

22<sup>nd</sup> July, 2014

Sec/ Jul-14/009

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

Dear Sir,

**Sub: Compliances under Listing Agreement**

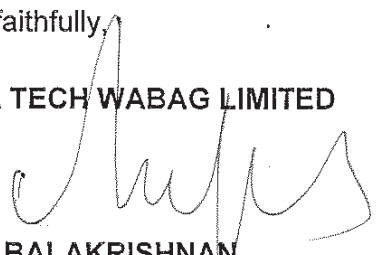
In compliance with the provisions of the Listing agreement we enclose the following:

1. Proceedings as required under Clause 31(d) of the Listing Agreement for the 19<sup>th</sup> Annual General Meeting of our Company held on July 21, 2014.
2. Voting results at the Annual General Meeting as required under Clause 35A of the Listing Agreement.
3. Scrutinizer's combined report on e-voting process and Poll conducted at the Annual General Meeting.

We request you to take on record the same.

Thanking You.

Yours faithfully,

For **VA TECH WABAG LIMITED**  
**RAJIV BALAKRISHNAN**  
**COMPANY SECRETARY & DGM INVESTOR RELATIONS**

Sustainable solutions, for a better life

**VA TECH WABAG LIMITED**  
**Voting Results at the 19<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July 2014 as per Clause 35A**

|                                                                                                                 |               |
|-----------------------------------------------------------------------------------------------------------------|---------------|
| <b>Date of the AGM</b>                                                                                          | July 21, 2014 |
| <b>Total number of shareholders as on record date (i.e. June 18, 2014 – cut-off date for e-voting purpose):</b> | 27,898        |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b>                            |               |
| a) Promoters and Promoter Group                                                                                 | 4             |
| b) Public                                                                                                       | 249           |
| <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 E-Voting and Poll (electronically) conducted at the meeting.

**Resolution 1 : Adoption of (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014 (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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 75,64,505           | 58.7714                                 | 75,62,951              | 1,554                | 99.9794                             | 0.0205                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,825                 | 0                    | 100.0000                            | 0.0000                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,56,88,032</b>  |                                         | <b>1,56,86,478</b>     | <b>1,554</b>         |                                     |                                    |

Sustainable solutions, for a better life



**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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 95,89,505           | 74.5044                                 | 93,84,286              | 2,05,219             | 97.8599                             | 2.1400                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,825                 | 0                    | 100.0000                            | 0.0000                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,77,13,032</b>  |                                         | <b>1,75,07,813</b>     | <b>2,05,219</b>      |                                     |                                    |

**Resolution 3 : Re-appointment of Mr. 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             | 8,056,702          | 8,056,702           | 100.0000                                | 8,056,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 12,871,054         | 93,49,956           | 72.6433                                 | 85,85,795              | 7,64,161             | 91.8271                             | 8.1728                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,770                 | 55                   | 99.9176                             | 0.0823                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,483</b>  |                                         | <b>1,67,09,267</b>     | <b>7,64,216</b>      |                                     |                                    |

**Resolution 4 : Appointment of Auditors 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             | 8,056,702          | 80,56,702           | 100.0000                                | 8,056,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 95,89,505           | 74.5044                                 | 95,82,503              | 7,002                | 99.9269                             | 0.0730                             |
| Public – Others                | 57,82,164          | 66,815              | 1.1555                                  | 66,760                 | 55                   | 99.9176                             | 0.0823                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,77,13,022</b>  |                                         | <b>17,705,965</b>      | <b>7,057</b>         |                                     |                                    |

Sustainable solutions, for a better life

**Resolution 5 : Appointment of Mr. Sumit Chandwani 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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 93,49,956           | 72.6433                                 | 88,91,161              | 4,58,795             | 95.0930                             | 4.9069                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,824                 | 1                    | 99.9985                             | 0.0014                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,483</b>  |                                         | <b>1,70,14,687</b>     | <b>4,58,796</b>      |                                     |                                    |

**Resolution 6 : Appointment of Ms.Revathi Kasturi 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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 93,49,956           | 72.6433                                 | 80,68,451              | 12,81,505            | 86.2939                             | 13.7060                            |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,825                 | 0                    | 100.0000                            | 0.0000                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,483</b>  |                                         | <b>1,61,91,978</b>     | <b>12,81,505</b>     |                                     |                                    |

**Resolution 7 : Appointment of Mr.Bhagwan Dass Narang 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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 93,49,956           | 72.6433                                 | 85,20,244              | 8,29,712             | 91.1260                             | 8.8739                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,825                 | 0                    | 100.0000                            | 0.0000                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,483</b>  |                                         | <b>1,66,43,771</b>     | <b>8,29,712</b>      |                                     |                                    |

Sustainable solutions, for a better life

**Resolution 8 : Appointment of Mr. Jaithirth Rao 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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 93,49,956           | 72.6433                                 | 93,42,954              | 7,002                | 99.9251                             | 0.0748                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,825                 | 0                    | 100.0000                            | 0.0000                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,483</b>  |                                         | <b>1,74,66,481</b>     | <b>7,002</b>         |                                     |                                    |

**Resolution 9 : Approval for revision in remuneration of the 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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 93,49,956           | 72.6433                                 | 93,49,956              | 0                    | 100.0000                            | 0.0000                             |
| Public – Others                | 57,82,164          | 66,825              | 1.1557                                  | 66,761                 | 64                   | 99.9042                             | 0.0957                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,483</b>  |                                         | <b>1,74,73,419</b>     | <b>64</b>            |                                     |                                    |

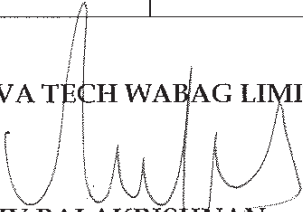


Sustainable solutions, for a better life

**Resolution 10 : Approval for payment of remuneration to the Non-Executive Directors (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             | 80,56,702          | 80,56,702           | 100.0000                                | 80,56,702              | 0                    | 100.0000                            | 0.0000                             |
| Public – Institutional holders | 1,28,71,054        | 93,49,956           | 72.6433                                 | 93,49,956              | 0                    | 100.0000                            | 0.0000                             |
| Public – Others                | 57,82,164          | 66,824              | 1.1557                                  | 66,768                 | 56                   | 99.9161                             | 0.0838                             |
| <b>Total</b>                   | <b>2,67,09,920</b> | <b>1,74,73,482</b>  |                                         | <b>1,74,73,426</b>     | <b>56</b>            |                                     |                                    |

For VA TECH WABAG LIMITED

  
**RAJIV BALAKRISHNAN**  
**COMPANY SECRETARY & DGM - INVESTOR RELATIONS**


Sustainable solutions, for a better life

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](mailto:secretarial@mdassociates.co.in)  
[accounts@mdassociates.co.in](mailto:accounts@mdassociates.co.in)



**M. DAMODARAN & ASSOCIATES**

Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
**Mobile:98412 81693**

**Scrutinizer's Report**

To

The Chairman of 19<sup>th</sup> Annual General Meeting of the members of  
**VA TECH WABAG LIMITED** to be held on the 21<sup>st</sup> day of July, 2014 at Rani Seethai Hall,  
603, Anna Salai, Chennai - 600 006.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a  
scrutinizer by

- (i) the Board of Directors of **VA TECH WABAG LIMITED** ("the Company")  
for the purpose of scrutinizing the e-voting process under the provisions of  
Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule  
20 of the Companies (Management & Administration) Rules, 2014  
("Rules") and
- (ii) The Chairman of the Annual General Meeting (AGM) on poll under the  
provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on  
the resolutions contained in the notice to the 19<sup>th</sup> Annual General Meeting  
(AGM) of the members of the Company, held on the 21<sup>st</sup> day of July, 2014  
at Rani Seethai Hall, 603, Anna Salai, Chennai - 600 006.

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
**Practicing Company Secretaries**



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy) , the authorized agency engaged by the company to provide e-voting facilities for e-Voting and also at the time of poll (through electronic means), at AGM.
3. I have issued two separate Scrutinizer's reports dated 19<sup>th</sup> July, 2014 on the e-voting and dated 21<sup>st</sup> July 2014 on the poll on the resolution contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of the e-voting together with that of the poll as under :-

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



| Item No. of Notice                                      | Votes in favor of the resolution |                                                       | Votes against the resolution |                                                       | Invalid Votes |
|---------------------------------------------------------|----------------------------------|-------------------------------------------------------|------------------------------|-------------------------------------------------------|---------------|
|                                                         | Nos.                             | % of total number of valid votes (Favour and against) | Nos.                         | % of total number of valid votes (Favour and against) |               |
| Item No. 1 of the Notice<br>(as an Ordinary Resolution) | 1,56,86,478                      | 99.9901                                               | 1,554                        | 0.0099                                                | 44,57,663     |
| Item No. 2 of the Notice<br>(as an Ordinary Resolution) | 1,75,07,813                      | 98.8414                                               | 2,05,219                     | 1.1586                                                | 24,32,663     |

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



|                                                      |             |         |           |        |           |
|------------------------------------------------------|-------------|---------|-----------|--------|-----------|
| Item No. 3 of the Notice (as an Ordinary Resolution) | 1,67,09,267 | 95.6264 | 7,64,216  | 4.3736 | 26,72,212 |
| Item No. 4 of the Notice (as an Ordinary Resolution) | 1,77,05,965 | 99.9602 | 7,057     | 0.0398 | 24,32,673 |
| Item No. 5 of the Notice (as an Ordinary Resolution) | 1,70,14,687 | 97.3743 | 4,58,796  | 2.6257 | 26,72,212 |
| Item No. 6 of the Notice (as an Ordinary Resolution) | 1,61,91,978 | 92.6660 | 12,81,505 | 7.3340 | 26,72,212 |
| Item No. 7 of the Notice (as an Ordinary Resolution) | 1,66,43,771 | 95.2516 | 8,29,712  | 4.7484 | 26,72,212 |

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



|                                                      |             |         |       |        |           |
|------------------------------------------------------|-------------|---------|-------|--------|-----------|
| Item No. 8 of the Notice (as an Ordinary Resolution) | 1,74,66,481 | 99.9599 | 7,002 | 0.0401 | 26,72,212 |
| Item No. 9 of the Notice (as an Ordinary Resolution) | 1,74,73,419 | 99.9996 | 64    | 0.0004 | 26,72,212 |
| Item No. 10 of the Notice (as a Special Resolution)  | 1,74,73,426 | 99.9997 | 56    | 0.0003 | 26,72,213 |

Place: Chennai

For **M. Damodaran & Associates**

Date: 21.07.2014

  
**M. Damodaran**  
(C.P. No. 5082)  
COMPANY SECRETARY