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**M. DAMODARAN & ASSOCIATES**

Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
**Mobile:98412 81693**

**CONSOLIDATED SCRUTINIZER'S REPORT  
(REMOTE E-VOTING & INSTA POLL)**

**Form No MGT - 13**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended and the provisions  
of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations &  
Disclosures Requirements) Regulations ("SEBI LODR 2015")]

To,

The **Chairman** of 24<sup>th</sup> Annual General Meeting (AGM) of the equity shareholders of VA TECH WABAG LIMITED held on Tuesday, 13<sup>th</sup> August 2019 at 10.30 AM at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006, Tamil Nadu, India.

Dear Sir,

1. I, M. Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1<sup>st</sup> Street, Mandaveli, (Opp. to Church Nearby BSNL office) Chennai - 600028 have been appointed as a scrutinizer by the Board of Directors of VA TECH WABAG LIMITED (the Company) for the purpose of :

(i) Scrutinizing the e-voting process (remote e- voting) under the provisions of 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR 2015").

(ii) Poll through electronic voting system (Insta Poll) under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice to the 24<sup>th</sup> AGM of the equity shareholders of the Company, held on Tuesday, 13<sup>th</sup> August 2019 at 10.30 AM at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006, Tamil Nadu, India.

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 voting by Poll by using an electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 24<sup>th</sup> AGM of the equity shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Insta Poll at AGM) is restricted to make a consolidated scrutinizer's report of the vote cast "in favor" or "against" the resolution stated




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in the Notice of the AGM, based on the report generated from the e-voting system provided by M/s. Karvy Fintech Private Limited(Karvy) our Registrar and Transfer Agent, the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means.

3. The remote e-voting commenced on 8<sup>th</sup> August 2019 (Thursday) at 9.00 a.m and ended on 12<sup>th</sup> August 2019 (Monday) at 5.00 p.m.

4. The equity shareholders holding shares as on 6<sup>th</sup>August 2019(Tuesday), cut-off date, were entitled to vote on the resolutions stated in the Notice of the 24<sup>th</sup>AGM of the Company.


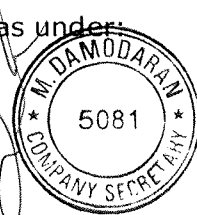
5. After the Conclusion of the AGM, the votes cast through Insta Poll were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorized/ Proxies lodged with the Company.

6. The Facility for voting through ballot was also made available at the venue of the AGM and ballot box was provided. However, no member voted through ballot at the AGM.

7. After the Conclusion of the AGM, the votes cast through e-voting were unblocked on 13<sup>th</sup>August 2019 at 11.55 a.m in presence of two witnesses who are not in the employment of the Company.

8. Thereafter, M/s. Karvy Fintech Private Limited provided the details of equity shareholders, who voted "For" or "Against" through remote e-voting and voting at the AGM by electronic means (Insta Poll)

9. The Combined report on the results of remote e-voting and Insta Poll as under:



**Results of E-Voting and Insta Poll of M/s. VA TECH WABAG LIMITED**

Item No: 1

**Consider and adopt audited financial statements, Reports of the Board of Directors and auditors & audited consolidated financial statements for the FY 2018-19.**

Passed as an Ordinary Resolution:

Mode of Voting	Number of valid E-Voting & Insta Poll casted in favour & against (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		No of Members voted	No of votes cast by them	%	No of Members voted	No of votes cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	17	16	2492939	99.999	1	4	0.000	100.00
E-Voting	140	130	25966678	99.991	10	2265	0.008	100.00
<b>Total</b>	<b>157</b>	<b>146</b>	<b>28459617</b>	<b>99.992</b>	<b>11</b>	<b>2269</b>	<b>0.008</b>	<b>100.00</b>

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Insta Poll	1	17
E-Voting	4	1902545
<b>Total</b>	<b>5</b>	<b>1902562</b>

M. DAMODARAN  
5081  
COMPANY SECRETARY



Item No: 2

**Re-appointment of Mr. S. VARADARAJAN (DIN:02353065) as Director, who retires by rotation.**

Passed as an Ordinary Resolution:

Mode of Voting	Number of valid E-Voting & Insta Poll casted in favour & against (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		No of Members voted	No of votes cast by them	%	No of Members voted	No of votes cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	17	16	2492939	99.999	1	4	0.000	100.00
E-Voting	141*	124*	23796690*	99.840	16	38036	0.159	100.00
<b>Total</b>	<b>158</b>	<b>140</b>	<b>26289629</b>	<b>99.856</b>	<b>17</b>	<b>38040</b>	<b>0.144</b>	<b>100.00</b>

(\*Note: The shares held by Mr. S. Varadarajan, Director of the company, being interested in this resolution has not been considered)

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Insta Poll	1	17
E-Voting	3	1851000
Total	4	1851017



Item No: 3

**Appointment of Mr. Milin Mehta (DIN: 01297508) as an Independent Director.**

Passed as Special Resolution:

Mode of Voting	Number of valid E-Voting & Insta Poll casted in favour & against (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		No of Members voted	No of votes cast by them	%	No of Members voted	No of votes cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	17	16	2492939	99.999	1	4	0.000	100.00
E-Voting	140	125	26017390	99.988	15	3078	0.011	100.00
<b>Total</b>	<b>157</b>	<b>141</b>	<b>28510329</b>	<b>99.989</b>	<b>16</b>	<b>3082</b>	<b>0.011</b>	<b>100.00</b>

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Instapoll	1	17
E-Voting	4	1851020
<b>Total</b>	<b>5</b>	<b>1851037</b>

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Item No: 4

**Ratification of the Remuneration of Cost Auditor for the Financial Year 2018-19.**

Passed as an Ordinary Resolution:

Mode of Voting	Number of valid E-Voting & Insta Poll casted in favour & against (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		No of Members voted	No of votes cast by them	%	No of Members voted	No of votes cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	17	16	2492939	99.9998	1	4	0.0002	100.00
E-Voting	140	125	26017613	99.989	15	2855	0.011	100.00
<b>Total</b>	<b>157</b>	<b>141</b>	<b>28510552</b>	<b>99.990</b>	<b>16</b>	<b>2859</b>	<b>0.010</b>	<b>100.00</b>

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Insta Poll	1	17
E-Voting	4	1851020
<b>Total</b>	<b>5</b>	<b>1851037</b>





Item No: 5

**Issuance of securities by way of Private Placement/Preferential Allotment/  
Further Public Offer.**

Not passed with requisite majority

Mode of Voting	Number of valid E-Voting & Insta Poll casted in favour & against (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		No of Members voted	No of votes cast by them	%	No of Members voted	No of votes cast by them	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	17	15	36019	1.444	2	2456924	98.555	100.00
E-Voting	144	94	20140732	72.262	50	7730756	27.737	100.00
<b>Total</b>	<b>161</b>	<b>109</b>	<b>20176751</b>	<b>66.449</b>	<b>52</b>	<b>10187680</b>	<b>33.551</b>	<b>100.00</b>

Details of Abstained votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
Insta Poll	1	17
E-Voting	0	0
<b>Total</b>	<b>1</b>	<b>17</b>

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10. The electronic data and all other relevant records relating to e-voting and Insta Polls 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**  
Practicing Company Secretary  
CP No: 5081

Place: Chennai  
Date: 14.08.2019