

An ISO 9001 Company

27th July, 2017

National Stock Exchange of India Limited, Listing Department Plot No C/1, G Block, Bankdra-Kurla Complex, Bandra (E), Mumbai – 400051 BSE Limited, Listing Department Floor 25, P J Towers, Dalal Street, Mumbai - 400001

Dear Sirs,

Sub: Voting results of VA TECH WABAG LIMITED

In accordance with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the voting result (remote e-voting and voting at the Annual General Meeting) and consolidated scrutinizer's report on the resolutions passed by the members at the 22nd Annual General Meeting (AGM) of the Company held today (27th July 2017).

In compliance with the provisions of rule 20 of Companies (Management & Administration) Rules, 2014, the voting results of the 22nd AGM along with scrutinizer's report is also being hosted on the website of the Company & Registrar and share transfer agents, <u>www.wabag.com</u> and <u>www.evoting.karvy.com</u> respectively.

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

CHENNA

Thanking You,

Yours faithfully,

For VA TECH WABAG LIMITED

R Swaminathan

Company Secretary

Sustainable solutions, for a better life

Board: +91-44-3923 2323

Fax: +91-44-3923 2324 Email: wabag@wabag.in Web: www.wabag.com

| Company Name | VA TECH WABAG LIMITED |
|---|-----------------------|
| Date of the AGM/EGM | 27-07-2017 |
| Total number of shareholders on record date | 49636 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 3 |
| Public: | 401 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group; | NA NA |
| Public: | TVA |

| Resolution required: (Ordinary/ Special) | Ordinary Resolut | ion | | | | | | |
|--|--|---|--|----------------------------|--|--|--|-----------------------|
| Whether promoter/ promoter group are | | | | | | | | |
| interested in the agenda/resolution? | No | Tours of the last | The comment of the co | Immunika managaranya arang | I mara baman dependent and trail democratical | Promisert of the sales Assistant Company | China Charles College Communication | ACTION OF STRANSPORTS |
| Category | Mode of Voting | No. of shares held | Figure Annual Committee of the Control of the Contr | % of Votes | Name and Administration of the Control of the Contr | No. of Votes | % of Votes In | |
| APP 15-72-110-25-2011 | | (1) | polled (2) | Polled on | favour (4) | – against (5) | THE RESERVE OF THE PERSON OF T | against on |
| | | | 10-10 | outstanding | | | votes polled | votes polled |
| | | | | shares | | | (6)=[(4)/(2)]* | |
| | | | | (3)=[(2)/(1)]* | | | 100 | *100 |
| | 2000-000-00-00-00-00-00-00-00-00-00-00-0 | | | 100 | | | | |
| Promoter and Promoter Group | E-Voting | _ | 1,34,95,522 | 100.000 | 1,34,95,522 | - | 100,000 | 0,00 |
| | Poll | 1,34,95,522 | - | - | - | - | - | _ |
| | Postal Ballot (if | | | | | | | |
| | applicable) | | - | - | - | - | - | - |
| | Total | 1,34,95,522 | | 2000,000,000,000,000,000 | 1,34,95,522 | - | 100,000 | 3.00 |
| | E-Voting | 1 | 2,33,79,702 | 87.266 | 2,33,79,702 | | 100,000 | - |
| | Poll | 2,67,91,235 | - | - | - | - | - | - |
| | Postal Ballot (If | 1,00,000,000 | | | | | | |
| Public- Institutions | applicable) | | - | - | - | - | - | - |
| | Total | 2,67,91,235 | | 87.266 | 2,33,79,702 | | 100,000 | - |
| | E-Voting | 1 | 32,31,209 | 22.610 | 32,31,209 | - | 100.000 | - |
| | Poll | 1,42,90,967 | 95,013 | 0,665 | 95,013 | - | 100.000 | - |
| | Postal Ballot (if | 2,42,30,307 | | | | | | |
| Public- Non Institutions | applicable) | | - | - | - | | - | |
| | Total | 1,42,90,967 | | 23,275 | Committee of the Commit | | 100 | |
| | Total | -5,45,77,724 | 4,02,01,446 | 73,659 | 4,02,01,446 | | 100,000 | A STATE OF |

| Resolution No. 2: Declaration of Dividend or | 1 Equity Shares | | | | | | | |
|--|-------------------|---------------------------|----------------------------|-------------------------|---------------------------------|-------------------------------|--------------------------------|------------------------------|
| Resolution required: (Ordinary/ Special) | Ordinary Resoluti | on | | | | | | |
| Whether promoter/ promoter group are | No | | | | | | | |
| interested in the agenda/resolution? | INO | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on | No. of Votes – in favour (4) | No. of Votes — against (5) | % of Votes in favour on | % of Votes against on |
| | | | | outstanding shares | | | votes polled (6)=[(4)/(2)]* | votes palled (7)=(5)/(2)) |
| | | | | (3)=[(2)/(1)]* 100 | | 2 10 10 10 | 100 | *100 |
| CONTROL OF THE CONTRO | E-Voting | | 1,34,95,522 | 100.000 | | ATTEMPT VIEWS PLANTS CARBON | 100.000 | |
| | Poll | 4 24 05 500 | - | - | - | - | - | - |
| | Postal Ballot (if | 1,34,95,522 | | | | | | |
| Promoter and Promoter Group | applicable) | | - | - | - | - | - | - |
| | Total | 13,49,55,522 | 1,34,95,522 | 100,000 | 1,34,95,522 | - | 100.000 | - |
| | E-Voting | | 2,33,82,702 | 87.277 | 2,33,82,702 | | 100.000 | - |
| | Poll | 2,67,91,235 | - | - | - | - | - | - |
| | Postal Ballot (if | 2,07,31,233 | | | | | | |
| Public- Institutions | applicable) | | · | - | - | | - | - |
| | Total | 2,67,91,235 | 2,33,82,702 | 87,277 | 2,33,82,702 | Name of the second | 100.000 | - |
| | E-Voting |] | 32,31,209 | 22.610 | 32,31,209 | - | 100,000 | - |
| | Poll | 1,42,90,967 | 95,013 | 0.665 | 95,013 | - | 100.000 | - |
| | Postal Ballot (if | 1,42,30,307 | | | | | | |
| Public- Non Institutions | applicable) | | - | | | - | - | - |
| | Total | 1,42,90,967 | 33,26,222 | 23.275 | 33,26,222 | | 100,000 | in the second |
| | Total | 5,45,77,724 | 4,02,04,446 | 73.665 | 4,02,04,446 | | 100.000 | |



| Resolution No. 3: Re-appointment of Mr. S V | aradarajan (DIN: 0235 | 3065), who retires by | rotation | | | | | |
|---|-----------------------|---|---|-----------------------|--|---------------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolut | ion | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Except Mr. S Vara | darajan, no other pr | omoter are interes | ted. | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes | % of Votes | No. of Votes In | No. of Votes | % of Votes in | % of Votes |
| | | (1) | polled (2) | Polled on | favour (4) | – against (5) | favour on | against on |
| | | | | outstanding | | | votes polled | 1 commence of the commence of |
| | | | | shares | | | (6)=[(4)/(2)]* | |
| | | | | (3)=[(2)/(1)]* 100 | | | 100 | *100 |
| anne de la companya | E-Voting | | 1,13,09,760 | 83.804 | 1,13,09,760 | AND NO FOR PARTICULAR PROPERTY. | 100,000 | - |
| | Poll | 1,34,95,522 | - | - | - | - | - | - |
| | Postal Ballot (if | 1,54,55,522 | | | | | | |
| Promoter and Promoter Group | applicable) | | - | - | - | - | - | - |
| | Total | 1,34,95,522 | 1,13,09,760 | 83.804 | 1,13,09,760 | | 100.000 | = |
| | E-Voting | _ | 2,33,82,702 | 87.277 | 2,33,82,702 | - | 100,000 | |
| | Poll | 2,67,91,235 | - | - | - | - | - | - |
| | Postal Ballot (if | | | | | | | |
| Public- Institutions | applicable) | AND ARRAMAN AND AND AND AND AND AND AND AND AND A | | - | | - | - | - |
| | Total | 2,67,91,235 | | 87.277 | | | 100,000 | and and an array of an array of an array of an |
| | E-Voting | Į | 18,11,627 | 12.677 | 18,06,038 | 5589 | | |
| | Poll | 1,42,90,967 | 95,013 | 0.665 | 94,969 | 44 | 99.954 | 0.046 |
| | Postal Ballot (if | _,,, | | | | 1 . | | ŀ |
| Public- Non Institutions | applicable) | | - | | - | | _ | - |
| | Total | 1,42,90,967 | Para communicación de la companya del companya de la companya del companya de la | 13,342 | AND THE PROPERTY OF THE PROPER | 5633 | company and a second management of the second secon | THE PROPERTY OF THE PARTY OF TH |
| | Total | 5,45,77,724 | 3,65,99,107 | 67.059 | 3,65,93,469 | 5633 | 99,985 | 0.015 |

| Resolution No. 4: Ratification of appointment of | f M/s. Walker Chan | diok & Co. LLP as the | statutory auditors | of the Compan | 1 | | | |
|--|--------------------|-----------------------|--------------------|--|-------------------|---------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resoluti | on | | | | | | |
| Whether promoter/ promoter group are | No | | | | | | | |
| Interested in the agenda/resolution? | IVO | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes | To the second se | No. of Votes – in | No. of Votes | % of Votes In | % of Votes |
| | | (1) | polled (2) | Polled on | favour (4) | – against (5) | 200 100 100 100 100 100 100 100 100 100 | against on |
| | | | | outstanding | | | TOTAL CONTRACTOR OF THE PARTY O | votes polled |
| | | | | shares | | | (6)=[(4)/(2)]* | Extrapolity by the feet of the control of the contr |
| | | | | (3)=[(2)/(1)]* | | | 100 | *100 |
| | | | | 100 | | | | |
| | E-Voting | 1 | 1,34,95,522 | 100,000 | 1,34,95,522 | - | 100.000 | 0.000 |
| | Poll | 1,34,95,522 | <u> </u> | - | - | - | - | - |
| | Postal Ballot (if | | | | | | | |
| Promoter and Promoter Group | applicable) | | | - | _ | - | - | - |
| | Total | 1,34,95,522 | 1,34,95,522 | 160,000 | 1,34,95,522 | - | 100,000 | 0.000 |
| | E-Voting | | 2,33,82,702 | 87.277 | 2,27,02,702 | 6,80,000 | 97.092 | 2.908 |
| | Poll | 2,67,91,235 | - | - | - | - | - | - |
| | Postal Ballot (if | 2,07,51,255 | Ì | | | | 1 | |
| Public-Institutions | applicable) | | - | - | - | | - | - |
| | Total | 2,67,91,235 | 2,33,82,702 | 87,277 | 2,27,02,702 | 6,80,000 | 97,092 | 2,908 |
| | E-Voting | | 32,29,333 | 22.597 | 32,23,813 | 5,520 | 99.829 | 0.171 |
| | Poll | 1,42,90,967 | 95,013 | 0,665 | 94,959 | 54 | 99.943 | 0.057 |
| | Postal Ballot (if | 1,42,50,507 | | | | | | |
| Public- Non Institutions | applicable) | | - | - | - | - | - | - |
| | Total | 1,42,90,967 | 33,24,346 | 23,262 | 33,18,772 | 5,574 | 99.832 | 0.168 |
| | Total | 5.45,77,724 | 4,02,02,570 | 73.661 | 3,95,16,996 | 6,85,574 | 98,295 | 1,705 |

| Resolution required: (Ordinary/ Special) | Special Resolution | 1 | | | | | | | | |
|--|--------------------|---------------------------|-------------|----------------------------|---------------------------------|-----------------------------|---|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category The second se | Mode of Voting | No, of shares held (1) | polled (2) | TARBERTHINGS AT ALL STREET | No. of Votes — in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled [6]=[(4)/(2)]* 100 | against on votes polled | | |
| | E-Voting | | 1,34,95,522 | 100,000 | 1,34,95,522 | - | 100.000 | - | | |
| | Poll | 1,34,95,522 | - | - | - | - | - | - | | |
| | Postal Ballot (if | 1,54,73,322 | | | | | | l | | |
| romoter and Promoter Group | applicable) | | - | _ | - | - | - | - | | |
| | Total | 1,34,95,522 | 1,34,95,522 | 100.000 | 1,34,95,522 | | 100,000 | | | |
| | E-Voting | | 2,24,31,256 | 83,726 | 1,68,54,837 | 55,76,419 | 75.140 | 24.860 | | |
| | Pall | 2,67,91,235 | - | - | - | - | | - | | |
| | Postal Ballot (if | 2,07,91,233 | | | | | | l | | |
| Public- Institutions | applicable) | | - | - | - | - | - | - | | |
| | Total | 2,67,91,235 | 2,24,31,256 | 83,726 | 1,68,54,837 | 55,76,419 | 75,140 | 24.860 | | |
| | E-Voting | | 32,29,207 | 22.596 | 32,29,167 | 40 | 99.999 | 0.00 | | |
| | Poll | 1,42,90,967 | 95,013 | 0.665 | 94,969 | 44 | 99.954 | 0,046 | | |
| | Postal Ballot (if | 1,42,90,967 | | | | | | | | |
| Public- Non Institutions | applicable) | | - | - | - 1 | - | - | - | | |
| | Total | 1,42,90,967 | 33,24,220 | 23,261 | 33,24,136 | 84 | 99,998 | 0.00 | | |
| | Total | 5,45,77,724 | 3,92,50,998 | 71,918 | 3,36,74,495 | 55,76,503 | 85,/93 | 14.20 | | |



| Resolution No. 6: Re-appointment of Sumit C | handwani (DIN: 00179 | 100) as an Independ | ent Director | | | | | |
|--|----------------------|---------------------|----------------------------|--|--|--|---|--|
| Resolution required: (Ordinary/ Special) | Special Resolution | n | | | | | | |
| Whether promoter/ promoter group are | No | | | | | | | |
| interested in the agenda/resolution? | | | | | | | • | |
| Category Cat | Mode of Voting | No. of shares held | No. of votes polled (2) | % of Votes Polled on outstanding shares [3]=[(2)/(1)]* | No. of Votes – in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled [6]=[[4]/[2]]* 100 | against on votes polled |
| | | | | 100 | | | | |
| | E-Voting | | 1,34,95,522 | 100,000 | 1,34,95,522 | - | 100.000 | - |
| | Poll | 1,34,95,522 | - | - | - | - | - | - |
| | Postal Ballot (if | 1,34,93,322 | | | | | | |
| Promoter and Promoter Group | applicable) | | - | - | - | | - | - |
| | Total | 1,34,95,522 | 1,34,95,522 | 100,000 | 1,34,95,522 | | 100.000 | |
| | E-Voting |] | 1,99,68,571 | 74.534 | 1,29,39,025 | 70,29,546 | 64.797 | 35.203 |
| | Poll | 2,67,91,235 | - | - | _ | - | - | - |
| | Postal Ballot (if | 2,07,32,233 | | | | | | |
| Public-Institutions | applicable) | | - | - | - | | - | - |
| | Total | 2,67,91,235 | 1,99,68,571 | 74.534 | | 70,29,546 | | |
| | E-Voting | Į | 32,29,207 | 22.596 | | 40 | 99.999 | |
| | Poll | 1,42,90,967 | 95,013 | 0.665 | 94,969 | 44 | 99.954 | 0.046 |
| | Postal Ballot (if | 1,12,50,507 | | | | | | i |
| Public- Non Institutions | applicable) | | - | - | | - | | <u> </u> |
| | Total | 1,42,90,967 | 33,24,220 | | Company of the Compan | CONTRACTOR AND CONTRACTOR OF C | 99.998 | the state of the s |
| | Total | 5,45,77,724 | 3,67,88,313 | 67,405 | 2,97,58,683 | 70,29,630 | 80,892 | 19,108 |

| Resolution required: (Ordinary/ Special) | Special Resolution | n | | | | | | |
|--|---------------------------------|---------------------------|---------------------|--|--|--|---|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category 2 2 3 3 4 5 5 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 | Mode of Voting | No. of shares held (1) | polled (2) | % of Votes Polled on outstanding shares [3]=[(2)/(1)]* | No. of Votes — In favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2))* 100 | against on votes polled |
| | E-Voting Poll Postal Ballot (if | 1,34,95,522 | 1,34,95,522 | 100,000 | 1,34,95,522 | - - | 100.000 | 0.000 |
| romoter and Promoter Group | applicable) | 1,34,95,522 | 1,34,95,522 | 100.000 | 4.4.00.500 | - | 100,000 | |
| | Total E-Voting | 1,34,93,322 | 2,24,31,256 | 83.726 | | | 97.523 | |
| Public- Institutions | Postal Ballot (if applicable) | 2,67,91,235 | - | _ | - | - | - | |
| | Total | 2,67,91,235 | 2,24,31,256 | 83.726 | 2,18,75,706 | 5,55,550 | 97,523 | 2,477 |
| | E-Voting Poll | | 32,31,083 95,013 | 22.609 0.665 | | 1,916 44 | 99.941 99.954 | 0.059 |
| Public- Non Institutions | Postal Ballot (if applicable) | 1,42,90,967 | 95,013 | - 0.003 | | - | - | - 0.040 |
| 1 de la company | Total | 1,42,90,967 | 33,26,096 | | THE RESERVE THE PROPERTY OF THE PARTY OF THE | Contract Contract Administration of the Contract | 99,941 | |
| THE RESERVE OF THE PARTY OF THE | Total | 5,45,77,724 | 3,92,52,874 | 71,921 | 3,86,95,364 | 5,57,510 | 98,580 | 1.420 |

| Resolution required: (Ordinary/ Special) | Special Resolutio | n | | | | | | | | |
|---|-------------------|---------------------------|--|--|---------------------------------|-------------------------------|---|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No · | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | The second secon | A PRODUCTION OF THE PROPERTY O | No, of Votes – In favour (4) | No. of Votes — against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | against on votes polled | | |
| | E-Voting | | 1,34,95,522 | 100.000 | 1,34,95,522 | - | 100.000 | - | | |
| | Poll | 1,34,95,522 | - | - | | - | - | - | | |
| | Postal Ballot (if | 1,54,55,522 | | | | | | | | |
| romoter and Promoter Group | applicable) | | - | - | - | - | - | | | |
| | Total | 1,34,95,522 | 1,34,95,522 | -100.000 | 1,34,95,522 | | 100,000 | | | |
| | E-Voting | | 2,33,82,702 | 87.277 | 1,73,48,561 | 60,34,141 | 74.194 | 25.808 | | |
| | Poll | 2,67,91,235 | - | - | - | - | - | - | | |
| | Postal Ballot (if | 2,67,91,233 | | | | | | | | |
| Public-Institutions | applicable) | | - | - | - | | - | - | | |
| | Total | 2,67,91,235 | 2,33,82,702 | 87.277 | 1,73,48,561 | 60,34,141 | 74,194 | 25,806 | | |
| | E-Voting | | 32,23,833 | 22,559 | 32,23,393 | 440 | 99.986 | 0.014 | | |
| | Poll | 1 | 95,013 | 0.665 | 94,959 | 54 | 99.943 | 0.057 | | |
| | Postal Ballot (if | 1,42,90,967 | | | | | 1 | | | |
| Public- Non Institutions | applicable) | | - | | - | | - | - | | |
| | Total | 1,42,90,967 | 33,18,846 | 23,223 | 33,18,352 | 494 | 99,985 | 0.015 | | |
| | Total | 5,45,77,724 | 4,01,97,070 | 73,651 | 3,41,62,435 | 60,34,635 | 84.987 | 15.013 | | |



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| Resolution required: (Ordinary/ Special) | Special Resolutio | in | | | | | | |
|--|--------------------------------------|----------------------------|----------------------------|--|------------------------------|-------------------------------|--|----------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares [3]=[(2)/(1)]* | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* | against on votes police |
| | E-Voting Poll Postal Ballot (If | 1,34,95,522 | 1,34,95,522 | 100,000 | 1,34,95,522 | - | 100,000 | - |
| romoter and Promoter Group | applicable) | 1,34,95,522 | 1,34,95,522 | 100.000 | <u>-</u> | - | _ | - |
| | E-Voting Poll | 2,67,91,235 | 2,33,82,702 | 87.277 - | 1,34,95,522 1,73,48,561 | 60,34,141 | 100.000 74.194 - | 25.80 |
| Public- Institutions | Postal Ballot (if applicable) Total | 2,67,91,235 | 2,33,82,702 | 87:277 | 1,73,48,561 | - | | |
| | E-Voting Poll | | 32,23,813 95,003 | 22.558 0.665 | 32,23,463 94,959 | 60,34,141 350 44 | 74,194 99,989 99,954 | 25.800 0.01 0.046 |
| sblic- Non Institutions | Postal Ballot (if applicable) | 1,42,90,967 | - | - | - | - | 33,354 | 0.04 |
| | Total Fotal | 1,42,90,967 5,45,27,724 | 33,18,816 4,01,97,040 | 23,223 78,651 | 33,18,422 3,41,62,505 | 394 60,34,535 | 99,988 84,988 | 0.017 15.012 |

| Resolution No. 10: Raising of funds through | [| | occ recementy [1] | cici cintat Anott | Rent | | | |
|---|-------------------|--------------------|-------------------|-------------------|-----------------|--------------|----------------|-------------------------|
| Resolution required: (Ordinary/ Special) | Special Resolutio | n | | | | | | |
| Whether promoter/ promoter group are | | | ., | | | | | |
| interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes | % of Votes | No. of Votes in | No. of Votes | % of Votes in | % of Votes |
| | | (1) | polled (2) | Polled on | favour (4) | against (5) | favour on | against on |
| | | | | outstanding | | | | votes palled |
| | | | | shares | | | (6)=[(4)/(2)]* | |
| | | | | (3)=[(2)/(1)]* | | | 100 | *100 |
| | | | | 100 | | | | TY |
| | E-Voting | | 1,34,95,522 | 100,000 | 1,34,95,522 | - | 100.000 | King wilder auch Stores |
| | Poll | 1,34,95,522 | | - | _ | - | - | |
| | Postal Ballot (if | 1,5.1,55,522 |] " | , | | | | |
| romoter and Promoter Group | applicable) | | <u> </u> | - | - | _ | - | _ |
| | Total | 1,34,95,522 | 1,34,95,522 | 100.000 | 1,34,95,522 | - | 100.000 | 0,000 |
| | E-Voting | | 2,33,82,702 | 87.277 | 2,32,93,037 | 89,665 | 99,617 | 0.383 |
| | Poll | 2,67,91,235 | - | - | - | - | - | - |
| | Postal Ballot (if | 2,07,51,255 | | | | | | |
| Public-Institutions | applicable) | | - | - 1 | - | - | _ | _ |
| | Total | 2,67,91,235 | 2,33,82,702 | 87.277 | 2,32,93,037 | 89,665 | 99.617 | 0.384 |
| | E-Voting | | 32,31,101 | 22.609 | 10,34,293 | 21,96,808 | 32.011 | 67,989 |
| | Poli | 1,42,90,967 | 95,003 | 0.665 | 94,959 | 44 | 99.954 | 0.046 |
| | Postal Ballot (if | *, +2,30,307 | | | | | | 0.070 |
| Public- Non Institutions | applicable) | | | | - | - , | | _ |
| | Total | 1,42,90,967 | 33,26,104 | 23.274 | 11,29,252 | 21,96,852 | 33.951 | 66.049 |
| | Iotal | 5,45,77,724 | 4,02,04,328 | 73,664 | 3,79,17,811 | | 94.318 | 5.687 |

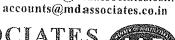


New No.6, Old No.12, Appavoo Gramani 1st Street, Mandaveli, (Opp. to Church Near by BSNL Office) Chennai - 600 028, Ph: 044-4360 1111

E-mail: secretarial@mdassociates.co.in

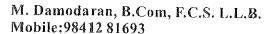


M. DAMODARAN & ASSOCIATES



ISO 9001:2008

Practicing Company Secretaries



CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E-VOTING& INSTA POLL)

Form No MGT - 13

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations ("SEBI LODR 2015")]

To,

The **Chairman** of 22nd Annual General Meeting of the Equity Shareholders of VA Tech Wabag Limited held on the 27th July, 2017 at 10.00 AM at The Music Academy(Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014.

Dear Sir,

- 1.I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Velayudaraja Street, Mandavelipakkam, Raja Annamalai Puram, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of VA Tech Wabag Limited (the company) for the purpose of :
- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015.
- (ii) Poll through electronic voting system (Insta Poll) under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 22ndAnnual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 27th July 2017 at 10.00 AM at The Music Academy (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai 600 014.







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- 2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act,2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by using an electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 22ndAGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Insta Poll at AGM) is restricted to make a consolidated scrutinizer's report of the vote cast "in favor "or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.
- 3. The remote e-voting remained opened at 9.00 a.m on 21^{st} July 2017 (Friday) and up to 5.00 pm on 26^{th} July 2017(Wednesday).
- 4. The Equity shareholders holding shares as on 14^{th} July 2017(Friday), cutoff date, were entitled to vote on the resolutions stated in the Notice of the 22^{nd} Annual General Meeting of the Company.
- 5. After the Conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/Registrar and Transfer agents of the Company and the authorized/ Proxies lodged with the Company.
- 6. The Facility for voting through ballot was also made available at the venue of the AGM and ballot box was provided. However, no member voted through ballot at the AGM.
- 7. After the Conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on 27th July 2017 at 11.30 AM in presence of two witnesses who are not in the employment of the Company.
- 8. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" or "Against" through remote e voting and voting at the annual general meeting by electronic means (Instapoll)
- 9. The Combined report on the results of remote e-voting and Insta poll as under:

\$ 5081 \$ 100 APRIL 100 APR



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Results of E-Voting and Insta Poll of M/s VA Tech Wabag Limited

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors & Audited Consolidated Financial Statements for the FY

Passed as OrdinaryResolution:

| <u>rascu</u> | Total Valid Polls | y <u>kesolution</u> ' | Favour | | | Against | | Total % of |
|----------------------|---|---------------------------|--------------------------------|-----|---------------------------|-----------------------------------|-----|--|
| Mode of Voting | Receive d & valid e- voting casted (3)+(6 | No of Members voted | No of votes cast by them | % | No of Members voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 13 | 95013 | 100 | 0 | 0 | 0 | 100 |
| E- Voting | 202 | 202 | 40106433 | 100 | 0 | 0 | 0 | 100 |
| Total | 215 | 215 | 40201446 | 100 | 0 | 0 | 0 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 2 . | 3110 |
| Total | 3 | 3220 |







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Item No: 2

Declaration of dividend on equity shares.

Passed as Ordinary Resolution:

| | Total Valid Polls | Favour | | | | Total % of | | |
|----------------------|-------------------------|---------------------------|--------------------------------|-----|---------------------------|-----------------------------------|-----|--|
| Mode of Voting | Receive d | No of Members voted | No of votes cast by them | % | No of Members voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 13 | 95013 | 100 | 0 | 0 | 0 | 100 |
| E- Voting | 203 | 203 | 40109433 | 100 | 0 | 0 | 0 | 100 |
| Total | 216 | 216 | 40204446 | 100 | 0 | 0 | 0 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 1 | 110 |
| Total | 2 . | 220 |







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Item No: 3

Re-appointment of Mr. SUBRAMANIAN VARADARAJAN (DIN:02353065) as Director, who retires by rotation.

Passed as Ordinary Resolution:

| | Total Valid Polls | | | | | Total % of | | |
|----------------------|-------------------------|---------------------------|--------------------------------|---------|----------------------------|-----------------------------------|--------|--|
| Mode of Voting | Mode Receive d | No of Members voted | No of votes cast by them | % | No of Member s voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 12 | 94969 | 99.9537 | 1 | 44 | 0.0463 | 100 |
| E- Voting | 201 | 197 | 36498500 | 99.9847 | 4 | 5589 | 0.0153 | 100 |
| Total | 214 | 209 | 36593469 | 99.9846 | 5 | 5633 | 0.0154 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 4 | 3605454 |
| Total | 5 . | 3605564 |







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Item No: 4

Ratification of appointment of M/s. Walker Chandiok & Co. LLP as the statutory auditors of the Company.

Passed as Ordinary Resolution:

| | Total Valid Polls | Favour | | | | Total % of | | |
|----------------------|-------------------------|---------------------------|--------------------------------|---------|-------------------------------|-----------------------------------|--------|--|
| Mode of Voting | de Receive f d | No of Members voted | No of votes cast by them | % | No of Membe rs voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 11 | 94959 | 99.9432 | 2 | 54 | 0.0568 | 100 |
| E- Voting | 203 | 199 | 39422037 | 98.2908 | 4 | 685520 | 1.7092 | 100 |
| Total | 216 | 210 | 39516996 | 98.2947 | 6 | 685574 | 1.7053 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | .5 | 1986 |
| Total | 3 | 2096 |







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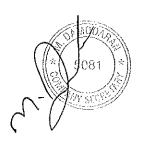
Item No: 5

Re-appointment of B D Narang (00826573) as an Independent director.

Passed as Special Resolution:

| | Total Valid Polls | id Favour | | | Against | | | Total % |
|----------------------|---|---------------------------|--------------------------------|---------|----------------------------|-----------------------------------|---------|--|
| Mode of Voting | Receive d & valid e- voting casted (3)+(6 | No of Members voted | No of votes cast by them | % | No of Member s voted | No of votes cast by them | % | of valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 12 | 94969 | 99.9537 | 1 | 44 | 0.0463 | 100 |
| E- Voting | 198 | 173 | 33579526 | 85.7583 | 25 | 5576459 | 14.2417 | 100 |
| Total | 211 | 185 | 33674495 | 85.7927 | 26 | 5576503 | 14.2073 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 7 | 953558 |
| Total | 8 | 953668 |







Practicing Company Secretaries

Item No: 6

Re-appointment of Sumit Chandwani (00179100) as an Independent director.

Passed as Special Resolution:

| | Total Valid Polls | Favour | | | | Total % | | |
|----------------------|--|---------------------------|--------------------------------|---------|-------------------------------|-----------------------------------|---------|--|
| Mode of Voting | de Receive f d ing & valid e- No voting Memb | No of Members voted | No of votes cast by them | % | No of Membe rs voted | No of votes cast by them | % | of valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 12 | 94969 | 99.9537 | 1 | 44 | 0.0463 | 100 |
| E- Voting | 194 | 114 | 29663714 | 80.8423 | 80 | 7029586 | 19.1577 | 100 |
| Total | 207 | 126 | 29758683 | 80.8917 | 81 | 7029630 | 19.1083 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 11 | 3416243 |
| Total | 12 | 3416353 |







Practicing Company Secretaries

Item No: 7

Re-appointment of Revathi Kasturi (01837477) as an Independent director.

Passed as Special Resolution:

| | Total Valid Polls | Favour | | | Against | | | Total % of |
|----------------------|---|---------------------------|--------------------------------|---------|---------------------------|-----------------------------------|--------|--|
| Mode of Voting | Receive d & valid e- voting casted (3)+(6) | No of Members voted | No of votes cast by them | % | No of Members voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 12 | 94969 | 99.9537 | 1 | 44 | 0.0463 | 100 |
| E- Voting | 199 | 187 | 38600395 | 98.5764 | 12 | 557466 | 1.4236 | 100 |
| Total | 212 | 199 | 38695364 | 98.5797 | 13 | 557510 | 1.4203 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 6 | 951682 |
| Total | 7 | 951792 |





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Practicing Company Secretaries

Item No: 8

Increase in the borrowing limits of the Company.

Passed as Special Resolution:

| | Total Valid Polls | lid Favour | | | | Total % of | | |
|----------------------|---|---------------------------|--------------------------------|---------|---------------------------|--------------------------------|---------|--|
| Mode of Voting | Receive d & valid e- voting casted (3)+(6 | No of Members voted | No of votes cast by them | % | No of Members voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 13 | 11 | 94959 | 99.9432 | 2 | 54 | 0.0568 | 100 |
| E- Voting | 201 | 132 | 34067476 | 84.9519 | 69 | 6034581 | 15.0481 | 100 |
| Total | 214 | 143 | 34162435 | 84.9874 | 71 | 6034635 | 15.0126 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 1 | 110 |
| E-Voting | 3 | 7486 |
| Total | 4 | 7596 |





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Item No: 9

Increase in limits for Creation of Charges on the assets of the Company.

Passed as Special Resolution:

| | Total Valid Polls | Favour | | | Against | | | Total % of |
|----------------------|---|---------------------------|--------------------------------|---------|---------------------------|--------------------------------|---------|--|
| Mode of Voting | Receive d & valid e- voting casted (3)+(6) | No of Members voted | No of votes cast by them | % | No of Members voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 12 | 11 | 94959 | 99.9537 | 1 | 44 | 0.0463 | 100 |
| E- Voting | 200 | 132 | 34067546 | 84.9522 | 68 | 6034491 | 15.0478 | 100 |
| Total | 212 | 143 | 34162505 | 84.9876 | 69 | 6034535 | 15.0124 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 2 | 120 |
| E-Voting | 4 | 7506 |
| Total | 6 | 7626 |





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Item No: 10

Rising of funds through Qualified Institutional Placement (QIP)/Private Placement/ Preferential Allotment.

Passed as Special Resolution:

| | Total Valid Polls | Favour | | | Against | | | Total % of |
|----------------------|---|---------------------------|--------------------------------|---------|---------------------------|--------------------------------|--------|--|
| Mode of Voting | Receive d & valid e- voting casted (3)+(6 | No of Members voted | No of votes cast by them | % | No of Members voted | No of votes cast by them | % | valid Votes in Favour & Against (5)+(8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| Insta Poll | 12 | 11 | 94959 | 99.9537 | 1 | 44 | 0.0463 | 100 |
| E- Voting | 202 | 196 | 37822852 | 94.2994 | 6 | 2286473 | 5.7006 | 100 |
| Total | 214 | 207 | 37917811 | 94.3128 | 7 | 2286517 | 5.6872 | 100 |

| Mode of Voting | Total number of members whose votes were abstained | Total number of votes abstained |
|-------------------|--|--|
| Instapoll | 2 | 120 |
| E-Voting | 2 | 218 |
| Total | 4 | 338 |





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Practicing Company Secretaries

Note: There were no invalid votes casted in the above said Resolutions.

10. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

M/Damodaran
Practicing Company Secretary

Place: Chennai Date: 27.07.2017