

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.: Scrutinizer's report and voting results of 27<sup>th</sup> Annual General Meeting of the Company**

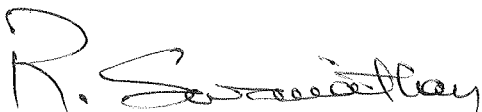
In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and e-voting at the Annual General Meeting) and the consolidated scrutinizer's report on the resolutions voted by the Members at the 27<sup>th</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 24<sup>th</sup> August, 2022.

In compliance with the provisions of Rule 20 of Companies (Management & Administration) Rules, 2014, the voting results of the 27<sup>th</sup> AGM along with scrutinizer's report is also being uploaded on the website of the Company [www.wabag.com](http://www.wabag.com) and Company's Registrar and Transfer Agents <https://evoting.kfintech.com>.

Kindly take the same on record.

Thanking you,

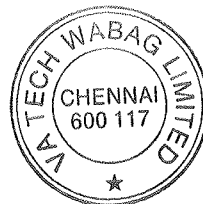
For VA TECH WABAG LIMITED



R Swaminathan

Company Secretary &amp; Compliance Officer

Membership No.: A17696



Encl: as above

Sustainable solutions, for a better life



## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### CONSOLIDATED SCRUTINIZER'S REPORT (Remote e-voting & e-voting at the AGM) Form No. MGT 13

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman of 27<sup>th</sup> Annual General Meeting ("AGM") of the equity shareholders of **VA TECH WABAG LIMITED** (CIN: L45205TN1995PLC030231) held on Wednesday, August 24, 2022 at 03:00 P.M (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Dear Sir,

1. I, M. Damodaran, Practicing Company Secretary, Managing Partner of M/s. M Damodaran & Associates LLP, had been appointed as a Scrutinizer by the Board of Directors of **VA TECH WABAG LIMITED** ("the Company") for scrutinizing the remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and e-voting at the AGM] for the resolutions contained in the Notice of the 27<sup>th</sup> AGM of the equity shareholders of the Company dated May 27, 2022. My responsibility as a Scrutinizer for voting process of voting through electronic means (i.e by remote e-voting and e-voting at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor" or "against" the resolutions stated in the Notice of the 27<sup>th</sup> AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited ("KFinTech") (formerly known as KFin Technologies Private Limited), engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

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M. Damodaran & Associates LLP





3. In respect of the below mentioned resolutions proposed at the 27<sup>th</sup> AGM of the equity shareholders of the Company held on Wednesday, August 24, 2022 at 3:00 P.M (IST), through VC/OAVM, I submit my report as under:
- i. The remote e-voting commenced on August 19, 2022 (Friday) at 09.00 A.M (IST) and ended on August 23, 2022 (Tuesday) at 05.00 P.M (IST).
  - ii. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circular"), Notice of the 27<sup>th</sup> AGM along with the Annual Report 2021-22 was sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depository Participant(s).
  - iii. The equity shareholders present at the 27<sup>th</sup> AGM through VC/OAVM voted through e-voting facility provided by KFintech.
  - iv. The equity shareholders holding shares as on August 17, 2022 (Wednesday), i.e, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 27<sup>th</sup> AGM of the Company.
  - v. As per the information given by the Registrar and Transfer Agent of the Company, the names of the equity shareholders who had voted by remote e-voting through the facility provided by KFintech had been blocked and only those equity shareholders who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
  - vi. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked and downloaded on Wednesday, August 24, 2022 at 4.27 PM (IST) in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFintech were scrutinized and reviewed, the votes were counted, and the results were prepared.
  - vii. Based on the data downloaded from KFintech e-voting system, the total votes cast in "favor" or "against" for all the resolutions proposed in the Notice of the 27<sup>th</sup> AGM are as under:







**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE AGM OF  
M/S. VA TECH WABAG LIMITED**

Item No: 1

**Consider and adopt**

**a) 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**

**b) 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 as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	259	252	32635579	99.9986	7	471	0.0014	100
e-voting at the AGM	11	10	49070	99.9918	1	4	0.0082	100
<b>Total</b>	<b>270</b>	<b>262</b>	<b>32684649</b>	<b>99.9985</b>	<b>8</b>	<b>475</b>	<b>0.0015</b>	<b>100</b>

Details of Abstained Votes:

Mode of e- Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	6	59915
e-Voting at the AGM	0	0
<b>Total</b>	<b>6</b>	<b>59915</b>





Item No: 2

**Appointment of Mr. S. Varadarajan (DIN: 02353065) as Director, who retires by rotation.**

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	256	241	30370799	99.5664	15	132271	0.4336	100
e-voting at the AGM	11	10	49070	99.9918	1	4	0.0082	100
<b>Total</b>	267	251	30419869	<b>99.5671</b>	16	132275	0.4329	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	9	2192915
e-Voting at the AGM	0	0
<b>Total</b>	9	2192915





Item No: 3

**Re-appointment of Mr. Milin Mehta (DIN: 01297508) as an Independent Director.**

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	256	238	30150445	92.2408	18	2536207	7.7592	100
e-voting at the AGM	11	10	49070	99.9918	1	4	0.0082	100
<b>Total</b>	267	248	30199515	<b>92.2525</b>	19	2536211	7.7475	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	9	9333
e-Voting at the AGM	0	0
<b>Total</b>	9	9333





Item No: 4

**Ratification of the Remuneration of Cost Auditor for the Financial Year 2021-22.**

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	259	244	32685682	99.9907	15	3025	0.0093	100
e-voting at the AGM	11	10	49070	99.9918	1	4	0.0082	100
<b>Total</b>	270	254	32734752	<b>99.9907</b>	16	3029	0.0093	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	6	7278
e-Voting at the AGM	0	0
<b>Total</b>	6	7278

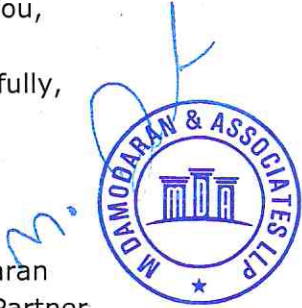




- viii. The electronic data and all other relevant records relating to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,



M. Damodaran  
Managing Partner

**M Damodaran & Associates LLP**

Membership No.: 5837

COP No.: 5081

FRN: L2019TN006000

PR 1374/2021

ICSI UDIN: F005837D000842915

Place: Chennai

Date: 24.08.2022



**Voting results**

Record date	17-08-2022
Total number of shareholders on record date	115268
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	66
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	66
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



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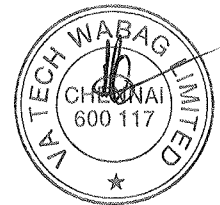
Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			ORDINARY - Consider and adopt a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon . b)The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13495522	13495522	100	13495522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13495522	13495522	100	13495522	0	100
Public-Institutions	E-Voting	11183126	10389455	92.903	10389455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11183126	10389455	92.903	10389455	0	100
Public-Non Institutions	E-Voting	37511780	8751073	23.3289	8750602	471	99.9946	0.0054
	Poll		49074	0.1308	49070	4	99.9918	0.0082
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37511780	8800147	23.4597	8799672	475	99.9946
Total		62190428	32685124	52.5565	32684649	475	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment Mr. S Varadarajan (DIN 02353065), as Director, who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13495522	11309760	83.8038	11309760	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11309760	83.8038	11309760	0	100	0
Public-Institutions	E-Voting	11183126	10442382	93.3762	10311172	131210	98.7435	1.2565
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10442382	93.3762	10311172	131210	98.7435	1.2565
Public- Non Institutions	E-Voting	37511780	8750928	23.3285	8749867	1061	99.9879	0.0121
	Poll		49074	0.1308	49070	4	99.9918	0.0082
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8800002	23.4593	8798937	1065	99.9879	0.0121
Total		62190428	30552144	49.1268	30419869	132275	99.5671	0.4329
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Mr. Milin Mehta (DIN 01297508) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13495522	13495522	100	13495522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13495522	13495522	100	13495522	0	100
Public-Institutions	E-Voting	11183126	10442382	93.3762	7907691	2534691	75.7269	24.2731
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11183126	10442382	93.3762	7907691	2534691	75.7269
Public- Non Institutions	E-Voting	37511780	8748748	23.3227	8747232	1516	99.9827	0.0173
	Poll		49074	0.1308	49070	4	99.9918	0.0082
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37511780	8797822	23.4535	8796302	1520	99.9827
Total		62190428	32735726	52.6379	30199515	2536211	92.2525	7.7475
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the Remuneration of Cost Auditor for the Financial Year 2021-22				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13495522	13495522	100	13495522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13495522	13495522	100	13495522	0	100
Public- Institutions	E-Voting	11183126	10442382	93.3762	10442382	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11183126	10442382	93.3762	10442382	0	100
Public- Non Institutions	E-Voting	37511780	8750803	23.3281	8747778	3025	99.9654	0.0346
	Poll		49074	0.1308	49070	4	99.9918	0.0082
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37511780	8799877	23.459	8796848	3029	99.9656
Total		62190428	32737781	52.6412	32734752	3029	99.9907	0.0093
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

