ANNEXURE I

QUATERLY COMPLLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **VA TECH WABAG LIMITED**
2. Quarter ending on : **31st December, 2015**

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN$ & DIN	Category (Chairperson/ Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation #	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Bhagwan Dass Narang	AAEPN3092R / 00038052	Chairman – Independent Director	21/07/2014	3	3	5	3
Mr.	Jaithirth Rao	ADVPR8620F / 00025289	Independent Director	21/07/2014	3	1	1	-
Mr.	Sumit Chandwani	AACPC3569Q / 00179100	Independent Director	21/07/2014	3	1	2	1
Ms.	Revathi Kasturi	AEJPK1944E / 01837477	Independent Director	21/07/2014	3	1	-	-
Mr.	Malay Mukherjee	AQGPM2179N / 02861065	Independent Director	27/07/2015	3	2	2	-
Mr.	Rajiv Mittal	ADMPR7965C / 01299110	Managing Director	01/10/2015	-	1	1	-
Mr.	S Varadarajan	AAEPV5754E DIN: 02353065	Executive Director	27/07/2015	-	1	1	-

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$PAN number of any director would not be displayed on the website of Stock Exchange
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period
#Date denotes date of appointment in the Annual General Meeting (AGM). Mr. Rajiv Mittal appointed as Managing Director in the AGM held on 27.07.2015 with effect from 01.10.2015

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) $
1. Audit Committee	Bhagwan Dass Narang Jaithirth Rao Sumit Chandwani Malay Mukherjee	Chairman - Independent Director Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee	Revathi Kasturi Bhagwan Dass Narang Sumit Chandwani Rajiv Mittal	Chairperson - Independent Director Independent Director Independent Director Managing Director
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Sumit Chandwani Rajiv Mittal S Varadarajan	Chairman - Independent Director Managing Director Executive Director

$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
8th August , 2015	7th November, 2015	91

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IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee : 6th November, 2015 Stakeholder Relationship Committee: 7th November,2015 Nomination & Remuneration Committee: 7th November,2015	Yes - 3 Members were present out of 4 Yes – All members present Yes – All members present	Audit Committee : 8th August, 2015 Nomination & Remuneration Committee: 27th July, 2015	Audit Committee: 90 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

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1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee – NA - (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here – First Report. Therefore this will be complied with.

Date: 14th November, 2015

For **VA TECH WABAG LIMITED**

VA TECH WABAG LIMITED

Rajiv Balakrishnan

Company Secretary & DGM Investor Relations