

14th August, 2019

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

BSE Limited,
Listing Department
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400001

Dear Sirs,

Sub: Proceedings of 24th Annual General Meeting of the Company held on 13.08.2019

Ref: NSE Symbol: WABAG / BSE Scrip Code: 533269

Please find enclosed the proceedings of the 24th 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 & Compliance Officer

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**PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF
VA TECH WABAG LIMITED HELD ON TUESDAY, AUGUST 13, 2019 AT 10:30 A.M.**

The 24th Annual General Meeting (AGM) of the Members of VA Tech Wabag Limited (the Company) held on Tuesday, August 13, 2019 at 10:30 A.M. at Rani Seethai Hall, No.603, Anna Salai, Chennai - 600 006.

Mr. Bhagwan Dass Narang, Chairman welcomed all members to the 24th AGM of the Company and introduced the Directors 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 24th Annual General Meeting (AGM) along with the copies of the audited accounts for the year ended 31st March, 2019 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 24th AGM was taken as read. The Chairman then informed the members that, there were 5 resolutions to be passed at the 24th AGM and ordered poll (insta-poll) on all the 5 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 Fintech Private Limited to vote on all resolutions proposed to be passed at the 24th AGM.

He further apprised that, the members as on the cut-off date, August 06, 2019 were eligible to participate in the e-voting process and the said e-voting process commenced at 09:00 A.M. on August 08, 2019 and concluded at 05:00 P.M. on August 12, 2019.



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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.

He further 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. August 06, 2019, who were present in person and through proxy at the 24th AGM and who have not exercised their right to vote through e-voting process. Thereafter the poll process was carried out.

He further 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 Fintech Private Limited.

Thereafter, at the request of the Members, the Independent Auditors' Report for the year ended 31st March 2019 to the members was taken as read 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 at their request.

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 business and showed certain videos on the projects executed by Wabag 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 business & financial performance, projects, share price, intimation/communication to shareholder about AGM, funding, suggestions for dividend payment/issuance of bonus shares, other benefits on account of forthcoming 25th AGM scheduled to be held in 2020 and other aspects. The Chairman and Managing Director have thanked them and addressed such queries / suggestions.

The resolutions placed before the Members at the 24th AGM related to the following.

ORDINARY BUSINESS:

1. Consideration and adoption of audited financial statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and Auditors & the audited consolidated financial statements of the Company for the financial year ended March 31, 2019. **(Passed as Ordinary Resolution with requisite majority)**



2. Re-appointment of Mr. S Varadarajan (DIN:02353065), who retires by rotation **(Passed as Ordinary Resolution with requisite majority)**

SPECIAL BUSINESS:

3. Appointment of Mr. Milin Mehta (DIN: 01297508), as an Independent Director **(Passed as Special Resolution with requisite majority)**
4. Ratification of the Remuneration of Cost Auditor for the financial year 2018-19 **(Passed as Ordinary Resolution with requisite majority)**
5. Issuance of securities by way of Private Placement/ Preferential Allotment/ Further Public Offer. **(Special Resolution not passed with requisite majority)**

The Chairman thereafter declared the proceedings of the 24th AGM as closed at 11.55 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 except Agenda item no.5 of the notice and the same was uploaded on the website of the Company and Karvy Fintech 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 & COMPLIANCE OFFICER

