



M DAMODARAN & ASSOCIATES LLP

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CONSOLIDATED SCRUTINIZER'S REPORT (Remote e-voting & e-voting at the EGM) 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 15th Extraordinary General Meeting ("EGM") of the equity shareholders of **VA TECH WABAG LIMITED** (CIN: L45205TN1995PLC030231) held on Tuesday, January 30, 2024 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, M. Damodaran, Managing Partner of M/s. M. Damodaran & Associates LLP, Practicing Company Secretaries, Chennai 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 EGM 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 said Act, Rules and the SEBI Listing Regulations relating to voting through electronic means [i.e. by remote e-voting and e-voting at the EGM] for the resolutions contained in the Notice of the 15th EGM of the equity shareholders of the Company dated December 29, 2023. My responsibility as a Scrutinizer for voting process of voting through electronic means (i.e by remote e-voting and e-voting at the EGM) 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 15th EGM, based on the report generated from the e-voting system provided by KFin Technologies Limited ("KFinTech") engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the EGM.

1





3. In respect of the below mentioned resolutions proposed at the 15th EGM of the equity shareholders of the Company held on Tuesday, January 30, 2024 at 11.00 A.M. (IST), through VC/OAVM, I submit my report as under:

- i. The remote e-voting commenced on January 23, 2024 (Tuesday) at 09.00 A.M (IST) and ended on January 29, 2024 (Monday) at 05.00 P.M (IST).
- ii. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 as amended by the SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circular"), Notice of the 15th EGM 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 15th EGM through VC/OAVM voted through e-voting facility provided by KFintech.
- iv. The equity shareholders holding shares as on January 19, 2024 (Friday), i.e, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 15th EGM 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 was blocked and only those equity shareholders who were present at the EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the EGM.
- vi. On completion of e-voting at the EGM, the votes casted through remote e-voting and e-voting at the EGM were unblocked and downloaded on Tuesday, January 30, 2024 at 11.56 A.M. (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 consolidated results were prepared.
- vii. Based on the data downloaded from KFintech e-voting system, the total votes casted in "favor" or "against" for all the resolutions proposed in the Notice of the 15th EGM are as under:





**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE EGM OF
VA TECH WABAG LIMITED**

Item No: 1

To approve adoption of 'Wabag Centenary Stock Option Scheme 2023'

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	289	225	25208340	85.5316	64	4264223	14.4684	100
e-voting at the EGM	20	20	525785	100	0	0	0	100
Total	309	245	25734125	85.7851	64	4264223	14.2149	100

Details of Abstained Votes:

Mode of e-Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	3	80
e-Voting at the EGM	0	0
Total	3	80





Item No: 2

To approve extension and grant of Centenary Stock Options to the Employees of Group company(ies) including Subsidiary company(ies) and/or Associate company(ies) of the Company under 'Wabag Centenary Stock Option Scheme 2023'

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	290	221	25206123	85.5240	69	4266440	14.4760	100
e-voting at the EGM	20	20	525785	100	0	0	0	100
Total	310	241	25731908	85.7778	69	4266440	14.2222	100

Details of Abstained Votes:

Mode of e- Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	3	80
e-Voting at the EGM	0	0
Total	3	80





**There were no invalid votes casted for the above said resolutions.*

- viii. Based on the aforesaid results, I report that all the Resolutions as set out in the 15th EGM Notice dated December 29, 2023 have been passed with a requisite majority.
- ix. The electronic data and all other relevant records relating to remote e-voting and e-voting at the EGM 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 EGM.

Thanking You,

Yours faithfully,



M. Damodaran
Managing Partner

M Damodaran & Associates LLP

Membership No.: 5837

COP No.: 5081

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN: F005837E003334131

Place: Chennai

Date: 30-01-2024

Voting results	
Record date	19-01-2024
Total number of shareholders on record date	102564
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	95
No. of resolution passed in the meeting	2

RESOLUTION 1								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To approve adoption of 'Wabag Centenary Stock Option Scheme 2023					
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	11895168	11895168	100.0000	11895168	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	11895168	11895168	100.0000	11895168	0	100.0000	0.0000
Public- Institutions	E-Voting	10615973	8916105	83.9876	4653708	4262397	52.1944	47.8056
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10615973	8916105	83.9876	4653708	4262397	52.1944	47.8056
Public- Non Institutions	E-Voting	39679287	8661290	21.8282	8659464	1826	99.9789	0.0211
	Poll		525785	1.3251	525785	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39679287	9187075	23.1533	9185249	1826	99.9801	0.0199
Total		62190428	29998348	48.2363	25734125	4264223	85.7851	14.2149
Whether resolution is Pass or Not.						Yes		

RESOLUTION 2								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To approve extension and grant of Centenary Stock Options to the Employees of Group company(ies) including Subsidiary company(ies) and/or Associate company(ies) of the Company under 'Wabag Centenary Stock Option Scheme 2023'					
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		11895168	100.0000	11895168	0	100.0000	0.0000
	Poll	11895168	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	11895168	11895168	100.0000	11895168	0	100.0000	0.0000
Public- Institutions	E-Voting		8916105	83.9876	4653708	4262397	52.1944	47.8056
	Poll	10615973	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10615973	8916105	83.9876	4653708	4262397	52.1944	47.8056
Public- Non Institutions	E-Voting		8661290	21.8282	8657247	4043	99.9533	0.0467
	Poll	39679287	525785	1.3251	525785	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	39679287	9187075	23.1533	9183032	4043	99.9560	0.0440
Total		62190428	29998348	48.2363	25731908	4266440	85.7778	14.2222
Whether resolution is Pass or Not.							Yes	