

Certified True Copy of the Resolutions passed by the shareholders of VA TECH WABAG LIMITED at the 17th Annual General Meeting of the Company held on Monday, the 23rd July, 2012 at Russian Centre of Science and Culture, 74, Kasturi Rangan Road, Alwarpet, Chennai 600 018.

1. Ordinary Resolution:

"RESOLVED THAT, the balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended 31st March, 2012, 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.6.00 per share on 2,64,91,084 fully paid-up equity shares of Rs.2/- each for the year ended 31st March, 2012 subject to Companies (Transfer of Profits to Reserves) Rules, 1975 and all other applicable provisions of the Companies Act, 1956 aggregating to Rs.15,89,46,504/- (Rupees Fifteen Crores Eighty Nine Lakhs Forty Six Thousand Five Hundred and Four 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 13th July, 2012 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 13th July, 2012 ."

3. Ordinary Resolution:

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

4. 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."



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5. Ordinary Resolution:

"RESOLVED THAT Dr. Guenter Heisler, a Director liable to retire by rotation, who does not seek re-election is not re-appointed a Director of the company."

"RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the company, be not filled."

6. Ordinary Resolution:

"RESOLVED THAT Ms. Revathi Kasturi who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 09, 2012 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation"

For VA TECH WABAG LIMITED


RAJIV BALAKRISHNAN
Company Secretary

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