

Certified True Copy of the Resolutions passed by the shareholders of VA TECH WABAG LIMITED at the 18th Annual General Meeting of the Company held on Thursday, the 25th July, 2013 at Rani Seethai Hall, No. 603, Anna Salai, Chennai 600006.

1. Ordinary Resolution:

"**RESOLVED THAT** the audited balance Sheet as at 31st March, 2013 and Statement of Profit and Loss for the year ended 31st March, 2013, together with the reports of Director's and Auditors' as laid before the meeting be received and adopted."

2. Ordinary Resolution:

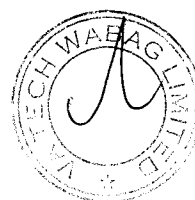
"**RESOLVED THAT**, a dividend @ Rs.7.00 per share on 2,65,57,329 fully paid-up equity shares of Rs.2/- each for the year ended 31st March, 2013 subject to Companies (Transfer of Profits to Reserves) Rules, 1975 and all other applicable provisions of the Companies Act, 1956 aggregating to Rs.18,59,01,303/- (Rupees Eighteen Crores Fifty Nine Lakhs One Thousand Three Hundred and Three only) out of profits for the current year be and is hereby declared for distribution (subject to tax) to those members whose names appeared on the Register of members of the Company as on 12th July, 2013 and in respect of those members who hold shares in the electronic form as per the statement of beneficial ownership furnished by the National Securities Depository Limited (NSDL) and Central Depository services(India) Limited (CDSL) or to their mandates as of the close of business hours of 12th July, 2013 ."

3. Ordinary Resolution:

"**RESOLVED THAT** Mr. Bhagwan Dass Narang be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. Ordinary Resolution:

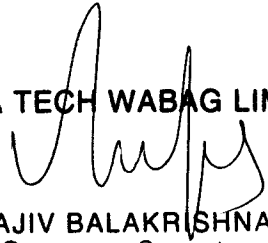
"**RESOLVED THAT** Mr. Jaithirth Rao be and is hereby re-appointed as a Director of the Company liable to retire by rotation."



5. Ordinary Resolution:

"**RESOLVED THAT** M/s. Walker Chandiok & Co., Chartered Accountants, (Registration Number 001076N) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

For VA TECH WABAG LIMITED



RAJIV BALAKRISHNAN
Company Secretary