

**VA TECH WABAG LIMITED**  
**Voting Results of 20<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> July 2015 as per Clause 35A**

<b>Date of the AGM</b>	July 27, 2015
<b>Total number of shareholders as on record date (i.e. July 17, 2015 – cut-off date for e-voting purpose):</b>	39,902
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
a) Promoters and Promoter Group	4
b) Public	345
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
a) Promoters and Promoter Group	NIL
b) Public	

**Agenda wise**

**In case of poll / postal Ballot / E-Voting:**

The Mode of Voting for all resolutions was remote e-voting and e-voting at the meeting:

**Resolution 1 : Consideration and adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors & Audited Consolidated Financial Statements (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,37,13,528	50.5036	1,37,13,528	0	100	0
Public – Others	1,15,16,730	87,529	0.76	87,153	376	99.5704	0.4295
<b>Total</b>	<b>5,44,43,689</b>	<b>2,95,74,461</b>		<b>2,95,74,085</b>	<b>376</b>		



**Resolution 2 : Declaration of Dividend on Equity Shares (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,76,53,256	65.0127	1,76,53,256	0	100	0
Public – Others	1,15,16,730	87,530	0.76	87,529	1	99.9988	0.0011
<b>Total</b>	<b>5,44,43,689</b>	<b>3,35,14,190</b>		<b>3,35,14,189</b>	<b>1</b>		

**Resolution 3 : Re-appointment of Rajiv Mittal, who retires by rotation (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,71,88,037	63.2994	1,50,42,298	21,45,739	87.516	12.4839
Public – Others	1,15,16,730	87,500	0.7598	87,500	0	100	0
<b>Total</b>	<b>5,44,43,689</b>	<b>3,30,48,941</b>		<b>3,09,03,202</b>	<b>2145739</b>		

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

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,76,53,256	65.0127	1,66,60,129	9,93,127	94.3742	5.6257
Public – Others	1,15,16,730	85,762	0.7447	85,762	0	100	0
<b>Total</b>	<b>5,44,43,689</b>	<b>3,35,12,422</b>		<b>3,25,19,295</b>	<b>9,93,127</b>		



**Resolution 5 : Re-appointment of Rajiv Mittal as Managing Director (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)*100]$
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,71,88,037	63.2994	1,69,27,037	2,61,000	98.4815	1.5184
Public – Others	1,15,16,730	87,500	0.7598	87,500	0	100	0
<b>Total</b>	<b>5,44,43,689</b>	<b>3,30,48,941</b>		<b>3,27,87,941</b>	<b>2,61,000</b>		

**Resolution 6 : Appointment of Malay Mukherjee as an Independent Director (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)*100]$
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	27153555	1,71,88,037	63.2994	1,71,88,037	0	100	0
Public – Others	11516730	85,762	0.7447	85,742	20	99.9766	0.0233
<b>Total</b>	<b>54443689</b>	<b>3,30,47,203</b>		<b>3,30,47,183</b>	<b>20</b>		

**Resolution 7 : Appointment of S Varadarajan as Director (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)*100]$
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,76,53,256	65.0127	1,73,92,256	2,61,000	98.5215	1.4784
Public – Others	1,15,16,730	87,138	0.7566	87,138	0	100	0
<b>Total</b>	<b>5,44,43,689</b>	<b>3,35,13,798</b>		<b>3,32,52,798</b>	<b>2,61,000</b>		



**Resolution 8 : Approval of Fund based & Non Fund based borrowing limits (Special Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,76,53,256	65.0127	1,76,03,832	49,424	99.72	0.2799
Public – Others	1,15,16,730	87,530	0.76	87,524	6	99.9931	0.0068
<b>Total</b>	<b>5,44,43,689</b>	<b>3,35,14,190</b>		<b>3,34,64,760</b>	<b>49,430</b>		

**Resolution 9 : Approval for creation of charge/ mortgage/hypothecation on the Company's Assets (Special Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,76,53,256	65.0127	1,73,42,832	3,10,424	98.2415	1.7584
Public – Others	1,15,16,730	86,154	0.7481	85,834	320	99.6285	0.3714
<b>Total</b>	<b>5,44,43,689</b>	<b>3,35,12,814</b>		<b>3,32,02,070</b>	<b>3,10,744</b>		



**Resolution 10 : Approval of remuneration of the Cost Auditors for the FY ending 31<sup>st</sup> March 2015 (Ordinary Resolution)**

Promoter/ public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5) / (2)*100]
Promoter and Group	1,57,73,404	1,57,73,404	100	1,57,73,404	0	100	0
Public – Institutional holders	2,71,53,555	1,76,53,256	65.0127	1,76,44,072	9,184	99.9479	0.052
Public – Others	1,15,16,730	85,792	0.7449	85,772	20	99.9766	0.0233
<b>Total</b>	<b>5,44,43,689</b>	<b>3,35,12,452</b>		<b>3,35,03,248</b>	<b>9,204</b>		

For VA TECH WABAG LIMITED


  
 RAJIV BALAKRISHNAN  
 Company Secretary & DGM - Investor Relations

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

### CONSOLIDATED SCRUTINIZER'S REPORT

#### (REMOTE E-VOTING & INSTA POLL)

[Pursuant to Section 108 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended]

To,

The **Chairman** of 20th Annual General Meeting of the Equity Shareholders of VA Tech Wabag Limited held on the 27th July, 2015 at Rani Seethai Hall, 603, Anna Salai, Chennai-600006.

Dear Sir,

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramni 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

(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 20th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 27th July, 2015 at Rani Seethai Hall, 603, Anna Salai, Chennai-600006.

2. The management of the Company is responsible to ensure the compliance with the requirement of the Company 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 20th AGM 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

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



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Practicing Company Secretaries



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Mobile:98412 81693

restricted to make a consolidated scrutinizer's report of the voted cast "in favor" or "against" the resolution stated above, 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.

**VA TECH WABAG LIMITED E VOTING & INSTA POLL REPORT:**

Resolution	Mode	Ballots Received	Favour		Against		Invalid	
			Ball-ots	Votes	Ball-ots	Votes	Ball-ots	Votes
1. Adoption of Accounts	ELE	200	197	29569266	1	376	3	3939729
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	223	29574085	1	376	3	3939729
2. To Declare Dividend	ELE	200	199	33509370	1	1	0	0
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	225	33514189	1	1	0	0
3. Reappointm ent of Mr. of Rajiv Mittal	ELE	200	187	30898383	8	2145739	5	465249
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	213	30903202	8	2145739	5	465249
4. To Re-appoint Auditors	ELE	200	191	32514476	6	993127	3	1768
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	217	32519295	6	993127	3	1768
5. To Reappoint Mr.Rajiv Mittal as a M.D	ELE	200	193	32783122	2	261000	5	465249
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	219	32787941	2	261000	5	465249



New No.6, Old No.12,  
 Appavoo Gramani 1st Street,  
 Mandaveli,  
 (Opp. to Church Near by BSNL Office)  
 Chennai - 600 028.  
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**M. DAMODARAN & ASSOCIATES**

Practicing Company Secretaries



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**Mobile:98412 81693**

6. To Appoint Mr. Malay Mukherjee as Independent director	ELE	200	192	33042364	1	20	7	466987
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	218	33047183	1	20	7	466987
7. To Appoint Mr.S.Varada rajan as director.	ELE	200	196	33247979	2	261000	2	392
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	222	33252798	2	261000	2	392
8. To Approve Borrowing Limits	ELE	200	194	33459941	6	49430	0	0
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	220	33464760	6	49430	0	0
9. To Approve Creation of Charges	ELE	200	190	33197251	9	310744	1	1376
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	216	33202070	9	310744	1	1376
10. To Approve the Remunerati on of the Cost auditors	ELE	200	196	33498429	2	9204	2	1738
	PHY	26	26	4819	0	0	0	0
	TOTAL	226	222	33503248	2	9204	2	1738

Thanking You,

Yours faithfully,

Date: 27.07.2015  
 Place: Chennai

For M. DAMODARAN & ASSOCIATES  
 (Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081