

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: Proceedings of 22nd Annual General Meeting of the Company held on 27.07.2017

Please find enclosed the proceedings of the 22nd Annual General Meeting of VA TECH WABAG LIMITED held today.

Kindly take on record the same.

Thanking You,

Yours faithfully,
For VA TECH WABAG LIMITED



R Swaminathan
Company Secretary



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**PROCEEDINGS OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF
VA TECH WABAG LIMITED HELD ON THURSDAY, JULY 27, 2017 AT 10:00 A.M.**

The 22nd Annual General Meeting (AGM) of the members of VA Tech Wabag Limited (the Company) was held on Thursday, July 27, 2017 at 10:00 A.M. at The Music Academy (Mini Hall), New no.168, TTK Road, Royapettah, Chennai-600014.

Mr. Bhagwan Dass Narang, Chairman welcomed all members to the 22nd AGM of the Company and introduced the Directors & CEO India Cluster on the dais. All Promoters and Directors were present at the Meeting.

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 22nd Annual General Meeting (AGM) along with the copies of the audited accounts for the year ended 31st March, 2017 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 22nd AGM was taken as read. The Chairman then informed the members, that there were 10 resolutions to be passed at the 22nd AGM and ordered poll (insta-poll) on all the 10 resolutions. He also informed that the poll shall be concluded at the closure of the meeting.

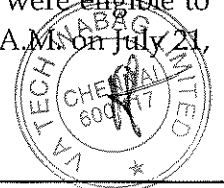
The Chairman thereafter requested Mr. M. Damodaran, Practicing Company Secretary (Membership No. FCS 5837) to act as the scrutinizer for conducting the poll process in a fair and transparent manner and submit his report. He then advised Mr. R Swaminathan, Company Secretary to take the members through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

Mr. R Swaminathan, 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 Regulation 44 of SEBI, (Listing Obligations & Disclosure Requirements) regulations, 2015, 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 22nd AGM.

Mr. R Swaminathan apprised that, the members as on the cut-off date, July 14, 2017 were eligible to participate in the e-voting process and the said e-voting process commenced at 09:00 A.M. on July 21, 2017 and concluded at 05:00 P.M. on July 26, 2017.

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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. R Swaminathan 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 14, 2017, who were present in person and through proxy at the 22nd AGM and who have not exercised their right to vote through e-voting process. Thereafter the poll process was carried out.

Mr. R Swaminathan informed the members that the combined results of the e-voting and insta-poll conducted at the AGM as submitted by the Scrutinizer, shall be intimated to the stock exchanges within 48 hours of conclusion of AGM 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. R Swaminathan 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.

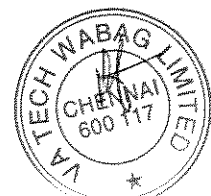
The Chairman then invited Mr. Rajiv Mittal, Managing Director & Group CEO to make a presentation on the Company to the shareholders. Mr. Rajiv Mittal, made a presentation on the Company and handed over the dais back to the Chairman.

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. Few members have raised queries on the Company's accounts and businesses and also made suggestions for additional information in the annual report. The Chairman and Managing Director have thanked them and addressed such queries and informed their suggestions will be suitably considered by the company.

The resolutions passed by the members with requisite majority at the 22nd AGM related to the following.

ORDINARY BUSINESS:

1. Consideration and adoption of audited financial statements, Reports of the Board of Directors and Auditors & audited consolidated financial statements for the FY 2016-17 (Ordinary Resolution)
2. Declaration of dividend on equity shares (Ordinary Resolution)
3. Re-appointment of Mr. S Varadarajan (DIN:02353065), who retires by rotation (Ordinary Resolution)



4. Ratification of appointment of M/s Walker Chandiook & Co. LLP as the statutory auditors of the Company (**Ordinary Resolution**)

SPECIAL BUSINESS:

5. Re-appointment of Mr. B D Narang (DIN:00826573) as an Independent Director (**Special Resolution**)
6. Re-appointment of Mr. Sumit Chandwani (DIN:00179100) as an Independent Director (**Special Resolution**)
7. Re-appointment of Ms. Revathi Kasturi (DIN:01837477) as an Independent Director (**Special Resolution**)
8. Increase in the borrowing limits of the Company (**Special Resolution**)
9. Increase in limits for Creation of Charges on the assets of the Company (**Special Resolution**)
10. Raising of Funds through QIP/Private placement/Preferential Allotment (**Special Resolution**)

The Chairman thereafter declared the proceedings of the 22nd AGM as closed at 11:30 AM.

The consolidated scrutinizer's report was received from the scrutinizer and accordingly all the resolutions set out in the notice of the AGM were declared as passed and the same 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 Regulation 44 of SEBI, (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For VA TECH WABAG LIMITED



**R SWAMINATHAN
COMPANY SECRETARY**