QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **VA TECH WABAG LIMITED**
2. Quarter ending on : **31st December 2018**

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* (Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder's 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	PAN : AAEPN3092R DIN : 00826573	Chairman – Independent Director	27/07/2017	36	3	6	2
Mr.	Sumit Chandwani	PAN : AACPC3569Q DIN : 00179100	Independent Director	27/07/2017	24	1	3	2
Ms.	Revathi Kasturi	PAN : AEJPK1944E DIN : 01837477	Independent Director	27/07/2017	36	1	-	-
Mr.	Malay Mukherjee	PAN : AQGPM2179N DIN : 02861065	Independent Director	10/08/2018	48	2	2	-
Mr.	Rajiv Mittal	PAN : ADMPR7965C DIN : 01299110	Managing Director	01/10/2015	-	1	1	-
Mr.	Subramanian Varadarajan	PAN : AAEPV5754E DIN : 02353065	Whole Time Director	01/06/2018	-	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).

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) $
1. Audit Committee	Sumit Chandwani Bhagwan Dass Narang Malay Mukherjee	Chairman - Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee	Revathi Kasturi Bhagwan Dass Narang Sumit Chandwani	Chairperson - Independent Director Independent Director Independent Director
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Sumit Chandwani Rajiv Mittal Subramanian Varadarajan	Chairman - Independent Director Managing Director Whole Time 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)
9th July 2018 9th August 2018	12th November 2018	94

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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 : 12th November 2018	Yes – All members were present	9th August 2018	94 days
Stakeholders Relationship Committee: 12th November 2018	Yes - All members were present	Stakeholders Relationship Committee: 9th August 2018	94 days
Nomination and Remuneration Committee: 12th November 2018	Yes- All members were present	Nomination and Remuneration Committee:10th August 2018	93 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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VI. Affirmations

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 and 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 – **NIL**

Date: 10th January 2019

For **VA TECH WABAG LIMITED**

VA TECH WABAG LIMITED CHENNAI 600 117

R. Swaminathan

R Swaminathan
Company Secretary & Compliance Officer