

26<sup>th</sup> August 2021

National Stock Exchange of India Limited,  
Listing Department  
Plot No C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai – 400051

BSE Limited,  
Listing Department  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400001

Dear Sirs,

**Sub: Proceedings of 26<sup>th</sup> Annual General Meeting of the Company held on 25.08.2021**

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

Please find enclosed the proceedings of the 26<sup>th</sup> Annual General Meeting of VA TECH WABAG LIMITED held on August 25, 2021.

Kindly take on record the same.

Thanking You,

Yours faithfully,  
For VA TECH WABAG LIMITED



R Swaminathan  
Company Secretary & Compliance Officer  
Membership No.: A17696



Sustainable solutions, for a better life

**PROCEEDINGS OF THE TWENTY SIXTH (26<sup>TH</sup>) ANNUAL GENERAL MEETING OF  
VA TECH WABAG LIMITED HELD ON WEDNESDAY, AUGUST 25, 2021 AT 3:00 P.M. (IST)**

The 26<sup>th</sup> Annual General Meeting (AGM) of the Members of VA TECH WABAG LIMITED (the Company) was held on Wednesday, August 25, 2021 at 3:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (VC/ OAVM) at the Registered Office, being the deemed venue of the Meeting. The meeting was held in compliance with the General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, (collectively referred to as "MCA Circulars"), Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated January 15, 2021 and May 12, 2020, 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, welcomed the members of the Company and briefed them the process to participate at the meeting and join Q & A session by the speaker shareholders.

Mr. Malay Mukherjee, Chairman, took the chair and welcomed the members to the 26<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 COVID-19 pandemic and social distancing norms, the meeting 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, Chief Financial Officer, CFO - India Cluster, Company Secretary, Statutory Auditors, Secretarial 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 to be kept under the Companies Act, 2013 were open for inspection on the website of the KFin Technologies Private Limited and Company.

The Chairman then informed that the Notice of the 26<sup>th</sup> Annual General Meeting (AGM) along with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2021 together with the Board's, Auditors' and other Reports were dispatched within the statutory period through electronic mode to all the members whose e-mail id was registered with the Company/ Depository Participants. He further informed that the Notice of the 26<sup>th</sup> AGM and Board's Report be taken as read.

The Chairman then informed the members that, since, all the Resolutions set out in the Notice of the Annual General Meeting had already been put to vote through remote e-voting, the resolutions were not needed to be proposed or seconded by the Shareholders at the meeting in terms of the Secretarial Standards - 2 issued by the ICSI.



He further informed that there were 5 resolutions to be passed at the 26<sup>th</sup> AGM and ordered e-voting during the AGM on all the 5 resolutions. He also informed that the e-voting shall conclude 15 minutes after the closure of the meeting.

The Chairman thereafter requested Mr. M. Damodaran, of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries (COP No. 5081), to act as the scrutinizer for conducting the e-voting process during the AGM and submit his report. Thereafter, Mr. R Swaminathan, Company Secretary 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 & Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the members of the Company through KFin Technologies Private Limited to vote on all resolutions proposed to be passed at the 26<sup>th</sup> AGM.

He further apprised that, the members as on the cut-off date viz., August 18, 2021 were eligible to participate in the remote e-voting process and the said remote e-voting process commenced at 09:00 A.M. (IST) on Friday, August 20, 2021 and concluded at 05:00 P.M. (IST) on Tuesday, August 24, 2021.

He thereafter informed the members that the Company had appointed Mr. M. Damodaran, of M Damodaran & Associates LLP, Practicing Company Secretaries (COP No. 5081), 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 18, 2021, who were present in meeting 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 working days of conclusion of AGM and the same will 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 Private 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 31<sup>st</sup> March 2021 are unqualified and unmodified, so the same be taken as read.

The Chairman then addressed the members. Thereafter, Mr. Rajiv Mittal, Managing Director & Group CEO, made a presentation on the business operations of the Company and handed over the dais back to the Chairman.



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 Business, Financial performance, Projects, Strategy, COVID-19 Measures taken by Company, Research & Development, Dividend related, CSR and other aspects. The Chairman and Managing Director thanked them and addressed such queries / suggestions.

The resolutions placed before the Members at the 26<sup>th</sup> AGM related to the following.

**ORDINARY BUSINESS:**

1. Consideration and adoption of audited financial statements of the Company for the financial year ended March 31, 2021, the Reports of the Board of Directors and Auditors & the audited consolidated financial statements of the Company for the financial year ended March 31, 2021. **(Passed as Ordinary Resolution with requisite majority)**
2. Re-appointment of Mr. S Varadarajan (DIN:02353065), who retires by rotation **(Passed as Ordinary Resolution with requisite majority)**

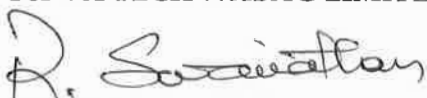
**SPECIAL BUSINESS:**

3. Appointment of Mr. Ranjit Singh (DIN:01651357) as an Independent Director **(Passed as Special Resolution with requisite majority)**
4. Appointment of Mr. Amit Goela (DIN:01754804) as Non- Executive Non - Independent Director **(Passed as Special Resolution with requisite majority)**
5. Ratification of the Remuneration of Cost Auditor for the financial year 2020-21 **(Passed as Ordinary Resolution with requisite majority)**

The 26<sup>th</sup> AGM of the Company concluded at 4.23 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 AGM were declared as passed and the same was uploaded on the website of the Company and KFin Technologies Private Limited. Further, the results in the prescribed format were notified to the Stock Exchanges under Regulation 44 of SEBI, (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For VA TECH WABAG LIMITED



R SWAMINATHAN

COMPANY SECRETARY & COMPLIANCE OFFICER

MEMBERSHIP NO: A17696

