

17th March 2015

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E),
cm1ist@nse.co.in
Mumbai – 400 051

Fax Nos.: 022-26598237/38
E-mail: cc_nse@nse.co.in

Bombay Stock Exchange Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001

Fax Nos. : 022-22723121/1278
E-mail: corp.relations@bseindia.com

Dear Sir / Madam,

Sub. : Results of Postal Ballot
Ref. : NSE Symbol: WABAG / BSE Scrip Code: 533269

We refer to our letter dated 7th February 2015 and 9th February 2015, whereby the Company has intimated regarding approval of the Board of Directors for Bonus Issue of Equity Shares subject to the approval of the Shareholders and Calendar of Events thereon.

Further thereto, in compliance with the provisions of Clause 35A of the Listing Agreement, we enclose the results of the Postal Ballot declared on 17th March 2015 in respect of Special Resolution and Ordinary Resolution contained in the Postal Ballot Notice dated 7th February 2015 circulated to the shareholders pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014.

The above resolutions have been duly approved with requisite majority by the members of the Company.

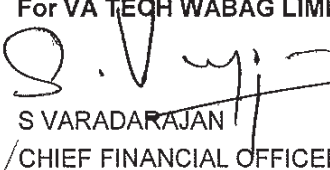
Further we enclose the report received from the Scrutinizer on the Postal Ballot / e-voting process.

The Postal Ballot Results and the Scrutinizer's Report are also available in the website of the Company www.wabag.com under the Investors Relations Section.

Kindly take note of the above.

Thanking you,

For VA TECH WABAG LIMITED


S VARADARAJAN
CHIEF FINANCIAL OFFICER



Sustainable solutions, for a better life

Encl: as above

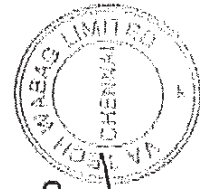
VA TECH WABAG LIMITED
Voting Results of Postal Ballot
(Pursuant to Clause 35A of the Listing Agreement)
Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014, the consent of the members of the Company was sought on the Resolutions as set out in the Notice dated February 7, 2015 by Postal Ballot / E-voting as circulated to the members. Mr. S. Sandeep, Practicing Company Secretary, who was appointed as Scrutinizer for conducting Postal Ballot process, submitted his Report dated March 17, 2015.

CATEGORY WISE - SUMMARY OF POLL RESULTS									
Resolution No:1 - Special Resolution for Approval for re-classification of the Authorised Share Capital and amendment to the Memorandum of Association									
Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)		
Promoter and Promoter Group	78,86,702	78,86,702	100.00	78,86,702	0	100.00			0.00
Public – Institutional Holders	1,37,30,357	83,66,197	60.93	83,66,197	0	100.00			0.00
Public-Others	54,59,836	1,03,127	1.89	1,00,084	2,011	97.05			0.02
Total	2,70,76,895	1,63,56,026	60.41	1,63,52,983	2,011	99.98			0.01
Note: 1032 Invalid Votes									
Resolution No:2 - Ordinary Resolution for Approval for the Issue of Bonus Shares									
Promoter and Promoter Group	78,86,702	78,86,702	100.00	78,86,702	0	100.00			0.00
Public – Institutional Holders	1,37,30,357	83,66,197	60.93	83,66,197	0	100.00			0.00
Public-Others	54,59,836	1,03,127	1.89	98,135	427	95.16			0.41
Total	2,70,76,895	1,63,56,026	60.41	1,63,51,034	427	99.97			0.00
Note: 4565 Invalid Votes									

The above resolutions have been duly approved with requisite majority by the Members of the Company.

For VA TECH WABAG LIMITED

S VARADACHARI
CHIEF FINANCIAL OFFICER





S SANDEEP B Com, FCS, LLB
Managing Partner

S SANDEEP & ASSOCIATES
Company Secretaries

No. 20, "F" Block, Ground Floor, Gemini Parsn Apts,
New No. 448, Old No. 599, Cathedral Garden Road,
(Behind Hotel Palmgrove), Anna Salai,
Chennai - 600 006. Tel: 044-43057999
sandeep@sandeep-cs.in
www.sandeep-cs.in

Report of Scrutinizer(s)

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
VA TECH WABAG LIMITED
"WABAG HOUSE", NO. 17, 200 Feet Thoraipakkam,
Pallavaram Main Road, SunnambuKolathur, Chennai- 600117,

Sub: Passing of Resolutions by Postal Ballot - Report of the Scrutinizer

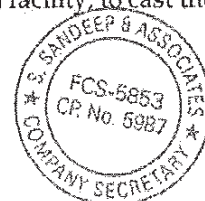
Dear Sirs,

1. The Board of Directors of VA TECH WABAG LIMITED had appointed me as Scrutinizer to conduct postal ballot process in a fair and transparent manner for seeking approval of shareholders for certain matters.
2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 read with and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated 7th February 2015, circulated to the shareholders the following Resolutions:-

Resolution No.	Type of Resolution	For
1.	Special Resolution	Re-classification of Authorised Share capital and amendment to the Memorandum of Association of the Company.
2.	Ordinary Resolution	Issue of Bonus Shares

In the above matter, I submit my Report as under:

- (i) The Company completed dispatch of said Postal Ballot Notice on 14th February 2015, along with Postal Ballot Form and Postage pre-paid Business Reply Envelope to its members whose names appeared on the Register of members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on February 6, 2015.
- (ii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('e-voting') facility, to cast their votes on the

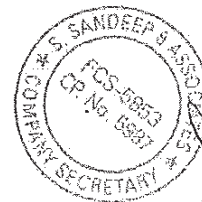




S SANDEEP & ASSOCIATES
Company Secretaries

designated website 'http://evoting.karvy.com' via Karvy Computershare Private Limited (hereinafter referred to as the "Karvy").

- (iii) I had monitored the process of e-voting through Scrutinizer's secured link provided by Karvy on the designated website.
- (iv) The e-voting period commenced on February 15, 2015 at 9.00 AM. (IST) and completed on March 16, 2015, at 6.00 PM (IST). The physical Postal Ballot forms received till the close of working hours of March 16, 2015 were considered for this purpose.
- (v) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for the purpose. Similarly votes casted through e-voting have also been recorded in Register maintained for the purpose.
- (vi) The Postal Ballot forms were kept in my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- (vii) The Ballot Envelopes were opened on March 16, 2015 in my presence after the completion of the e-voting period.
- (viii) The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of VA TECH WABAG LIMITED / list of beneficiaries as on February 6, 2015.
- (ix) All postal ballot forms received up to the close of working hours on March 16, 2015 the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (x) I did not find any defaced or mutilated ballot paper. There are some invalid votes cast.
- (xi) No duplicate ballot form was issued by the Company.
- (xii) The summary of the Postal Ballot Notices and forms sent via Registered post and sent via e-mail are as under:-





S SANDEEP & ASSOCIATES
Company Secretaries

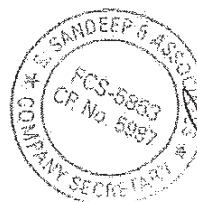
Sl. No	Particulars	No of Share Holders	Total No of Shares
1.	Postal Ballot Notices and Forms dispatched to the shareholders of the Company on February 14, 2015 by Registered Post	11,747	58,03,467
2	Postal Ballot Notices and Forms sent through E-Mail by Karvy on February 13, 2015	22,378	2,12,73,428
	TOTAL	34,125	2,70,76,895

(xiii) The summary of the results under Postal Ballot forms and E-voting process is as under:

Resolution No 1: Special Resolution for re-classification of the Authorised Share Capital and amendment to the Memorandum of Association.

(A) Number of Votes cast through Postal Ballot forms /E-voting:

Sl No	Particulars	No of Postal Ballots	Total No of shares
1	Postal Ballot received from the share holders of the company till March 16, 2015 in respect of the above Resolution:	467	15,69,012
	Less: Postal Ballot Forms found invalid	15	402
	Net Valid Postal Ballot forms (As per Register)	452	15,68,610
2	Valid Votes cast by shareholders through e-voting till March 16, 2015 (as per date received from Karvy)	364	1,47,87,014
	Total valid votes casted through Postal Ballot and E- voting	831	1,63,56,026





S SANDEEP & ASSOCIATES
Company Secretaries

(B) Results of votes cast through Postal Ballot forms and e-voting process:

S.No.	Particulars	No of Shareholders who casted valid Votes	Total No of Shares	% of Votes cast to total valid votes cast
1.	Total number of votes cast in favour of the Resolution	794	1,63,52,983	99.98%
2.	Total number of votes cast against the Resolution	18	2,011	0.01%
3.	Total number of votes invalid	19	1,032	0.01%
	Total	831	1,63,56,026	100.00%

Resolution No.2: Ordinary Resolution for Issue of Bonus Shares

(A) Number of votes cast through Postal Ballot forms and e-voting

S. No	Particulars	No of Postal Ballots	Total No of Shares
1	Postal Ballot forms received from the shareholders of the Company till March 16, 2015 in respect of the above Resolution	467	15,69,012
	Less: Postal Ballot Forms found invalid	56	4,185
	Net Valid Postal Ballot Forms (as per Register)	411	15,64,827
2	Valid Votes cast by shareholders through e-voting till March 16, 2015 (as per data received from Karvy).	364	1,47,87,014
	Total valid votes casted through Postal Ballot and e-voting	831	1,63,56,026





S SANDEEP & ASSOCIATES
Company Secretaries

(B) Result of Votes cast through Postal Ballot and e-voting process:

S.No.	Particulars	No of Shareholders who casted valid Votes	Total No of Shares	% of Votes cast to total valid votes cast
1.	Total number of votes cast in favour of the Resolution	763	1,63,51,034	99.97
2.	Total number of votes cast against the Resolution	13	427	0.00
3.	Total number of votes invalid	55	4,565	0.03
	Total	831	1,63,56,026	100.00%

I have, on the reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that the above Resolutions have been duly passed with requisite majority. You may accordingly declare the result of the voting by postal ballot / E-voting.

The voting results as per Clause 35A of the Listing Agreement is enclosed as Annexure A.

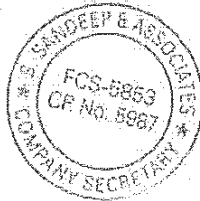
The postal ballot forms and other related papers / Registers and records are also being handed over for safe custody by the Company

Thanking You,

Yours Truly

For S Sandeep & Associates
(Company Secretaries)

S Sandeep
C.P. No. 5987
Membership No: 5853



Place: Chennai

Dated: 17th March 2015

VA TECH WABAG LIMITED								
Voting Results of Postal Ballot								
(Pursuant to Clause 35A of the Listing Agreement)								
Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014, the consent of the members of the Company was sought on the Resolutions as set out in the Notice dated February 7, 2015 by Postal Ballot / E-voting as circulated to the members. Mr. S. Sandeep, Practicing Company Secretary, who was appointed as Scrutinizer for conducting Postal Ballot process, submitted his Report dated March 17, 2015.								
CATEGORY WISE - SUMMARY OF POLL RESULTS								
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Description	No of Shares Held (1)	No of Votes polled (2)	% of Votes Polled on outstanding shares (3)	No of Votes in Favour (4)	No of Votes in Against (5)	% of Votes in favour on votes polled (6)=(4)/(2)	% of Votes against on votes polled (7)=(5)/(2)	
Promoter and Promoter Group	78,86,702	78,86,702	100.00	78,86,702	0	100.00	0.00	0.00
Public – Institutional Holders	1,37,30,357	83,66,197	60.93	83,66,197	0	100.00	0.00	0.00
Public-Others	54,59,836	1,03,127	1.89	1,00,084	2,011	97.05	0.02	0.02
Total	2,70,76,895	1,63,56,026	60.41	1,63,52,983	2,011	99.98	0.01	0.01
Note: 1032 Invalid Votes								
Resolution No:2 - Ordinary Resolution for Approval for the Issue of Bonus Shares								
Promoter and Promoter Group	78,86,702	78,86,702	100.00	78,86,702	0	100.00	0.00	0.00
Public – Institutional Holders	1,37,30,357	83,66,197	60.93	83,66,197	0	100.00	0.00	0.00
Public-Others	54,59,836	1,03,127	1.89	98,135	427	95.16	0.41	0.41
Total	2,70,76,895	1,63,56,026	60.41	1,63,51,034	427	99.97	0.00	0.00
Note: 4565 Invalid Votes								

The above resolutions have been duly approved with requisite majority by the Members of the Company.