

22nd 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

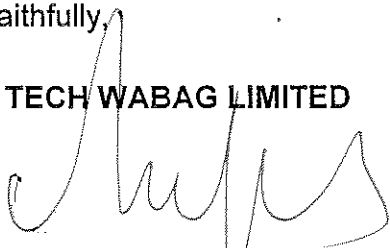
In compliance with the provisions of the Listing agreement we enclose the following:

1. Proceedings as required under Clause 31(d) of the Listing Agreement for the 19th 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

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**PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF
VA TECH WABAG LIMITED HELD ON MONDAY, JULY 21, 2014 AT 10:30 A.M.**

The 19th Annual General Meeting (AGM) of the Members of the Company was held on Monday, July 21, 2014 at 10:30 A.M. at Rani Seethai Hall, 603, Anna Salai, Chennai – 600 006.

Mr. Bhagwan Dass Narang, Chairman welcomed all Members to the 19th AGM of the Company and introduced the Directors on the dais.

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 19th Annual General Meeting (AGM) along with the copies of the Audited Accounts for the year ended 31st March, 2014 together with the Directors' and Auditors' Reports having been dispatched to all the Members within the statutory period. With the consent of the members, the Notice of the 19th AGM was taken as read.

The Chairman then informed the members, that there were 10 resolutions to be passed at the 19th AGM and ordered a Poll on all the 10 resolutions. He also informed that the Poll shall be concluded by 11.15 A.M.

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 the Scrutinizer's Report to him before the conclusion of the meeting.

The Chairman then called upon Mr. Rajiv Balakrishnan, Company Secretary to explain to the Members about the Poll Process and thereafter read out the Auditor's Report to the Members.

Mr. Rajiv Balakrishnan took the dais and explained the Members that there were 10 resolutions to be passed at the 19th AGM, that related to:

ORDINARY BUSINESS:

1. Consideration and 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 (Ordinary Resolution)
- b. Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014 (Ordinary Resolution)

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2. Declaration of Dividend on equity shares (Ordinary Resolution)
3. Appointment of Director in the place of Mr. Rajiv Mittal, who retires by rotation (Ordinary Resolution)
4. Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

SPECIAL BUSINESS:

5. Appointment of Mr. Sumit Chandwani as an Independent Director (Ordinary Resolution)
6. Appointment of Ms. Revathi Kasturi as an Independent Director (Ordinary Resolution)
7. Appointment of Mr. Bhagwan Dass Narang as an Independent Director (Ordinary Resolution)
8. Appointment of Mr. Jaithirth Rao as an Independent Director (Ordinary Resolution)
9. Payment of remuneration to the Managing Director (Ordinary Resolution)
10. Payment of remuneration to the Non - Executive Directors (Special Resolution)

Mr. Rajiv Balakrishnan then informed the Members, that the Companies Act, 2013 and Rules notified thereunder had been effective from April, 2014 and hence the proceedings of 19th AGM shall be carried out as per the revised regulatory requirements. He further 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 Clause 35B of the Listing Agreement, 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 19th AGM.

Mr. Rajiv Balakrishnan appraised that, the members as on the cut-off date June 18, 2014 were eligible to participate in the e-voting process and the said e-voting process commenced at 09:00 A.M. on July 14, 2014 and concluded at 06:00 P.M. on July 16, 2014.

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 and the report submitted by the Scrutinizer to the Chairman, further to completion of e-voting was placed before the meeting.

Mr. Rajiv Balakrishnan 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 June 18, 2014, who

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were present in person and through proxy at the 19th AGM and who have not exercised their right through e-voting process. Mr. M. Damodaran, Practicing Company Secretary (Membership No. FCS 5837) was appointed as the Scrutinizer for conducting the Poll process in a fair and transparent manner. Thereafter the Poll process was carried out.

Mr. Rajiv Balakrishnan informed the members that the combined results of the e-voting and Poll conducted at the AGM as submitted by the Scrutinizer, shall be displayed on the screens before the conclusion of the AGM. He further informed that the said results shall also be intimated to the stock exchanges and will be posted on the websites of both the Company and its Registrar and Share Transfer Agent.

Mr. Rajiv Balakrishnan further informed the members that under the new regime of voting mandated in General Meetings under the Companies Act, 2013 and Listing Agreement requirements, Wabag was the first Company in the Country to declare the combined results of e-voting and poll to the Members at the AGM, before the conclusion of the meeting.

Thereafter, Mr. Rajiv Balakrishnan read out the Auditors' Report to the Members and handed over the dais to the Chairman.

The Chairman addressed the Members; a copy of his speech was also circulated to the Members present at the meeting.

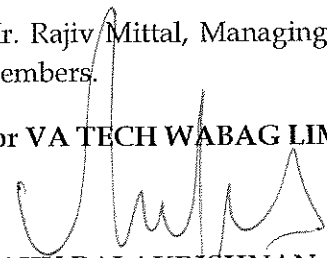
The Chairman then invited the Members to ask queries, if any, on the Resolutions as set out in the Notice or on the Annual Report, several members addressed the meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman, Managing Director and the Chief Financial Officer.

Having ascertained that there were no more queries, the Chairman then announced the combined results of the e-voting and the poll carried out at the 19th AGM as per the report submitted by the scrutinizer and the said results were displayed on the screens placed at the AGM venue. Mr. Rajiv Balakrishnan also read out the combined results displayed on the screen to the Members.

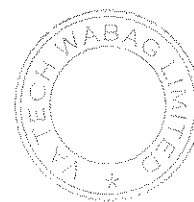
The Chairman announced that all the resolutions as proposed in the Notice of the 19th AGM were passed with requisite majority and thereafter declared the proceedings of the 19th Annual General Meeting as closed.

Mr. Rajiv Mittal, Managing Director proposed a hearty vote of thanks to the Chair on behalf of the members.

For VA TECH WABAG LIMITED


RAJIV BALAKRISHNAN

COMPANY SECRETARY & DGM - INVESTOR RELATIONS



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