

24<sup>th</sup> August, 2022

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051

BSE Limited,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

NSE Symbol: **WABAG**BSE Scrip Code: **533269**

Dear Sir/Madam,


**Sub.: Proceedings of 27<sup>th</sup> Annual General Meeting of the Company (AGM) of the Company**

This is to inform that pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 27<sup>th</sup> Annual General Meeting of VA TECH WABAG LIMITED held today i.e., on Wednesday, the 24<sup>th</sup> August, 2022 at 3.00 P.M. (IST) through video conferencing/ other audio visual means.

Kindly take the same on record.

Thanking you,

For VA TECH WABAG LIMITED

  
R Swaminathan

Company Secretary &amp; Compliance Officer

Membership No.: A17696



Encl: as above

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**PROCEEDINGS OF THE TWENTY SEVENTH (27<sup>TH</sup>) ANNUAL GENERAL MEETING OF  
VA TECH WABAG LIMITED HELD ON WEDNESDAY, AUGUST 24, 2022 AT 3:00 P.M. (IST)**

The 27<sup>th</sup> Annual General Meeting ("AGM") of the Members of VA TECH WABAG LIMITED ("the Company") was held on Wednesday, August 24, 2022 at 3:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (VC/OAVM) at the Registered Office of the Company, being the deemed venue for the AGM. The AGM was held in compliance with the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

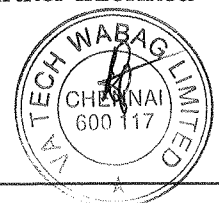
Mr. R Swaminathan, Company Secretary & Compliance Officer, welcomed the Members of the Company and briefed them the process to participate at the AGM and to join the Q&A session by the speaker Shareholders.

Mr. Rajiv Mittal, Chairman cum Managing Director & Group CEO, took the chair and welcomed the Members to the 27<sup>th</sup> AGM of the Company. The Chairman having ascertained that the requisite quorum fixed for the Meeting was present, declared the Meeting open. The Promoters and Directors of the Company were present at the Meeting through video conferencing. The Chairman informed that due to ongoing COVID-19 pandemic situation, the AGM was being held through VC/OAVM.

At the request of the Chairman, each Board Member introduced themselves to Members. The Chairman further informed the Members that CEO-India Cluster, CEO -India Cluster (Designate), Chief Financial Officer, Chief Financial Officer - India Cluster, Company Secretary, Statutory Auditors, Secretarial Auditors, Internal Auditors, Cost Auditor and other Management officials of the Company were present at the meeting. It was also informed that the Statutory Registers and documents as required pursuant to the provisions of the Companies Act, 2013 were available for inspection on the website of KFin Technologies Limited.

The Chairman then informed that the Notice of the 27<sup>th</sup> Annual General Meeting along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2022 together with the Board's Report, Auditors' Report and other reports were dispatched within the stipulated time. He further informed that the Notice of the 27<sup>th</sup> AGM and Board's Report be taken as read.

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The Chairman then informed the Members that, since, all the Resolutions as set out in the Notice of the 27<sup>th</sup> Annual General Meeting had already been put to vote through remote e-voting facility, the resolutions were not required to be proposed or seconded by the Members at the meeting in terms of the Secretarial Standards – 2 issued by the ICSI.

He further informed that there were 4 (four) resolutions to be passed at the 27<sup>th</sup> AGM and ordered e-voting during the AGM on all the 4 (four) resolutions. He also informed that the e-voting shall conclude 15 (fifteen) minutes after the closure of the AGM.

The Chairman thereafter requested Mr. M. Damodaran, Practicing Company Secretaries (COP No. 5081) Managing Partner of M/s. M Damodaran & Associates LLP, to act as the scrutinizer for conducting the e-voting process during the AGM and submit his report.

Thereafter, Mr. R Swaminathan, Company Secretary & Compliance Officer briefed the Members about the e-voting process during the AGM. He 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company facilitated the remote e-voting facility to the Members of the Company through KFin Technologies Limited to vote on all resolutions proposed to be passed at the 27<sup>th</sup> AGM.

He further apprised that, the Members as on the cut-off date viz., August 17, 2022 were eligible to participate in the remote e-voting process and the said remote e-voting process commenced at 9:00 A.M. (IST) on Friday, August 19, 2022 and concluded at 5:00 P.M. (IST) on Tuesday, August 23, 2022.

He further informed the Members that the Board of Directors of the Company had appointed Mr. M. Damodaran, Practicing Company Secretaries (COP No. 5081) Managing Partner of M/s M Damodaran & Associates LLP, as the scrutinizer, for conducting the remote e-voting process in a fair and transparent manner.

He further informed that, as ordered by the Chairman, the e-voting during the AGM shall be conducted electronically, to enable the Members of the Company as on the cut-off date i.e. August 17, 2022, who were present in AGM and who had not exercised their right to vote through remote e-voting process. Thereafter, the e-voting process during the AGM was carried out.

He further informed the Members that, the combined results of the remote e-voting and e-voting during the AGM as submitted by the Scrutinizer, shall be intimated to the stock exchanges within 2 (two) working days of conclusion of AGM and the same will also be posted on the Company's website ([www.wabag.com](http://www.wabag.com)) and the website of Company's Registrar and Transfer Agent, KFin Technologies Limited (<https://evoting.kfintech.com>).



Thereafter, Mr. R Swaminathan, Company Secretary, informed that, the Independent Auditors' Report on the Financial Statements (both Standalone and Consolidated) for the year ended March 31, 2022 are unqualified and unmodified and need not be read as per the provisions of Section 145 of the Companies Act, 2013 and sought members consent for the same and accordingly taken as read.

The Chairman then addressed the Members and made a presentation on the business operations of the Company for the FY 2021-22 .

The Chairman then invited the Members who had registered themselves as speakers to speak/ ask questions on the Resolutions as set out in the Notice or on the Annual Report, if any. Few members raised queries on the Order Book, HAM Projects, Financial performance, Business, Projects, Strategy, Research & Development, Dividend, CSR, ESG, Investors Relations, COVID-19 impact and other aspect. The Chairman thanked them and addressed such queries /suggestions.

The resolutions placed before the Members at the 27<sup>th</sup> AGM are as follows.

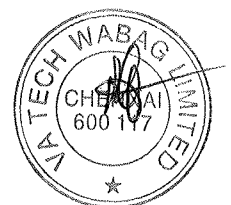
#### **ORDINARY BUSINESS:**

1. Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon **(Passed as an Ordinary Resolution with requisite majority)**
2. Appointment of Mr. S Varadarajan (DIN : 02353065) as a Director, who retires by rotation **(Passed as an Ordinary Resolution with requisite majority)**

#### **SPECIAL BUSINESS:**

3. Re-appointment of Mr. Milin Mehta (DIN : 01297508) as an Independent Director **(Passed as Special Resolution with requisite majority)**
4. Ratification of the Remuneration of Cost Auditor for the Financial Year 2021-22 **(Passed as an Ordinary Resolution with requisite majority)**

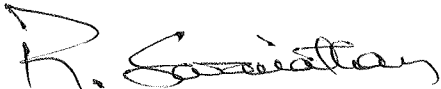
The 27<sup>th</sup> AGM of the Company concluded at 4.25 PM. (IST) (including 15 minutes time allowed for e-voting at the AGM).



The consolidated scrutinizer's report was received from the scrutinizer and accordingly all the resolutions set out in the Notice of the 27<sup>th</sup> AGM were declared as passed and the same was uploaded on the website of the Company and KFin Technologies Limited.

Further, the results in the prescribed format were notified to the Stock Exchanges under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For VA TECH WABAG LIMITED



R Swaminathan

Company Secretary & Compliance Officer

Membership No.: A17696

