

**PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF
VA TECH WABAG LIMITED HELD ON MONDAY, JULY 27, 2015 AT 10:00 A.M.**

The 20th Annual General Meeting (AGM) of the Members of the Company was held on Monday, July 27, 2015 at 10:00 A.M. at Rani Seethai Hall, 603, Anna Salai, Chennai - 600 006.

Mr. Bhagwan Dass Narang, Chairman welcomed all Members to the 20th AGM of the Company and introduced the Directors on the dais.

The Chairman having ascertained that the requisite quorum fixed for the Meeting was present, declared the Meeting open. The Chairman informed the members that the Statutory Registers, Certificates, Reports and the Register of Proxies were placed on the table and were available for inspection.

The Chairman then informed that the Notice of the 20th Annual General Meeting (AGM) along with the copies of the Audited Accounts for the year ended 31st March, 2015 together with the Directors' and Auditors' Reports were dispatched to all the Members within the statutory period. With the consent of the members, the Notice of the 20th AGM was taken as read. The Chairman then informed the members, that there were 10 resolutions to be passed at the 20th AGM and ordered a Poll on all the 10 resolutions. He also informed that the Poll shall be concluded at the closure of the meeting.

The Chairman thereafter requested Mr. M. Damodaran, Practicing Company Secretary (Membership No. FCS 5837) to act as the Scrutinizer for conducting the Poll process in a fair and transparent manner and submit his Report. He then advised Mr. Rajiv Balakrishnan, Company Secretary to take the members through the poll process and read out the Auditor's Report.

Mr. Rajiv Balakrishnan, Company Secretary briefed the Members about the Poll Process.

He informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35A of the Listing Agreement, the Company had extended the e-voting facility to the Members of the Company through Karvy Computershare Private Limited to vote on all resolutions proposed to be passed at the 20th AGM.

Mr. Rajiv Balakrishnan apprised that, the members as on the cut-off date July 17, 2015 were eligible to participate in the e-voting process and the said e-voting process commenced at 09:00 A.M. on July 22, 2015 and concluded at 05:00 P.M. on July 26, 2015.



Sustainable solutions, for a better life

He thereafter informed the Members that the Company had appointed Mr. M. Damodaran, Practicing Company Secretary (Membership No. FCS 5837) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

Mr. Rajiv Balakrishnan informed that, as ordered by the Chairman, the Poll shall be conducted electronically, to enable the members of the Company as on the cut-off date i.e. July 17, 2015, who were present in person and through proxy at the 20th AGM and who have not exercised their right to vote through e-voting process. Thereafter the Poll process was carried out.

Mr. Rajiv Balakrishnan informed the members that the combined results of the e-voting and Poll conducted at the AGM as submitted by the Scrutinizer, shall be intimated to the Stock Exchanges within 48 hours of conclusion of Annual General Meeting and the same will be posted on the Company's website and the website of Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited.

Thereafter, Mr. Rajiv Balakrishnan read out the Auditors' Report to the Members and handed over the dais back to the Chairman.

The Chairman then addressed the Members; a copy of his speech was also circulated to the Members present at the meeting.

The Chairman then invited Mr. Rajiv Mittal, Managing Director & Group CEO to make a presentation on the Company to the shareholders. Mr. Rajiv Mittal, made a detailed presentation on the Company and handed over the dais back to the Chairman.

The Chairman then invited the Members to ask queries, if any, on the Resolutions as set out in the Notice or on the Annual Report. Several members addressed the meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

The resolutions passed by the Members with requisite majority related to the following at the 20th AGM:

ORDINARY BUSINESS:

1. Consideration and Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors & Audited Consolidated Financial Statements (**Ordinary Resolution**)
2. Declaration of Dividend on equity shares (**Ordinary Resolution**)
3. Re-appointment of Mr. Rajiv Mittal, who retires by rotation (**Ordinary Resolution**)



4. Appointment of M/s Walker Chandiok & Co. LLP as the Statutory Auditors of the Company and fixing their remuneration (**Ordinary Resolution**)

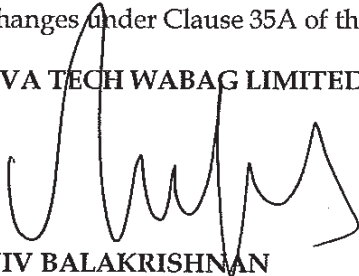
SPECIAL BUSINESS:

5. Re-appointment of Mr. Rajiv Mittal as Managing Director (**Ordinary Resolution**)
6. Appointment of Mr. Malay Mukherjee as an Independent Director (**Ordinary Resolution**)
7. Appointment of Mr. S Varadarajan as Director, liable to retire by rotation (**Ordinary Resolution**)
8. Approval of Fund based & Non Fund based borrowing limits. (**Special Resolution**)
9. Approval for Creation of Charge/ mortgage/hypothecation on the Company's Assets (**Special Resolution**)
10. Approval of remuneration of the Cost Auditors for the FY ending 31st March 2015 (**Ordinary Resolution**)

The Chairman thereafter declared the proceedings of the 20th Annual General Meeting as closed.

The consolidated scrutinizer's report was uploaded on the website of the Company and Karvy Computershare Pvt Ltd. Further, the results in the format prescribed were notified to the Stock Exchanges under Clause 35A of the Listing Agreement.

For VA TECH WABAG LIMITED



RAJIV BALAKRISHNAN
COMPANY SECRETARY & DGM - INVESTOR RELATIONS

