

17th March 2015

National Stock Exchange of India Limited
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Bombay Stock Exchange Limited,
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Dalal Street,
Mumbai – 400 001

Fax Nos. : 022-22723121/1278

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Dear Sir / Madam,

Sub. : Proceedings of Postal Ballot Meeting
Ref. : NSE Symbol: WABAG / BSE Scrip Code: 533269

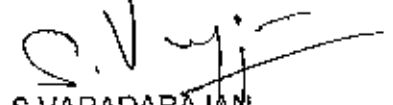
We refer to our letter dated 7th February 2015 and 9th February 2015, whereby the Company has intimated regarding approval of the Board of Directors for Bonus Issue of Equity Shares subject to the approval of the Shareholders and Calendar of Events thereon.

Further thereto, in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and Clause 31 of the Listing Agreement, we enclose the proceedings of the Postal Ballot Meeting held on March 17, 2015.

Kindly take note of the above.

Thanking you,

For VA TECH WABAG LIMITED


S VARADARAJAN
CHIEF FINANCIAL OFFICER

Encl: as above

Sustainable solutions, for a better life

CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING OF VA TECH WABAG LIMITED HELD ON MARCH 17, 2015 AT "WABAG HOUSE", BOARD ROOM, 8TH FLOOR, NO. 17, 200 FEET THORAIPAKKAM - PALLAVARAM MAIN ROAD, SUNNAMBU KOLATHUR, CHENNAI - 600 117 AT 7.00 P.M FOR DECLARATION OF THE POSTAL BALLOT RESULTS ON THE RESOLUTIONS SET OUT IN THE NOTICE DATED FEBRUARY 7, 2015

Present:

Mr. Rajiv Mittal, Managing Director
Mr. S. Varadarajan, Chief Financial Officer
Mr. S. Sandeep, Scrutinizer

Mr. Rajiv Mittal took the Chair.

Mr. Rajiv Mittal, Managing Director stated that the Company had on February 14, 2015, dispatched to its members, a Notice dated February 7, 2015 under Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 for obtaining their consent on the following resolutions through Postal Ballot:

1. Approval for re-classification of the Authorised Share Capital and amendment to the Memorandum of Association – to be passed as a Special Resolution
2. Approval for the Issue of Bonus Shares – to be passed as an Ordinary Resolution

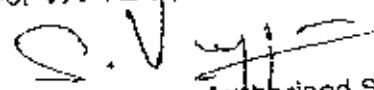
Mr. Rajiv Mittal stated that it was mentioned in the aforesaid Postal Ballot Notice that the Postal Ballot form sent therewith should be returned by the members duly completed so as to reach the Scrutinizer on or before the close of working hours of March 16, 2015 and that the Scrutinizer will submit his report to the Chairman after completion of the scrutiny but not later than March 17, 2015.

Mr. Rajiv Mittal, thereafter stated that the Scrutinizer, Mr. S. Sandeep, Practicing Company Secretary, has carried out the scrutiny of all the Postal Ballot forms received upto the close of working hours of March 16, 2015 and that Mr. S. Sandeep has submitted his report dated March 17, 2015 and that he as the Chairman has accepted the said report.

Mr. Rajiv Mittal then declared the results of the Postal Ballot on the Resolutions as set out in the aforesaid Notice and considered by the Members of the Company through Postal Ballot.

1. Approval for re-classification of the Authorised Share Capital and amendment to the Memorandum of Association – passed as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing...

For VA TECH WABAG LIMITED

Authorized Signatory

Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, approval of the members of the Company be and is hereby accorded for re-classification of the Authorised Share Capital of the Company from Rs.15,00,00,000 (Rupees Fifteen Crores Only) divided into 5,08,75,000 (Five Crores Eight Lakhs Seventy Five Thousand) Ordinary (Equity) Shares of Rs.2/- (Rupees Two Only) each and 48,25,000 (Forty Eight Lakhs Twenty Five Thousand) Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs.15,00,00,000 (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two Only) each and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new clause V:

V. The Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen Crores Only) which shall consist of 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each with such ordinary preferential or deferred rights, privileges and other conditions attaching thereto as may be provided by the regulations of the Company for the time being in force and operation with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being original or increased into different classes and to consolidate or sub-divide such Shares and to convert Shares into Stock and reconvert the Stock into Shares and to attach to such Shares or Stock such ordinary preferential or deferred rights, privileges and other conditions as may be provided by the regulations of the Company for the time being in force and operation.

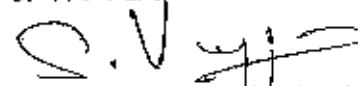
"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

The Chairman declared the results of the voting conducted by Postal Ballot on the above resolutions as under:

(A) Number of Votes cast through Postal Ballot Forms and E-voting:

S.No	Particulars	No of Postal Ballots	Total No. of Shares
1.	Postal Ballot Forms received from the Shareholders of the Company till March 16, 2015 in respect of the above Resolution.	467	15,69,012
	Less: Postal Ballot Forms found invalid	15	402
	Net valid Postal Ballot Forms (as per Register)	452	15,68,610

For VA TECH WABAG LIMITED


Authorised Signatory

2.	Valid votes cast by Shareholders through E-voting till March 16, 2015 (as per data received from Karvy)	364	1,47,87,014
	Total valid votes casted through Postal Ballot and E- voting	831	1,63,56,026

(B) Results of Votes cast through Postal Ballot Forms and E-voting:

S.No	Particulars	No. of Shareholders who casted valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1.	Total number of votes cast in favour of the Resolution	794	1,63,52,983	99.98%
2.	Total number of votes cast against the Resolution	18	2,011	0.01%
3.	Total number of votes invalid	19	1,032	0.01%
	Total		831	1,63,56,026

The details of the Postal Ballot results as per the format given in Clause 35A of the Listing Agreement with the Stock Exchanges in respect of the above Resolution is as under:

Resolution No.1 - Special Resolution for Approval for re-classification of the Authorised Share Capital and amendment to the Memorandum of Association							
Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
Promoter and Promoter Group	78,86,702	78,86,702	100.00	78,86,702	0	100.00	0.00
Public - Institutional Holders	1,37,30,357	83,66,197	60.93	83,66,197	0	100.00	0.00
Public- Others	54,59,836	1,03,127	1.89	1,00,084	2,011	97.05	0.02
Total	2,70,76,895	1,63,56,026	60.41	1,63,52,983	2,011	99.98	0.01
Note: 1032 Invalid Votes							

For VA TECH WABAG LIMITED

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Authorised Signatory

Result: The above resolution has been duly approved with requisite majority by the members of the Company as a Special Resolution.

2. Approval for the Issue of Bonus Shares – passed as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Article 156, 157 of the Articles of Association of the Company and Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of The Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, other applicable statutes, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "Concerned Authorities") and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, the consent of the members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), for the purpose of issue of fully paid-up bonus shares of Rs.2/- (Rupees Two Only) each in the proportion of one equity share for every one equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Depository as on the record date to be determined by the Board.”

“RESOLVED FURTHER THAT all such new shares as and when issued shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed or that may be prescribed in this regard, from time to time, except in respect of those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that relate to Non Resident Indians, Foreign Nationals, Foreign Institutional Investors, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and other Foreign Investors of the Company, will be subject to the approval of the Reserve Bank of India or any other regulatory authorities, as may be required.”

For VA TECH WABAG LIMITED


Authorized Signatory

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including but without limitation to make appropriate adjustments to the stock options (whether vested, un-vested and yet to be granted) under the Employees Stock Option Plans, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchanges and to settle any question, difficulty or doubt that may arise in regard thereto."

The Chairman declared the results of the voting conducted by Postal Ballot on the above Resolution as under:

(A) Number of Votes cast through Postal Ballot Forms and E-voting:

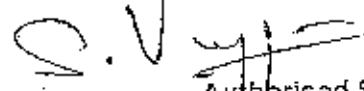
S.No	Particulars	No of Postal Ballots	Total No. of Shares
1.	Postal Ballot Forms received from the Shareholders of the Company till March 16, 2015 in respect of the above Resolution	467	15,69,012
	Less: Postal Ballot Forms found invalid	56	4,185
	Net valid Postal Ballot Forms (as per Register)	411	15,64,827
2.	Valid votes cast by Shareholders through E-voting till March 16, 2015 (as per data received from Karvy)	364	1,47,87,014
	Total valid votes casted through Postal Ballot and e-voting	831	1,63,56,026

(B) Results of Votes cast through Postal Ballot Forms and E-voting:

S.No	Particulars	No. of Shareholders who casted valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1.	Total number of votes cast in favour of the Resolution	763	1,63,51,034	99.97%
2.	Total number of votes cast against the Resolution	13	427	0.00%
3.	Total number of votes invalid	55	4,565	0.03
Total valid votes cast		Total	831	1,63,56,026

The details of the Postal Ballot results as per the format given in Clause 35A of the Listing Agreement with the Stock Exchanges in respect of the above resolution is as under:

For VA TECH WABAG LIMITED



Authorised Signatory

Resolution No:2 - Ordinary Resolution for Approval for the Issue of Bonus Shares							
Promoter and Promoter Group	78,86,702	78,86,702	100.00	78,86,702	0	100.00	0.00
Public - Institutional Holders	1,37,30,357	83,66,197	60.93	83,66,197	0	100.00	0.00
Public - Others	54,59,836	1,03,127	1.89	98,135	427	95.16	0.41
Total	2,70,76,895	1,63,56,026	60.41	1,63,51,034	427	99.97	0.00
Note: 4565 Invalid Votes							

Result: The above resolution has been duly approved with requisite majority by the members of the Company as an Ordinary Resolution.

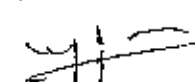
Mr. Rajiv Mittal further informed that in compliance with the provisions of Clause 16 of the Listing Agreement entered with the Stock Exchanges, where the shares of the Company are listed, the Record Date shall be fixed as Friday the 27th March 2015 for the purpose of ascertaining the entitlement of the Members for the issue of Bonus Shares as set out in the above resolution.

Mr. Rajiv Mittal thereafter authorised Mr. S. Varadarajan, Chief Financial Officer and Mr. Rajiv Balakrishnan, Company Secretary to display the results of the Postal Ballot on the website of the Company, to provide a copy of the results to the Stock Exchanges, where the shares of the Company are listed, to issue a Public Notice in regard for passing of the above resolutions through Postal Ballot and to take such other actions as may be necessary in this regard.

There being no other business the meeting concluded with a vote of thanks to the Chair.

CHAIRMAN

For VA TECH WABAG LIMITED

S.V. 

Authorised Signatory