

January 30, 2024

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

BSE Limited,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

NSE Symbol: **WABAG**BSE Scrip Code: **533269**

Dear Sir/Madam,

**Sub.: Proceedings of the 15<sup>th</sup> Extraordinary General Meeting of the Company**

This is to inform that pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 15<sup>th</sup> Extraordinary General Meeting of the Company held today i.e. Tuesday, January 30, 2024 at 11.00 A.M. (IST) through Video Conferencing/Other Audio Visual means.

Kindly take the same on record.

Thanking you,

For **VA TECH WABAG LIMITED**

**Anup Kumar Samal**  
Company Secretary & Compliance Officer  
Membership No.: F4832



Encl.: as above

Sustainable solutions, for a better life

**PROCEEDINGS OF THE FIFTEENTH (15<sup>TH</sup>) EXTRAORDINARY GENERAL MEETING OF  
VA TECH WABAG LIMITED HELD ON TUESDAY, JANUARY 30, 2024 AT 11:00 A.M. (IST)**

The 15<sup>th</sup> Extraordinary General Meeting (“EGM”) of the Members of VA TECH WABAG LIMITED (“the Company”) was held on Tuesday, January 30, 2024 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (VC/OAVM) at the Registered Office of the Company, being the deemed venue for the EGM.

The EGM was held in compliance with the Ministry of Corporate Affairs (“MCA”)’s General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 as amended by the SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (Collectively referred to as ‘SEBI Circulars’) and as per the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

Mr. Anup Kumar Samal, Company Secretary & Compliance Officer, welcomed the Members of the Company and briefed them the process to participate at the EGM and to join the Q&A session by the Speaker Shareholders.

Mr. Rajiv Mittal, Chairman and Managing Director, took the chair and welcomed the Members to the 15<sup>th</sup> EGM of the Company. The Chairman having ascertained that the requisite quorum fixed for the Meeting was present, declared the Meeting open. The Promoters and Directors of the Company participated the Meeting through video conferencing. The Chairman informed that the EGM was being held through VC/OAVM mode.

At the request of the Chairman, each Director confirmed their participation and introduced themselves to the Members. The Chairman further informed the Members that Mr. Shailesh Kumar - CEO-India Cluster, Mr. Skandaprasad Seetharaman - Group Chief Financial Officer, Mr. Arulmozhi - Chief Financial Officer - India Cluster, Mr. Anup Kumar Samal - Company Secretary & Compliance Officer, Statutory Auditors, Secretarial Auditors, Internal Auditors, Cost Auditor and other Management officials of the Company were present at the EGM. It was also informed that the Statutory Registers and other relevant documents as required pursuant to the provisions of the Companies Act, 2013 were available for inspection on the website of KFin Technologies Limited (RTA).

The Company Secretary then informed the Members that the Notice of the 15<sup>th</sup> EGM was dispatched within the stipulated time. He further informed that the Notice of the 15<sup>th</sup> EGM be taken as read.



The Company Secretary then informed the Members that, since, all the Resolutions as set out in the Notice of the 15<sup>th</sup> EGM had already been put to vote through remote e-voting facility, the resolutions were not required to be proposed or seconded by the Members at the EGM in terms of the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI). 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company facilitated the remote e-voting facility to all the Members through the voting platform of KFin Technologies Limited to vote on all resolutions proposed to be passed at the 15<sup>th</sup> EGM. The Company Secretary further apprised that, the Members as on the cut-off date viz., January 19, 2024 were eligible to participate in the remote e-voting process and the said remote e-voting process commenced at 9:00 A.M. (IST) on Tuesday, January 23, 2024 and concluded at 5:00 P.M. (IST) on Monday, January 29, 2024.

The Company Secretary further informed that there were 2 (two) resolutions to be passed at the 15<sup>th</sup> EGM and the Chairman then ordered e-voting at the EGM on the 2 (two) resolutions. He also informed that the e-voting shall conclude within 30 (thirty) minutes after the closure of the EGM.

The Company Secretary further informed that, as ordered by the Chairman, the e-voting during the EGM shall be conducted electronically, to enable the Members of the Company holding shares as on the cut-off date i.e., Friday, January 19, 2024, who were present in e-EGM and who had not exercised their right to vote through remote e-voting process. Thereafter, the e-voting process during the EGM was carried out.

The Company Secretary further informed the Members that the Board of Directors of the Company had appointed Mr. M. Damodaran, Practicing Company Secretary (COP No. FCS 5081), Managing Partner or in his absence Mrs. J. Kalaiyarasi, Practicing Company Secretary (COP No. FCS 19385), Partner of M/s M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai as the scrutinizer, for conducting the remote e-voting process in a fair and transparent manner.

The Company Secretary thereafter requested Mr. M. Damodaran, Practicing Company Secretary (COP No. FCS 5081), Managing Partner or in his absence Mrs. J. Kalaiyarasi, Practicing Company Secretary (COP No. FCS 19385), Partner of M/s M Damodaran & Associates LLP, Practicing Company Secretaries, to act as the scrutinizer for conducting the e-voting process during the EGM and submit his/her report.

Thereafter, the Company Secretary briefed the Members about the e-voting process during the EGM.

The Company Secretary further informed the Members that, the combined results of the remote e-voting and e-voting during the EGM as submitted by the Scrutinizer, shall be intimated to the stock exchanges within 2 (two) working days from the conclusion of EGM and the same will also be uploaded on the Company's website ([www.wabag.com](http://www.wabag.com)) and the website of the Company's Registrar and Transfer Agent, KFin Technologies Limited (<https://evoting.kfintech.com>).



The Chairman then invited the Members who had registered themselves as speakers to speak/ ask questions on the Resolutions as set out in the Notice, if any. Few members raised queries on Wabag Centenary Stock Option Scheme 2023 and also appreciated the noble ongoing projects of the Company and further requested the Company to hold its Annual General Meeting in physical mode and other aspect.

The Chairman thanked them and addressed all the queries and took note of the Members' suggestions.

The resolutions placed before the Members at the 15<sup>th</sup> EGM are as follows:

**SPECIAL BUSINESS:**

1. To approve adoption of 'Wabag Centenary Stock Option Scheme 2023'  
(Passed as Special Resolution with requisite majority)
2. To approve extension and grant of Centenary Stock Options to the Employees of Group company(ies) including Subsidiary company(ies) and/or Associate company(ies) of the Company under 'Wabag Centenary Stock Option Scheme 2023'  
(Passed as Special Resolution with requisite majority)

The 15<sup>th</sup> EGM of the Company concluded at 11.55 A.M. (IST) (including 30 minutes time allowed for e-voting at the EGM).

The consolidated scrutinizer's report was received from the scrutinizer and accordingly all the resolutions set out in the Notice of the 15<sup>th</sup> EGM were declared as passed and the same was uploaded on the website of the Company and KFin Technologies Limited.

Further, the results in the prescribed format were notified to the Stock Exchanges under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For VA TECH WABAG LIMITED

**Anup Kumar Samal**  
Company Secretary & Compliance Officer  
Membership No.: F4832

