

17th April, 2017

National Stock Exchange of India Limited,
Plot No C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

BSE Limited,
Floor 25, PJ Towers,
Dalal Street,
Mumbai - 400001

Dear Sir,

Sub: Compliance Certificate - Half year ended 31st March, 2017.

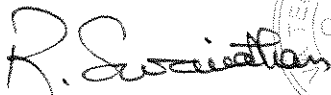
In compliance with the provisions of Regulation 40(9) of SEBI (Listing Obligation's and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Certificate issued by M. Damodaran & Associates, Practicing Company Secretaries for the half year ended 31st March, 2017.

We request you to take the same on record and oblige.

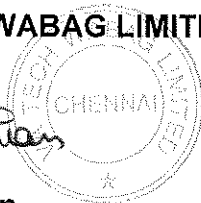
Thanking You,

Yours faithfully,

For VA TECH WABAG LIMITED



R Swaminathan
Company Secretary



Sustainable solutions, for a better life

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries




M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended **31.03.2017**

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **VA TECH WABAG LIMITED (CIN: L45205TN1995PLC030231)** maintained by **KARVY COMPUTERSHARE PRIVATE LIMITED** pertaining to transfer of equity shares of the company for the period from **01.10.2016** to **31.03.2017** for the purpose of issuing a Certificate as per Regulation 40(9) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by, **VA TECH WABAG LIMITED** with **BSE LIMITED** and based on the information provided by the Company, I hereby certify that during half year ended on **31.03.2017**:

- A) The Company has not received any request for physical transfer of Shares during the period from **01.10.2016** to **31.03.2017**.
- B) The company has not received any request for the consolidation, Sub-division and exchange of duplicate Share Certificates during the period from **01.10.2016** to **31.03.2017**.

Place: Chennai
Date: 17.04.2017

For M. DAMODARAN & ASSOCIATES

M. Damodaran
P No: 5081