liabilities****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.



**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

<b>Original classification</b>	<b>Revised classification</b>	<b>Accounting treatment</b>
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to Profit and Loss at the reclassification date.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**(q) Cash dividend and non-cash distribution to equity holders**

The Company recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount along with the dividend distribution tax is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

#### (r) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

#### 3.1 Property plant and equipment and intangible assets

(₹ in lakhs)

Description	Property plant and equipments							Intangible Assets		
	Freehold Land	Leas hold Land*	Buildings	Plant & Machinery, Tools, Dies & Jigs	Furniture & Fixtures	Office & other equipments	Vehicles	Total	Computer Software and licences	Total
<b>Cost</b>										
As at 1 April, 2019	1,829.06	426.03	8,973.74	51,577.74	349.31	3,418.06	390.33	66,964.27	1,597.71	1,597.71
Add: Additions	-	-	626.50	7,817.60	30.21	1,190.38	82.52	9,747.21	400.92	400.92
Less: Disposals	-	-	-	1,144.10	9.19	243.62	2.33	1,399.24	0.10	0.10
Less: Assets regrouped to ROU assets	-	426.03	-	-	-	-	-	426.03	-	-
<b>As at 31 March, 2020</b>	<b>1,829.06</b>	<b>-</b>	<b>9,600.24</b>	<b>58,251.24</b>	<b>370.33</b>	<b>4,364.82</b>	<b>470.52</b>	<b>74,886.21</b>	<b>1,998.53</b>	<b>1,998.53</b>
Add: Additions	-	-	25.01	3,406.30	121.11	1,301.21	58.61	4,912.24	337.74	337.74
Less: Disposals	-	-	-	31.53	-	-	-	31.53	-	-
<b>As at March 31, 2021</b>	<b>1,829.06</b>	<b>-</b>	<b>9,625.25</b>	<b>61,626.01</b>	<b>491.44</b>	<b>5,666.03</b>	<b>529.13</b>	<b>79,766.92</b>	<b>2,336.27</b>	<b>2,336.27</b>
<b>Accumulated Depreciation / Amortisation</b>										
As at April 1, 2019	-	18.69	1,801.76	19,598.00	133.03	1,565.72	122.82	23,240.02	1,326.46	1,326.46
Add: Charge for the year	-	-	437.13	6,633.73	31.72	904.15	73.04	8,079.77	266.30	266.30
Less: Disposals	-	-	-	879.59	7.67	209.03	1.23	1,097.52	-	-
Less: Assets regrouped to ROU assets	-	18.69	-	-	-	-	-	18.69	-	-
<b>As at March 31, 2020</b>	<b>-</b>	<b>-</b>	<b>2,238.89</b>	<b>25,352.15</b>	<b>157.08</b>	<b>2,260.83</b>	<b>194.63</b>	<b>30,203.58</b>	<b>1,592.76</b>	<b>1,592.76</b>
Add: Charge for the year	-	-	448.18	6,492.50	41.29	993.78	29.45	8,005.20	413.49	413.49
Less: Disposals	-	-	-	34.66	-	-	-	34.66	-	-
Add: Impairment allowance	-	-	-	103.47	-	0.04	0.36	103.87	-	-
<b>As at March 31, 2021</b>	<b>-</b>	<b>-</b>	<b>2,687.07</b>	<b>31,913.46</b>	<b>198.37</b>	<b>3,254.65</b>	<b>224.44</b>	<b>38,277.99</b>	<b>2,006.25</b>	<b>2,006.25</b>
<b>Written down value</b>										
As at March 31, 2020	1,829.06	-	7,361.35	32,899.10	213.25	2,103.98	275.89	44,682.63	405.77	405.77
<b>As at March 31, 2021</b>	<b>1,829.06</b>	<b>-</b>	<b>6,938.18</b>	<b>29,712.55</b>	<b>293.07</b>	<b>2,411.38</b>	<b>304.69</b>	<b>41,488.93</b>	<b>330.02</b>	<b>330.02</b>

\* Pursuant to implementation of IND AS 116 on leases w.e.f from April 1, 2019, leasehold land has been disclosed as ROU assets (refer note 3.2 below)

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 3.2 Right of Use assets

Description	Leasehold Land	Buildings	Total
As at April 1, 2019	–	–	–
Opening Balance	468.80	–	468.80
Addition	230.00	1,976.31	2,206.31
Amortisation expense	11.91	653.10	665.01
<b>As at March 31, 2020</b>	<b>686.89</b>	<b>1,323.21</b>	<b>2,010.10</b>
As at April 1, 2020	686.89	1,323.21	2,010.10
Addition	–	17.28	17.28
Amortisation expense	10.73	610.51	621.24
<b>As at March 31, 2021</b>	<b>676.16</b>	<b>729.98</b>	<b>1,406.14</b>

#### 3.3 Capital work in progress

Capital work in progress as at 31 March, 2021 comprises expenditure for the plant in various stages of installation. Total amount of Capital work in progress is INR 4973.67 lakhs (31 March, 2020: INR 2995.64 lakhs).

#### 3.4 Impairment allowance note

Pursuant to the merger or the Company's ultimate holding company with ZF Friedrichshafen, AG ("ZF"), the Company has recognised an impairment charge of ₹ 266 lakhs in the current year towards certain assets (Including capital work in progress) pertaining to a line of business, which the Company would not be able to pursue.

## 4. FINANCIAL ASSETS

### 4.1 Investments

#### Current

#### Investments at fair value through profit or loss (fully paid)

	March 31, 2021	March 31, 2020
Quoted mutual funds	63,996.80	54,236.57
<b>Total FVTPL investments</b>	<b>63,996.80</b>	<b>54,236.57</b>
Aggregate market value of quoted investments	63,996.80	54,236.57

### 4.2 Loans (considered good unless otherwise stated)

#### Non-Current

Security deposit	728.42	723.44
Total Non-current loans	728.42	723.44

#### Current

Loans to employees	0.42	18.59
Total current loans	0.42	18.59

### 4.3 Other financial assets

#### Non-current

Non-current bank balances (Refer note below)	546.25	401.94
Interest accrued on fixed deposits	–	95.32
Total Non-current other financial assets	546.25	497.26

Represents deposits placed with Banks as Margin money towards guarantees provided by the Banks on behalf of the Company.

#### Current

Accrued income	–	1.36
Interest accrued on fixed deposits	485.66	1,159.73
Total current other financial assets	485.66	1,161.09

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>5. OTHER ASSETS</b>		
<b>Non-current</b>		
Capital advances (Unsecured considered good) *	985.73	1,145.78
Capital advances (Unsecured considered doubtful) *	96.91	46.55
Less: Provision for doubtful advances	(96.91)	(46.55)
	<u>985.73</u>	<u>1,145.78</u>
Amount paid under protest	2,561.85	2,561.85
Grant receivable (export incentive/subsidy)	1,144.70	2,641.83
Fair value of Pension plan asset (net of provision) (refer note 33)	714.13	597.53
Total Non-current other assets	<u>5,406.41</u>	<u>6,946.99</u>
<b>Current</b>		
Advances to vendors (Unsecured considered good) *	4,149.34	2,914.98
Advances to vendors (Unsecured considered doubtful) *	413.82	393.94
Less: Provision for doubtful advances	(413.82)	(393.94)
	<u>4,149.34</u>	<u>2,914.98</u>
Grant receivable (export incentive/subsidy)	4,161.08	2,923.36
Prepaid expenses	525.70	489.20
Balance with customs, excise and sales tax authorities	433.22	441.01
Others	418.11	340.43
Total Current other assets	<u>9,687.45</u>	<u>7,108.98</u>
* For amount outstanding from related parties and the terms and conditions relating to that, refer Note 36.		
<b>6. TAX ASSETS</b>		
Advance income tax (net of provision for tax)	4,292.20	3,473.78
	<u>4,292.20</u>	<u>3,473.78</u>
Current	-	-
Non-current	4,292.20	3,473.78
<b>7. INVENTORIES (LOWER OF COST AND NET REALISABLE VALUE)</b>		
Raw materials *	8,121.37	8,124.85
Work-in-progress	190.14	113.63
Finished goods	2,469.58	2,386.53
Stores and spare parts	590.51	632.46
Total inventories	<u>11,371.60</u>	<u>11,257.47</u>
*Includes goods in transit	1,989.31	2,070.21

During the year ended 31 March, 2021: INR 53.97 lakhs (31 March, 2020: INR 84.75 lakhs) was recognised as an expense for inventories carried at net realisable value.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>8. TRADE RECEIVABLES</b>		
<b>Trade receivables</b>		
Unsecured, considered good	58,545.41	36,353.82
Doubtful	1,039.69	955.15
	<u>59,585.10</u>	<u>37,308.97</u>
<b>Impairment Allowance (allowance for bad and doubtful debts)</b>		
Unsecured, considered good	-	-
Doubtful	(1,039.69)	(955.15)
	<u>(1,039.69)</u>	<u>(955.15)</u>
<b>Total trade receivables</b>	<u>58,545.41</u>	<u>36,353.82</u>
<p>No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person. For amount outstanding from related parties and the terms and conditions relating to that, refer Note 36.2. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days depending on the type of the customer.</p>		
<b>9. CASH AND CASH EQUIVALENTS</b>		
Cash on hand	9.61	9.97
Balances with banks:		
- On current accounts	15,669.16	6,064.02
Total cash and cash equivalents	<u>15,678.77</u>	<u>6,073.99</u>
<p>For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:</p>		
i) Cash on hand	9.61	9.97
ii) On current accounts	15,669.16	6,064.02
	<u>15,678.77</u>	<u>6,073.99</u>
<b>9.1. Other bank balances</b>		
In unpaid dividend accounts	33.27	45.55
Current deposits with maturity greater than 3, less than 12 months	30,000.00	39,999.00
	<u>30,033.27</u>	<u>40,044.55</u>
<b>Break up of financial assets carried at amortised cost</b>		
Loans (note 4.2)	728.84	742.03
Trade receivables (note 8)	58,545.41	36,353.82
Cash and cash equivalents (note 9)	15,678.77	6,073.99
Bank balances other than cash and cash equivalents (note 9.1)	30,033.27	40,044.55
Other financial assets (note 4.3)	1,031.91	1,658.35
Total financial assets at amortised cost	<u>106,018.20</u>	<u>84,872.74</u>

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>10. EQUITY SHARE CAPITAL</b>		
Authorised capital		
2,00,00,000 Equity shares of ₹ 5/- each (March 31, 2020 : 2,00,00,000)	1,000.00	1,000.00
Increase during the year	-	-
	<b>1,000.00</b>	<b>1,000.00</b>
Issued, subscribed and fully paid-up capital		
1,89,67,584 (March 31, 2020 : 1,89,67,584) Equity shares of ₹ 5/- each	948.38	948.38
	<b>948.38</b>	<b>948.38</b>

#### Terms / rights attached to equity shares

The Company has only one class of equity share having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the assets of the Company, in proportion to the number of equity shares held by the shareholders.

#### Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	No. of shares	Amount
At April 01, 2019	18,967,584	948.38
Issued during the period	-	-
At March 31, 2020	18,967,584	948.38
Issued during the period	-	-
At March 31, 2021	<b>18,967,584</b>	<b>948.38</b>

#### Shares held by holding company

Out of equity shares issued by the Company, shares held by its holding Company are as below:

Name of the Shareholder	March 31, 2021	March 31, 2020
WABCO Asia Private Limited, Singapore	711.28	711.28
ZF International UK Limited, UK	51.52	0.00

Apart from the above, there are no shares held by the ultimate holding Company, or their subsidiaries or associates.

#### Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2021		As at March 31, 2020	
	In numbers	% holding in the class	In numbers	% holding in the class
Equity shares of ₹5 each fully paid				
WABCO Asia Private Limited, Singapore	14,225,684	75.00%	14,225,684	75.00%
ZF International UK Limited, UK	1,030,432	5.43%	0	0.00%

As per records of the Company, including its register of members, the above shareholding represents both legal and beneficial ownerships of shares.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>11. OTHER EQUITY</b>		
General reserve	24,776.38	24,776.38
<b>Other reserves</b>		
Capital reorganisation reserve	5.00	5.00
Retained earnings	173,910.58	163,724.99
Special Economic Zone Re-investment Allowance Reserve	-	-
<b>Total other equity</b>	<u>198,691.96</u>	<u>188,506.37</u>
<b>General reserve</b> - Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.		
<b>Capital reorganisation reserve</b> - Amount represents a reserve created during the demerger of brakes division from Sundaram Clayton Limited.		
Capital reorganisation reserve		
Opening	5.00	5.00
Add / (Less) : Movement during the year	-	-
Closing Balance	<u>5.00</u>	<u>5.00</u>
<b>Retained Earnings</b> - The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above may not be distributable in entirety.		
<b>Special Economic Zone Re-investment Allowance Reserve</b> - Amount represents a reserve created as per Section 10 AA of Income Tax Act, 1961 in order to avail the deduction under the Act for its plant location in Special Economic Zone. The reserve is to be utilised as per the conditions of the said section.		
<b>Special Economic Zone Re-investment Allowance Reserve</b>		
Opening	-	1,442.37
Add / (Less) : Movement during the year	-	(1,442.37)
Closing Balance	<u>-</u>	<u>-</u>
<b>11.1 Distribution made and proposed</b>		
<b>Cash dividend on equity share declared and paid:</b>		
Final dividend for the year ended 31 March, 2019: Rs.9 per share	-	1,707.08
DDT on final dividend	-	350.90
Interim dividend considered as Final dividend for the year ended 31 March, 2020: Rs.10 per share	-	1,896.76
DDT on final dividend	-	389.89
<b>Total distribution</b>	<u>-</u>	<u>4,344.63</u>
<b>Proposed dividends on equity shares:</b>		
Final dividend for the year ended 31 March, 2021: Rs.11 per share	2,086.43	-
	<u>2,086.43</u>	<u>-</u>

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>12. PROVISIONS</b>		
<b>Non-current</b>		
Provision for leave benefits / compensated absences	559.97	791.90
<b>Other provisions</b>		
Provision for warranties	600.71	619.89
Total	<b>1,160.68</b>	<b>1,411.79</b>
<b>Current</b>		
Provision for leave benefits / compensated absences	219.57	262.69
Provision for Gratuity (net of Fair value of gratuity plan assets)	717.72	131.82
<b>Other provisions</b>		
Provision for warranties	587.70	819.43
Total	<b>1,524.99</b>	<b>1,243.94</b>
<b>Provision for warranties</b>		
At the beginning of the year	1,439.32	1,807.75
Created during the year	598.34	1,155.27
Utilized / Reversed during the year	(849.25)	(1,523.70)
At the end of the year	<b>1,188.41</b>	<b>1,439.32</b>
<p>The estimated provision for warranty obligations is recognised once the products are sold. The estimated provision takes into account historical information, frequency and average cost of warranty claims and the estimate regarding possible future incidence of claims. The provision for warranty claims represents the present value of management's best estimate of the future economic benefits. The outstanding provision for product warranties as at the reporting date is the balance unexpired period of the respective warranties on the various products which range from 18 to 24 months.</p>		
<b>13. GOVERNMENT GRANTS</b>		
Opening balance	3.72	4.18
Received during the year	-	-
Released to the statement of profit and loss	-	(0.46)
Closing balance	<b>3.72</b>	<b>3.72</b>



## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 14. DEFERRED TAX LIABILITIES / ASSETS

Nature - (Liability) / Asset	Balance Sheet		Statement of Profit and Loss	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>Deferred tax liabilities</b>				
Difference between depreciation as per books of accounts and the Income Tax Act, 1961	1,290.45	1,885.29	(594.84)	(1,018.28)
Total (A)	<u>1,290.45</u>	<u>1,885.29</u>	<u>(594.84)</u>	<u>(1,018.28)</u>
<b>Deferred tax assets</b>				
Provision for doubtful trade receivables and advances	439.04	352.81	86.23	(211.84)
Provision for employee benefits and others	606.49	860.14	(253.65)	(96.04)
Provision for warranty	299.10	362.25	(63.15)	(269.45)
Others	605.84	389.68	216.16	34.21
Total (B)	<u>1,950.47</u>	<u>1,964.88</u>	<u>(14.41)</u>	<u>(543.12)</u>
Deferred tax expenses/(income) (A+B)			(580.43)	(475.16)
Net deferred tax (liabilities)/assets (A-B)	660.02	79.59		

	March 31, 2021	March 31, 2020
Reconciliation of deferred tax liabilities(net)		
As on April 1	79.59	(395.56)
Tax income / (expense) during the period recognised in profit and loss	514.88	448.36
Tax income / (expense) during the period recognised in OCI	65.55	26.79
As on 31 March	<u>660.02</u>	<u>79.59</u>

#### 15. TRADE PAYABLES

##### Trade Payables

- Dues to Micro & Small Enterprises (See Note below)	1,092.62	538.46
- Dues to other than Micro & Small Enterprises	33,110.55	15,114.08
Total trade payables	<u>34,203.17</u>	<u>15,652.54</u>

For amount outstanding to related parties and the terms and conditions relating to that, refer Note 36.2

Principal amount due to suppliers under MSMED Act	1,092.62	538.46
Interest accrued and due to suppliers under MSMED Act, on the above amount	9.01	2.05
Payment made to suppliers (other than interest) beyond the appointed day, during the year	161.43	247.33
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payments already made	10.13	35.99
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	99.13	79.99

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>16. OTHER FINANCIAL LIABILITIES</b>		
<b>Non - Current</b>		
Lease liabilities	443.40	871.49
Total Non-current other financial liabilities	443.40	871.49
<b>Current</b>		
Lease liabilities	513.65	676.82
Capital creditors	1,022.25	706.02
Price adjustments	3,604.49	3,729.53
Unpaid dividends	33.27	45.54
Total Current other financial liabilities	5,173.66	5,157.91
Price adjustments is recognised when there is a reasonable certainty that the amounts will be settled. The estimate takes into account the expected claim and the historical information regarding settlement of such claims. The outstanding liability represents the amounts that are yet to be settled in relation to the products that were sold.		
<b>17. OTHER CURRENT LIABILITIES</b>		
Advance from customers	564.23	375.51
Statutory dues payable		
- Income tax deducted at source / Dividend distribution tax payable	356.21	743.88
- Employees' provident fund payable	244.77	152.89
- Employees' state insurance payable	18.18	21.58
- Employees' family pension fund deductions payable	35.36	83.95
- Sales tax payable	1,306.95	171.88
Employee payables	2,352.29	1,072.82
Others	508.38	1,651.61
Total current liabilities	5,386.37	4,274.12
For amount outstanding to related parties and the terms and conditions relating to that, refer Note 36.2.		
<b>Break up of financial liabilities carried at amortised cost</b>		
Trade payables (note 15)	34,203.17	15,652.54
Other financial liabilities (note 16)	5,617.06	6,029.40
<b>Total financial liabilities at amortised cost</b>	<b>39,820.23</b>	<b>21,681.94</b>

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>18. REVENUE FROM OPERATIONS</b>		
<b>Sale of products</b>		
Air assist and full air actuation system for automotive and non-automotive applications and elements thereof	140,668.40	146,802.96
Spares	25,974.14	25,991.62
<b>Sale of products (A)</b>	<u>166,642.54</u>	<u>172,794.58</u>
<b>Sale /rendering of services (B)</b>		
Software services	8,652.44	7,532.07
Research and development services	2,421.49	2,194.98
Business support services	5,678.32	5,352.22
Other service income	585.43	1,753.70
<b>Sub-total (B)</b>	<u>17,337.68</u>	<u>16,832.97</u>
<b>Other operating revenue (C)</b>		
Scrap sales	694.73	816.34
Government grant (Export incentives - Refer note below)	1,208.02	1,479.67
Test Track usage income	467.04	1,032.59
	<u>2,369.79</u>	<u>3,328.60</u>
<b>Total (A+B+C)</b>	<u>186,350.01</u>	<u>192,956.15</u>
Note		
Government grants represent export incentives that the Company is eligible for. There are no unfulfilled conditions or contingencies attached to these grants.		
<b>Disaggregated information</b>		
<b>Timing of revenue recognition</b>		
Goods / services transferred at a point in time	167,804.31	174,643.51
Services transferred over time	17,337.68	16,832.97
	<u>185,141.99</u>	<u>191,476.48</u>
<b>Contract balances</b>		
Trade receivables (refer note 8)	58,545.41	36,353.82
Contract assets (refer note 4.3)	-	1.36
Contract liabilities (refer note 17)	564.23	375.51
Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.		
Contract assets are recognized over time based on the progress of completion of the service as per the terms of the contract, as the customer simultaneously receives and consumes the benefits provided by the Company. Upon completion and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables.		
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier).		
<b>Reconciliation of amount of revenue recognised in the statement of profit and loss with the contracted price</b>		
Revenue as per contract price	188,242.79	196,778.01
Adjustments		
Discounts and price adjustments	3,100.80	5,301.53
Revenue from contract with customers	185,141.99	191,476.48

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>19. OTHER INCOME</b>		
Net gain on sale of current investments	2,120.47	3,442.56
Gain on foreign currency transactions	–	280.35
Gain / (loss) on investments carried at fair value through profit or loss	–	36.57
Interest income on fixed deposits with banks	1,520.04	2,493.73
Unwinding of discount on financial asset carried at amortised cost	4.42	4.42
Interest income from financial assets at amortised cost	106.13	1.90
Others	137.80	128.52
Total other income	<u>3,888.86</u>	<u>6,388.05</u>
<b>20. COST OF MATERIAL &amp; COMPONENTS CONSUMED</b>		
Inventories at the beginning of the year *	8,124.85	9,699.86
Add: Purchases	113,579.39	111,060.51
Less: Inventories at the end of the year *	<u>8,121.37</u>	<u>8,124.85</u>
<b>Cost of raw material and components consumed</b>	<u>113,582.87</u>	<u>112,635.52</u>
* includes goods in transit		
<b>21. CHANGES IN INVENTORIES OF WORK-IN-PROCESS AND FINISHED GOODS</b>		
<b>Opening stock</b>		
Work-in-progress	113.63	383.65
Finished goods	<u>2,386.53</u>	<u>4,348.50</u>
	<u>2,500.16</u>	<u>4,732.15</u>
<b>Closing Stock</b>		
Work-in-progress	190.14	113.63
Finished goods	<u>2,469.58</u>	<u>2,386.53</u>
	<u>2,659.72</u>	<u>2,500.16</u>
	<u>(159.56)</u>	<u>2,231.99</u>
<b>22. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, wages and bonus	24,283.09	22,432.17
Contribution to provident and other funds	2,017.47	1,767.91
Employees' share based payments cost (refer note 33.2)	843.08	438.43
Staff welfare expenses	1,900.67	1,930.90
	<u>29,044.31</u>	<u>26,569.41</u>
<b>23. DEPRECIATION AND AMORTIZATION EXPENSE</b>		
Depreciation of property, plant and equipment (Note 3)	8,005.20	8,079.77
Amortization of intangible assets (Note 3)	413.49	266.30
Depreciation on ROU Assets (Note 3)	621.24	665.01
	<u>9,039.93</u>	<u>9,011.08</u>

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>24. FINANCE COSTS</b>		
Interest on lease liabilities	89.10	140.44
Interest on others	110.09	51.50
	<u>199.19</u>	<u>191.94</u>
<b>25. OTHER EXPENSE</b>		
Consumption of stores and spares	3,384.74	4,015.69
Power and fuel	1,479.64	1,766.11
Rent	215.52	379.77
Repairs to buildings	858.43	1,026.77
Repairs to machinery	874.28	810.81
Repairs others	29.48	35.13
Insurance	125.50	131.04
Rates and taxes	450.63	320.14
Professional fees(Refer note (a) below for payment to auditors)	2,290.74	2,298.25
Travelling and conveyance	616.48	1,780.69
Freight, delivery and shipping charges	5,054.02	5,600.80
Research and development expenses	485.53	628.77
Impairment allowance / reversal for bad and doubtful debts / advances	108.23	191.53
Directors' sitting fees	15.80	10.40
Information technology expenses	1,171.33	666.71
CSR expenditure (refer note 26)	677.82	85.00
Royalty	4,094.65	4,524.16
Impairment charge on property plant and equipment (net)	266.00	-
Loss on sale/scrapping of assets	23.36	232.54
Net loss on foreign currency transactions	159.74	-
Warranty	89.48	743.78
Other expenses (including commission to independent directors)	834.21	1,122.46
	<u>23,305.61</u>	<u>26,370.55</u>
<b>(a) Auditor's remuneration*</b>		
<b>As auditor:</b>		
Audit fee #	48.00	35.00
Tax audit fee	2.00	0.50
Limited review @	3.00	4.00
Certification	1.00	1.00
<b>In other capacity:</b>		
Taxation matters	6.00	33.02
Reimbursement of expenses	1.50	6.12
	<u>61.50</u>	<u>79.64</u>

\* Excludes GST

# Expenses for the year 31 March, 2021 includes fee of ₹ 12 lakhs towards additional efforts.

@ Fees for limited review includes INR 3 lakhs paid/ payable to the previous auditor for quarter ended June 30, 2019.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>26. CSR EXPENDITURE</b>		
<b>Details of CSR expenditure:</b>		
(a) Gross amount required to be spent by the Company during the year	677.82	729.60
<b>(b) Amount spent during the year ending on March 31, 2021:</b>		
	In cash	Yet to be paid in cash
(i) Construction / acquisition of any asset	–	–
(ii) On purposes other than (i) above	50.00	627.82
<b>(c) Amount spent during the year ending on March 31, 2020:</b>		
(i) Construction / acquisition of any asset	–	–
(ii) On purposes other than (i) above	25.00	60.00
	Total	Total

### 27. RESEARCH AND DEVELOPMENT COST

Revenue expenditure on research and development incurred and expensed off during the year through the appropriate heads of account aggregate INR 3,297.02 Lakhs (31 March, 2020: INR 3,362.21 lakhs). The capital expenditure incurred during the year for research and development purposes aggregate INR 362.12 Lakhs (31 March, 2020: INR 249.19 lakhs).

### 28. INCOME TAX EXPENSE

The major components of income tax expense for the years ended 31<sup>st</sup> March, 2021 and 31<sup>st</sup> March, 2020 are:

#### Profit or loss section

##### Current Tax:

Current income tax charge	5,919.51	7,203.68
Adjustment in respect of current income tax of previous year	(558.60)	(302.98)

##### Deferred Tax:

Relating to the origination and reversal of temporary differences	(514.88)	(448.36)
Income tax expense reported in the statement of profit and loss	4,846.03	6,452.34

#### Other comprehensive income(OCI) section

Deferred tax related to items recognised in OCI during in the year:

Re-measurement gains and (losses) on defined benefit obligations (net)	65.55	26.79
<b>Income tax charged to OCI</b>	65.55	26.79

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<b>Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2020 and March 31, 2021:</b>		
The tax on the Company's profit before tax differs from the theoretical amount that would arise using the standard rate of corporate tax in India viz., 25.168% (PY - 25.168%) as follows:		
<b>Accounting Profit before income tax</b>	<b>15,226.52</b>	22,333.71
Enacted tax rate in India	<b>25.168%</b>	25.168%
Profit before income tax multiplied by enacted tax rate	<b>3,832.21</b>	5,620.95
Effects of:		
Adjustment on account of election of reduced tax rate	–	(125.96)
Non deductible expenses	<b>624.70</b>	275.73
Overseas taxes	<b>947.72</b>	957.81
Adjustment in respect of current income tax of previous year	<b>(558.60)</b>	(302.98)
Others	–	26.79
<b>Net effective income tax</b>	<b>4,846.03</b>	6,452.34

During the year ended 31 March, 2020, the Company has paid dividend to its shareholders. This has resulted in payment of DDT to the taxation authorities. The Company believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity.

	FVTOCI	Total
<b>29. COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)</b>		
The disaggregation of changes to OCI by each type of reserve in equity is shown below:		
<b>During the year ended March 31, 2021</b>		
Re-measurement gains (losses) on defined benefit plans	<b>(194.90)</b>	(194.90)
	<b>(194.90)</b>	(194.90)
<b>During the year ended March 31, 2020</b>		
Re-measurement gains (losses) on defined benefit plans	<b>(79.66)</b>	(79.66)
	<b>(79.66)</b>	(79.66)

### 30. EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
The following reflects the income and share data used in the basic and diluted EPS computations:		
Profit after tax	10,380.49	15,881.37
Weighted average number of shares		
- Basic	18,967,584	18,967,584
- Diluted	18,967,584	18,967,584
Earning per share of ₹ 5 each		
- Basic	54.73	83.73
- Diluted	54.73	83.73

### 31. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Key Judgements estimates and assumptions

In the process of applying the Company's accounting policies, management has made the following key judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the Financial Statements:

#### Revenue from Contract with Customers

The Company applied judgements in determining the amount and timing of revenue from contracts with customers, including determining variable considerations.

#### Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognised until the contingency has been resolved and amounts are received or receivable. The management estimates likely outcome of any pending cases and other contingencies based upon the Company's / expert's interpretation of applicable tax laws, relevant judicial pronouncements.

#### Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about defined benefit obligations are given in Note 33.

#### Allowance for inventories

An allowance for Inventory is recognised where the realisable value is estimated to be lower than the inventory carrying value. The inventory allowance is estimated taking into account various factors and losses associated with obsolete / slow-moving / redundant inventory items. The Company has, based on these assessments, made adequate allowance in the books.



Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

32. EMPLOYEE BENEFITS OBLIGATION

Defined Benefit Plan

a. Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

Risk exposure and asset liability matching

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as company take on uncertain long term obligations to make future benefit payments.

1) Liability Risks

a) Asset-Liability Mismatch risk

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the company is successfully able to neutralize valuation swings caused by interest rate movements.

b) Discount Rate Risk

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practise can have a significant impact on the defined benefit liabilities.

c) Future Salary Escalation and Inflation Risk

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

2) Asset Risks

All plan assets are maintained in a trust fund managed by LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The company has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.

b. Provident Fund

In respect of employees covered under Company's Employees Provident Fund Trust contributions to the Company's Employee Provident Fund Trust are made in accordance with the fund rules. The interest rate payable to the beneficiaries every year is being notified by the Government.

In the case of contribution to the Trust, the Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate and recognizes such obligation, determined based on an actuarial valuation, as an expense.

The details of the defined benefit plan based on actuarial valuation report are as follows:

1) Liability risks:

a) Asset-liability mismatch risk

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the company is successfully able to neutralize valuation swings caused by interest rate movements.

b) Discount rate risk

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.

c) Future salary escalation and inflation risk

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 33. DEFINED BENEFIT PLAN

	March 31, 2021	March 31, 2020
<b>A. Gratuity Plan</b>		
Current service cost	336.58	285.95
Past service cost	-	-
Net interest expense	8.83	28.37
<b>Components of defined benefit cost recognised in profit or loss</b>	<b>345.41</b>	<b>314.32</b>
<b>Re-measurement on the net defined benefit liability comprising:</b>		
Actuarial (gains) / losses changes arising from changes in demographic assumptions	-	(12.66)
Actuarial (gains) / losses changes arising from changes in financial assumptions	(13.02)	117.21
Actuarial (gains) / losses changes arising from experience adjustments	301.79	(297.88)
Components of defined benefit cost recognised in other comprehensive income	288.77	(193.33)
Total	634.18	120.99
The current service cost and the net interest expense for the year are included in the 'employee benefit expense' in profit or loss.		
The remeasurement of the net defined benefit liability is included in other comprehensive income.		
The amount included in the financial position arising from the Company's obligation in respect of its defined benefit plans is as follows:		
Present value of defined benefit obligation	2,569.49	1,975.08
Fair value of plan assets	1,851.77	1,843.26
<b>Net assets / (liabilities) from defined benefit obligation</b>	<b>(717.72)</b>	<b>(131.82)</b>
Movements in the present value of the defined benefit obligation in the current year were as follows:		
Opening defined benefit obligation	1,975.08	1,838.10
Current service cost	336.58	285.95
Past service cost	-	-
Interest cost	132.24	139.99
Actuarial (gains) / losses changes arising from changes in demographic assumptions	-	(12.66)
Actuarial (gains) / losses changes arising from changes in financial assumptions	(13.02)	117.21
Actuarial (gains) / losses changes arising from experience adjustments	301.79	(297.88)
Benefits paid	(163.16)	(95.63)
<b>Closing defined benefit obligation</b>	<b>2,569.51</b>	<b>1,975.08</b>
Movements in the fair value of the plan assets in the current year were as follows:		
Opening fair value of plan assets	1,843.26	1,465.53
Investment Income	123.41	111.62
Return on plan assets (excluding amounts included in net interest expense)	-	-
Contributions	-	361.74
Benefits paid	(114.90)	(95.63)
Actuarial gain/(loss)	-	-
Closing fair value of plan assets	1,851.77	1,843.26

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### B. Provident Fund

The Company's Provident Fund is exempted under Section 17 of the Employees' Provident Fund Act, 1952. Conditions for the grant of exemption stipulate that the employer shall make good the deficiency, if any, in the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and in most cases the actual return earned has been higher in the past years. The Actuary has provided a valuation for Provident Fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the assumptions provided below, the Company does not have additional obligation as at 31 March, 2021.

The amount included in the financial position arising from the Company's obligation in respect of its defined benefit plans is as follows:

	March 31, 2021	March 31, 2020
Present value of defined benefit obligation	12,874.18	11,067.87
Fair value of plan assets	12,493.23	11,196.74
<b>Net assets/(liabilities) from defined benefit obligation*</b>	<b>(380.95)</b>	<b>128.87</b>

\* The net asset in respect of plan is not recognized as it is lying in an irrecoverable trust fund approved by Income tax authorities.

#### C. Pension

Current service cost	-	-
Net interest expense	143.60	114.42
<b>Components of defined benefit cost recognised in profit or loss</b>	<b>143.60</b>	<b>114.42</b>
<b>Re-measurement on the net defined benefit liability comprising:</b>		
Actuarial (gains)/losses changes arising from changes in demographic assumptions	-	118.03
Actuarial (gains)/losses changes arising from changes in financial assumptions	40.64	126.21
Actuarial (gains)/losses changes arising from experience adjustments	(68.96)	82.72
Return on plan assets (excluding amounts included in net interest expense)	-	(27.18)
<b>Components of defined benefit cost recognised in other comprehensive income</b>	<b>(28.32)</b>	<b>299.78</b>
Total	115.28	414.20

The current service cost and the net interest expense for the year are included in the 'employee benefit expense' in profit or loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

**The amount included in the financial position arising from the Company's obligation in respect of its defined benefit plans is as follows:**

Present value of defined benefit obligation	2,180.44	2,177.43
Fair value of plan assets	2,894.57	2,774.96
<b>Net assets / (liabilities) from defined benefit obligation</b>	<b>714.13</b>	<b>597.53</b>

**Movements in the present value of the defined benefit obligation in the current year were as follows:**

Opening defined benefit obligation	2,177.43	1,827.25
Current service cost	-	-
Interest cost	143.60	135.49
Actuarial (gains) / losses changes arising from changes in demographic assumptions	-	118.03
Actuarial (gains)/losses changes arising from changes in financial assumptions	40.64	126.21
Actuarial (gains)/losses changes arising from experience adjustments	(68.96)	82.72
Benefits paid	(112.27)	(112.27)
<b>Closing defined benefit obligation</b>	<b>2,180.44</b>	<b>2,177.43</b>

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

Movements in the fair value of the plan assets in the current year were as follows:

	March 31, 2021	March 31, 2020
Opening fair value of plan assets	2,774.96	284.27
Interest Income	231.88	21.08
Return on plan assets (excluding amounts included in net interest expense)	-	27.17
Contributions	-	2,554.71
Benefits paid	(112.27)	(112.27)
Actuarial (gain)/loss	-	-
Closing fair value of plan assets	<u>2,894.57</u>	<u>2,774.96</u>

33.1 The major categories of plan assets of the fair value of the total plan assets are as follows:

	Gratuity	
	March 31, 2021	March 31, 2020
<b>Investments details:</b>		
Investment with insurer	<u>1,851.77</u>	1,843.26
Total	<u>1,851.77</u>	1,843.26
	Provident Fund	
	March 31, 2021	March 31, 2020
<b>Investments details:</b>		
Others	<u>12,493.23</u>	11,196.74
Total	<u>12,493.23</u>	11,196.74
	Pension Plan	
	March 31, 2021	March 31, 2020
<b>Investments details:</b>		
Investment with insurer	<u>2,894.57</u>	2,774.96
Total	<u>2,894.57</u>	2,774.96

The principal assumptions used for the purposes of the actuarial valuations are as follows:

	March 31, 2021	March 31, 2020
	%	%
Discount rate:		
Gratuity plan	6.75%	6.70%
Compensated Absences	6.75%	6.70%
Provident Fund plan	6.75%	6.70%
Pension plan	6.40%	6.60%
Future salary increases:		
Gratuity plan	6.00%	6.00%
Compensated Absences	6.00%	6.00%
Attrition rate		
Gratuity plan	5.00%	5.00%
Compensated Absences	10.00%	10.00%

Gratuity plan:

	March 31, 2021		March 31, 2020	
	Discount rate		Discount rate	
<b>Assumptions</b>				
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	(124.78)	135.45	(94.75)	103.02
	March 31, 2021		March 31, 2020	
	Future salary increases		Future salary increases	
<b>Assumptions</b>				
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	135.78	(126.20)	103.22	(95.78)

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

Assumptions	March 31, 2021		March 31, 2020	
	Attrition rate		Attrition rate	
Sensitivity Level	<b>0.5% increase</b>	<b>0.5% decrease</b>	0.5% increase	0.5% decrease
Impact on defined benefit obligation	<b>2.48</b>	<b>(2.60)</b>	1.27	(1.36)

Provident Fund plan: Assumptions	March 31, 2021		March 31, 2020	
	Discount rate		Discount rate	
Sensitivity Level	<b>0.5% increase</b>	<b>0.5% decrease</b>	0.5% increase	0.5% decrease
Impact on defined benefit obligation	<b>(6.83)</b>	<b>7.06</b>	(1.07)	7.74

Pension: Assumptions	March 31, 2021		March 31, 2020	
	Discount rate		Discount rate	
Sensitivity Level	<b>0.5% increase</b>	<b>0.5% decrease</b>	0.5% increase	0.5% decrease
Impact on defined benefit obligation	<b>(173.77)</b>	<b>201.49</b>	(174.80)	202.96

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

**The following payments are expected contributions to the defined benefit plan in future years:**

	Gratuity	
	March 31, 2021	March 31, 2020
Within the next 12 months (next annual reporting period)	<b>274.16</b>	248.61
Between 2 and 5 years	<b>666.64</b>	524.14
Beyond 5 years	<b>5,055.74</b>	3,821.17
<b>Total expected payments</b>	<b>5,996.54</b>	4,593.92

The average duration of the defined benefit plan obligation at the end of the reporting period is 10.00 years (31 March, 2020: 10.00 years).

**The following payments are expected contributions to the defined benefit plan in future years:**

	Pension	
	March 31, 2021	March 31, 2020
Within the next 12 months (next annual reporting period)	<b>191.72</b>	191.12
Between 2 and 5 years	<b>740.22</b>	739.20
Beyond 5 years	<b>3,207.73</b>	3,353.15
<b>Total expected payments</b>	<b>4,139.67</b>	4,283.47

The average duration of the defined benefit plan obligation at the end of the reporting period is 8.00 years (31 March, 2020: 8.00 years).

### 33.2 Share based payments

Under a global compensation plan announced and administered by WABCO Holdings Inc., USA, former ultimate holding company, some of the employees are eligible for compensation in form of stock units viz., Performance Stock Units ("PSU") and Restricted Stock Units ("RSU").

PSUs vesting of which would occur at levels ranging from none to 200% of the number of granted PSUs depending upon the achievement of three year cumulative earnings per share goals approved by the Compensation, Nominating and Governance Committee of the Board of Directors of the ultimate holding company. The former ultimate holding company assesses expected achievement levels at the end of each reporting period. RSU's vests to the employees on a proportionate basis over the period of 3 years provided the employees continues in employment. The Company records a stock based compensation based on the estimated fair value of the award at the grant date and is recognised as an expense in the statement of profit or loss over the requisite period.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

During the year 31 March, 2021, all the outstanding stock options (RSUs and PSUs) were settled before the acquisition of WABCO Holdings Inc. by ZF Friedrichshafen AG in accordance with the terms of the merger agreement.

The following table summarize the stock options, RSUs and PSUs for each of the years presented :

	March 31, 2021	March 31, 2020
	Number	Number
Outstanding at 1 April	15,545	12,642
Granted during the year	4,427	4,790
Forfeited during the year	-	-
Exercised during the year	19,972	1,887
Outstanding at 31 March	-	15,545
Exercisable at 31 March	-	15,545

### 34. LEASES

The Company has taken various premises including warehouses, offices and other assets under lease for which lease agreements are generally cancellable in nature and are renewable by mutual consent on agreed upon terms.

	March 31, 2021	March 31, 2020
<b>(i) Lease liabilities</b>		
<b>Maturity analysis - contractual undiscounted cash flows</b>		
Not later than one year	564.60	769.19
Later than one year and not later than five years	473.85	920.08
More than five years	-	-
	<u>1,038.45</u>	<u>1,689.27</u>

The depreciation charge for right of use assets, interest expenses on lease liabilities, expenses relating to short term leases and low-value assets and current and non-current classification of lease liability are included in note 23, 24, 25 and 16 respectively. Cash flows on payment of lease liabilities including interest on lease liabilities are included in cash flow statements.

### 35. COMMITMENT AND CONTINGENCIES

#### A) Contingent Liabilities

In respect of all the matters mentioned below, based on the legal advice obtained, the management is of the view that the claims are not tenable and the same can be successfully contested. Hence, no provision has been considered necessary in the financial statements.

	March 31, 2021	March 31, 2020
In respect of CENVAT and Service tax matters	0.88	0.88
In respect of Income tax matters	62.19	59.61
In respect of Property tax matters	32.40	32.40
In respect of Custom duty matters	20.73	20.73
In respect of Sales tax matters *	18,717.16	18,717.16
In respect of Labour law disputes	7.67	7.67
In respect of Property matters	6.09	6.09

\* - excludes penalty of INR 28,075.74 Lakhs (31 March, 2020: 28,075.74 Lakhs)

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	March 31, 2021	March 31, 2020
<p>The uncertainties and possible reimbursement in respect of the above mentioned contingent liabilities are dependent on the outcome of various legal proceedings and therefore, cannot be predicted accurately.</p> <p>The Supreme Court had passed judgement on 28<sup>th</sup> February 2019 that all allowances paid to employees are to be considered for the purposes of PF wage determination. There are numerous interpretative issues relating to the above judgement. As a matter of prudence, the Company has made a provision on a prospective basis from the date of the SC order. The Company will update its provision, on receiving further clarity on the subject.</p>		
<b>B) Commitments</b>		
a) Capital commitments not provided for	1,632.63	5,302.86

### 36. RELATED PARTY TRANSACTIONS

#### 36.1. LIST OF RELATED PARTIES AND NATURE OF RELATIONSHIP

##### 1) Where control exists

- |                                 |                                       |
|---------------------------------|---------------------------------------|
| a) Holding company              | WABCO Asia Private Limited, Singapore |
| b) Ultimate holding company     | ZF Friedrichshafen AG                 |
| c) Associate of holding company | ZF International UK Limited, UK       |

##### 2) Related parties with whom transactions have taken place during the year

- | Fellow Subsidiary companies |   |
|-----------------------------|---|
|                             | 1 ZF CV Distribution Germany GmbH & Co. KG, Germany (formerly WABCO Vertriebs, GmbH & Co., Germany)                   |
|                             | 2 ZF Commercial Vehicle Systems (Qingdao) Co., Ltd., China (formerly WABCO China Co Ltd, China)                       |
|                             | 3 WABCO France SAS, France  |
|                             | 4 Wabco USA LLC, USA (formerly known as Meritor WABCO Vehicle Control Systems, USA)                                   |
|                             | 5 ZF Commercial Vehicle Systems (Jinan) Co., Ltd., China (formerly Shandong WABCO Automotive Products Co. Ltd, China) |
|                             | 6 WABCO Automotive South Africa   |
|                             | 7 WABCO Compressor Manufacturing Co. USA  |
|                             | 8 WABCO Japan Inc., Japan   |
|                             | 9 WABCO Korea Ltd, Korea  |
|                             | 13 ZF CV Systems Poland Sp. z o.o., Poland (formerly WABCO Polska Sp. z o.o. Poland)                                  |
|                             | 11 ZF CV Logistics Germany GmbH, Germany (formerly WABCO Logistik GmbH, Germany)                                      |
|                             | 12 ZF CV Systems Europe BV, Belgium (formerly WABCO Europe BVBA, Belgium)   |
|                             | 13 ZF CV Systems Brasil Ltda, Brazil (formerly WABCO do Brasil Industria e Comercio de Freios Ltda, Brazil)           |

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

#### 2) Related parties with whom transactions have taken place during the year (*continued*)

- 14 ZF CV Systems Hannover GmbH, Germany (formerly WABCO GmbH, Germany)
- 15 WABCO Radbremsen GmbH, Germany
- 16 WABCO Automotive B.V., Netherlands
- 17 WABCO Middle East and Africa FZCO, Dubai
- 18 WABCO IP Holdings LLC, USA
- 19 ZF CV Systems North America LLC, USA  
(formerly known as WABCO North America LLC, USA)
- 20 WABCO (Thailand) Limited
- 21 Guang Dong WABCO Fuwa Vehicle Brakes Co Limited
- 22 WABCO Vostok LLC, Russia
- 23 WABCO Reman Solutions
- 24 WABCO Vehicle Control systems, Poland
- 25 WABCO Vehicle Control Systems, USA
- 26 R.H. Sheppard Co., Inc.
- 27 WABCO Digital Solutions Private Limited  
(formerly Asst Tracker Private Limited)
- 28 ZF CV Systems Global GmbH, Switzerland  
(formerly Wabco Global GmbH, Switzerland)
- 29 WABCO Europe Neunkirchen
- 30 ZF India Private Limited
- 31 WABCO Holdings Inc, USA

#### 3) Others

- 1 WABCO India Limited Employees' Provident Fund Trust

#### Key Management Personnel

- Mr. P Kaniappan - Managing Director  
Mr. RS Raja Gopal Sastry - Chief Financial Officer  
Mr. M C Gokul- Company Secretary  
Ms. Lisa J Brown - Non-executive Director (resigned w.e.f 31-08-2020)  
Dr. Christian Brenneke - Non-executive Director  
Mr. Philippe Colpron - Non-executive Director  
Mr. M Lakshminarayan - Chairman and independent Director  
Dr. Lakshmi Venu- Independent Director  
Mr. Mahesh Chabbria- Independent Director (w.e.f 22-05-2020)  
Mr. Alexander De Bock - Non-executive Director (w.e.f 22-09-2020)



## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 36.2. RELATED PARTY TRANSACTIONS

Sl. No.	Nature of transactions	Name of the company	Fellow Subsidiary / Others		Key Management Personnel	
			Year ended		Year ended	
			31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
1	<b>Purchase of goods</b>	ZF CV Distribution Germany GmbH & Co. KG, Germany	3,068.68	2,938.90	–	–
		R.H. Sheppard Co., Inc.	–	271.16	–	–
		ZF Commercial Vehicle Systems (Qingdao) Co., Ltd., China	851.06	754.15	–	–
		WABCO Vehicle Control Systems, USA	–	5.34	–	–
		ZF CV Systems Brasil Ltda, Brazil	81.87	92.42	–	–
		WABCO Compressor Manufacturing Co. USA	6.48	26.85	–	–
		WABCO Radbremsen GmbH, Germany	(0.17)	0.36	–	–
		Guang Dong WABCO Fuwa Vehicle Brakes Co Limited	5.53	2.00	–	–
		ZF CV Systems North America LLC, USA	1.89	1.65	–	–
		WABCO (Thailand) Limited	5.53	3.33	–	–
		ZF CV Systems Hannover GmbH, Germany	93.07	5.80	–	–
		ZF CV Systems Poland Sp. z o.o., Poland	20.83	–	–	–
		ZF FRIEDRICHSHAFEN AG	1,961.10	–	–	–
		WABCO Korea Ltd, Korea	3.65	–	–	–
		TOTAL	6,099.49	4,101.96	–	–
2	<b>Services received</b> Royalty	ZF CV Systems Europe BV, Belgium	3,992.51	4,422.46	–	–
		WABCO IP Holdings LLC, USA	102.14	101.70	–	–
		WABCO Digital Solutions Private Limited	4.25	–	–	–
		TOTAL	4,098.90	4,524.16	–	–
3	<b>Sale of products</b>	ZF CV Systems Europe BV, Belgium	28,988.77	28,149.81	–	–
		ZF CV Systems North America LLC, USA	7,384.18	9,718.88	–	–
		WABCO USA LLC	12,532.00	8,292.45	–	–
		WABCO Compressor Manufacturing Co. USA	3,532.02	3,356.14	–	–
		WABCO Automotive B.V, Netherlands	–	–	–	–
		ZF CV Systems Poland Sp. z o.o., Poland	905.81	968.01	–	–
		ZF CV Systems Brasil Ltda, Brazil	1,259.92	1,235.16	–	–
		ZF CV Logistics Germany GmbH, Germany	1,277.97	1,664.01	–	–
		WABCO Japan Inc, Japan	1,690.55	1,237.30	–	–
		ZF Commercial Vehicle Systems (Qingdao) Co., Ltd., China	1,110.68	1,630.03	–	–
		WABCO (Thailand) Limited	185.11	298.19	–	–
		WABCO Middle East and Africa FZCO, Dubai	786.20	734.26	–	–
		WABCO Reman Solutions	224.64	539.20	–	–
		WABCO Asia Private Limited, Singapore	165.80	352.82	–	–
		WABCO Korea Ltd, Korea	105.87	38.81	–	–
		WABCO Europe Neunkirchen	518.27	–	–	–
		ZF CV Systems Global GmbH, Switzerland	527.57	–	–	–
		WABCO Radbremsen GmbH, Germany	–	13.11	–	–
		WABCO Automotive South Africa	4.12	5.61	–	–
		ZF CV Systems Hannover GmbH, Germany	368.25	–	–	–
		WABCO Vostok LLC, Russia	19.10	–	–	–
		Guang Dong WABCO Fuwa Vehicle Brakes Co Limited	146.84	–	–	–
		WABCO Digital Solutions Private Limited	7.20	–	–	–
TOTAL	61,740.85	58,233.79	–	–		

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 36.2. RELATED PARTY TRANSACTIONS - (continued)

Sl. No.	Nature of transactions	Name of the company	Fellow Subsidiary / Others		Key Management Personnel	
			Year ended		Year ended	
			31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
4	<b>Rendering of Services</b>					
	Software services	ZF CV Systems Europe BV, Belgium	8,652.44	7,532.07	-	-
	Global Business Services	ZF CV Systems Europe BV, Belgium	4,975.60	4,972.52	-	-
	Global Business Services	ZF CV Systems Global GmbH, Switzerland, Switzerland	118.23	379.70	-	-
	Research and development services	ZF CV Systems Europe BV, Belgium	2,246.13	2,134.34	-	-
	Research and development services	ZF CV Systems Global GmbH, Switzerland, Switzerland	175.36	60.64	-	-
	Other service income	ZF CV Systems North America LLC, USA	-	84.09	-	-
	Other service income	R.H. Sheppard Co. Inc.	-	883.31	-	-
	Tool development	ZF CV Systems Poland Sp. z o.o., Poland	-	0.38	-	-
		<b>TOTAL</b>	<b>16,167.76</b>	<b>16,047.05</b>	<b>-</b>	<b>-</b>
5	Receivables / (Advances)	ZF CV Systems Europe BV, Belgium	10,186.29	6,562.02	-	-
		WABCO USA LLC	4,418.89	1,819.92	-	-
		ZF CV Systems North America LLC, USA	3,355.22	2,219.51	-	-
		WABCO Compressor Manufacturing Co. USA	1,008.37	611.43	-	-
		ZF CV Systems Poland Sp. z o.o., Poland	76.95	238.69	-	-
		ZF CV Systems Brasil Ltda, Brazil	479.84	409.79	-	-
		ZF Commercial Vehicle Systems (Qingdao) Co., Ltd., China	300.80	455.25	-	-
		WABCO Automotive B.V, Netherlands	-	-	-	-
		ZF CV Logistics Germany GmbH, Germany	448.86	354.99	-	-
		WABCO Japan Inc, Japan	430.22	198.37	-	-
		WABCO Middle East and Africa FZCO, Dubai	348.16	99.42	-	-
		WABCO (Thailand) Limited	45.90	31.26	-	-
		ZF Commercial Vehicle Systems (Jinan) Co., Ltd., China	41.02	-	-	-
		WABCO Asia Private Limited, Singapore	24.06	31.47	-	-
		WABCO Reman Solutions	109.74	50.39	-	-
		WABCO Korea Ltd, Korea	26.35	2.90	-	-
		WABCO Radbremsen GmbH, Germany	-	0.55	-	-
		ZF CV Systems Hannover GmbH, Germany	247.75	30.38	-	-
		ZF CV Systems Global GmbH, Switzerland	514.21	51.40	-	-
		WABCO Automotive South Africa	(0.61)	(0.62)	-	-
		Guang Dong WABCO Fuwa Vehicle Brakes Co Limited	110.60	154.36	-	-
		WABCO Europe Neunkirchen	(0.20)	-	-	-
		R.H. Sheppard Co. Inc.	-	6.33	-	-
WABCO Digital Solutions Private Limited	10.05	-	-	-		
ZF India Private Limited	0.67	-	-	-		
	<b>TOTAL</b>	<b>22,183.16</b>	<b>13,327.81</b>	<b>-</b>	<b>-</b>	

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 36.2. RELATED PARTY TRANSACTIONS - (continued)

Sl. No.	Nature of transactions	Name of the company	Fellow Subsidiary / Others		Key Management Personnel	
			Year ended		Year ended	
			31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
6	Payables / (Advances)	ZF CV Systems Europe BV, Belgium	1,523.69	1,692.95	-	-
		ZF CV Distribution Germany GmbH & Co. KG, Germany	215.00	478.75	-	-
		ZF Commercial Vehicle Systems (Qingdao) Co., Ltd., China	249.21	154.02	-	-
		WABCO Holdings Inc., USA	1,577.00	717.86	-	-
		R.H. Sheppard Co., Inc.	-	0.59	-	-
		WABCO IP Holdings LLC, USA	137.54	45.82	-	-
		WABCO Vehicle Control systems, Poland	0.03	-	-	-
		WABCO Compressor Manufacturing Co. USA	3.65	9.74	-	-
		ZF CV Systems Brasil Ltda, Brazil	(0.47)	(14.10)	-	-
		ZF Commercial Vehicle Systems (Jinan) Co., Ltd., China	16.61	17.73	-	-
		Guang Dong WABCO Fuwa Vehicle Brakes Co Limited	1.08	0.48	-	-
		WABCO Radbrensen GmbH, Germany	(0.17)	0.18	-	-
		ZF CV Systems North America LLC, USA	0.49	1.25	-	-
		WABCO (Thailand) Limited	1.04	1.18	-	-
		WABCO Korea Ltd, Korea	1.37	-	-	-
		ZF CV Systems Hannover GmbH, Germany	5.80	6.01	-	-
		WABCO USA LLC	(1.35)	(0.71)	-	-
		ZF CV Systems Global GmbH, Switzerland	21.21	-	-	-
WABCO Digital Solutions Private Limited	4.25	-	-	-		
ZF FRIEDRICHSHAFEN AG	1,199.26	-	-	-		
	<b>TOTAL</b>	<b>4,955.24</b>	<b>3,111.74</b>	<b>-</b>	<b>-</b>	
7	<b>Remuneration to Key managerial personnel (including commission to independent directors)</b>	Salaries and Allowances	-	-	324.94	251.59
		Contribution to provident and other funds	-	-	19.63	15.22
		Incentive	-	-	259.19	128.29
		Commission	-	-	57.80	47.20
		Others	-	-	421.91	201.95
	<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>1,083.47</b>	<b>644.25</b>	
8	<b>Reimbursement of expenses</b>	ZF CV Systems Europe BV, Belgium	324.35	114.80	-	-
		WABCO (Thailand) Limited	4.07	11.53	-	-
		WABCO USA LLC	-	7.58	-	-
		ZF CV Systems Poland Sp. z o.o., Poland	-	11.11	-	-
		ZF Commercial Vehicle Systems (Qingdao) Co., Ltd., China	-	1.54	-	-
		WABCO Digital Solutions Private Limited	2.85	-	-	-
	<b>TOTAL</b>	<b>331.27</b>	<b>146.56</b>	<b>-</b>	<b>-</b>	
9	<b>Contribution to fund</b>	WABCO India Limited Employees' Provident Fund Trust	2,123.04	2,267.63	-	-
		<b>TOTAL</b>	<b>2,123.04</b>	<b>2,267.63</b>	<b>-</b>	<b>-</b>

Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

#### Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2021

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

#### 37. SEGMENT INFORMATION

The Company primarily operates in the automotive segment. The automotive segment includes all activities related to development, design and manufacture of products. The board of directors of the Company, which has been identified as being the chief operating decision maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicator of the Company as a single unit. Therefore, there is no reportable segment for the Company as per the requirement of IND AS 108 "Operating Segments".

The following are the information relating to geographical segment:

Year ended March 31, 2021

	India	Others	Total
Sale of Products	92,964.64	73,677.90	166,642.54
Sale/rendering of services	585.43	16,752.25	17,337.68
Others	2,369.79	–	2,369.79
<b>Revenue from operations</b>	<b>95,919.86</b>	<b>90,430.15</b>	<b>186,350.01</b>
<b>Non-current assets *</b>	<b>53,604.57</b>	–	<b>53,604.57</b>

Year ended March 31, 2020

	India	Others	Total
Sale of Products	100,892.74	71,901.84	172,794.58
Sale/rendering of services	786.30	16,046.67	16,832.97
Others	3,328.60	–	3,328.60
<b>Revenue from operations</b>	<b>105,007.64</b>	<b>87,948.51</b>	<b>192,956.15</b>
<b>Non-current assets *</b>	<b>57,041.13</b>	–	<b>57,041.13</b>

\* Non-current assets for this purpose consists of property, plant and equipment, intangible assets, capital work in progress and other non current assets.

#### Information about major customer

Revenue from major customers contributing more than 10% of sale of products amounted to INR 71,000.26 lakhs (31 March, 2020: INR 80,852 lakhs), arising from sales of products and rendering of services.

#### 38. FAIR VALUE

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

##### Quantitative disclosures fair value measurement hierarchy for assets as at 31 March, 2021:

Particulars	Date of Valuation	Fair Value Measurement using			
		Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value: FVTPL financial investments:					
Quoted Mutual Funds	31 March, 2021	63,996.80	63,996.80	–	–

There have been no transfers between Level 1 and Level 2 during the period.

##### Quantitative disclosures fair value measurement hierarchy for assets as at 31 March, 2020:

Particulars	Date of Valuation	Fair Value Measurement using			
		Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value: FVTPL financial investments:					
Quoted Mutual Funds	31 March, 2020	54,236.57	54,236.57	–	–

All other financial liabilities & assets are carried at amortized cost and their carrying value approximates fair value.

**Notes to the financial statements for the year ended 31<sup>st</sup> March 2021**

*(All amounts are in lakhs of Indian Rupees unless otherwise stated)*

**39. Financial risk management objectives and policies**

The Company's principal financial liabilities, include trade and other payables. The Company has various financial assets such as trade receivables and cash and short-term deposits, which arise directly from its operations. The Company also holds FVTPL investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans, deposits and FVTPL investments.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investments are primarily in fixed rate interest bearing investments. Also, the Company has no borrowings and hence not exposed to interest rate risk.

**Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Majority of the Company's revenue and expenses are in Indian Rupees, with the remainder denominated in US Dollars and Euro. The following table demonstrates the sensitivity to 5% change in USD and EURO exchange rates on foreign currency exposures as at the year end, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material.

	March 31, 2021		March 31, 2020	
	5% increase	5% decrease	5% increase	5% decrease
Impact of change in USD rates				
Trade receivables	524.24	(524.24)	306.74	(306.74)
Trade payables	112.47	(112.47)	59.14	(59.14)
Impact of change in Euro rates				
Trade receivables	634.37	(634.37)	398.11	(398.11)
Trade payables	192.26	(192.26)	116.64	(116.64)

**Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks. Exposure to Credit risk - The carrying amount of financial assets represents the maximum Credit exposure. The maximum exposure to Credit risk was 170,015.00 lakhs as at 31 March, 2021 and 139,109.31 lakhs as at 31 March, 2020, being the total of the carrying amount of balances with banks, deposits with banks, trade receivables and other financial assets. As at 31 March, 2021, 71% of the total dues was receivable from top 10 customers (as at 31 March, 2020 - 67%). These receivables are from customers whose credit rating is above the average. Credit risk from balances with banks and investment of surplus funds in mutual funds is managed by the Company's treasury department. The objective is to minimise the concentration of risks by investing in safer investments of high pedigree.

**Liquidity risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure funds are available for use as per requirements. The Company's prime source of liquidity is cash and cash equivalents and the cash generated from operations. The Company has no outstanding bank borrowings. The Company invests its surplus funds in bank, fixed deposit and mutual funds, which carry minimal mark to market risks. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

## WABCO INDIA LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2020

(All amounts are in lakhs of Indian Rupees unless otherwise stated)

	Less than 1 year	1 to 2 Years	2 to 5 Years	> 5 years	Total
<b>As at March 31, 2021</b>					
Trade and other payables	34,203.17	–	–	–	34,203.17
Other financial liabilities	5,224.61	437.73	36.12	–	5,698.46
	<u>39,427.78</u>	<u>437.73</u>	<u>36.12</u>	<u>–</u>	<u>39,901.63</u>
<b>As at March 31, 2020</b>					
Trade and other payables	15,652.54	–	–	–	15,652.54
Other financial liabilities	5,250.28	518.86	401.22	–	6,170.36
	<u>20,902.82</u>	<u>518.86</u>	<u>401.22</u>	<u>–</u>	<u>21,822.90</u>

#### 40. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

	March 31, 2021	March 31, 2020
Trade payables	34,203.17	15,652.54
Other payables	15,787.33	12,962.97
Less: cash and cash equivalents and investments	<u>(79,675.57)</u>	<u>(60,310.56)</u>
<b>Net debt</b>	<u>(29,685.07)</u>	<u>(31,695.05)</u>
<b>Shareholders Equity</b>	<u>1,99,640.34</u>	<u>1,89,454.75</u>
Gearing ratio	(0.15)	(0.17)

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March, 2021 and 31 March, 2020.

41. During the year ended 31 March, 2021, management has identified certain instances of alleged irregularities in disbursement/ settlement of provident fund dues paid out of the Employees' Provident Fund Trust ('the Trust') and salary payments to fixed-tenure employees in the current and earlier years. In this regard, the Company has initiated investigation of such alleged irregularities relating to payments from the Trust and other payments from the Company to employees by engaging an external independent expert through a law firm and is also evaluating necessary actions. Pending completion of the aforesaid investigation, the management has made a preliminary assessment and has recorded a provision of INR 500 lakhs in these Financial Statements.

#### 42. Events after the reporting period

The board of directors has recommended a dividend payment of INR 11 per share (Face value INR Rs. 5 each) for the year ended 31 March, 2021.

For and on behalf of the board of directors of WABCO INDIA LIMITED

M LAKSHMINARAYAN  
Chairman  
DIN: 00064750

M C GOKUL  
Company Secretary

Place : Chennai  
Date : 17 May 2021

P KANIAPPAN  
Managing Director  
DIN: 02696192

R S RAJAGOPAL SASTRY  
Chief Financial Officer

As per our report of even date  
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration no. 101248WW-100022

K SUDHAKAR  
Partner  
Membership No. 214150







