

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : VA TECH WABAG LIMITED
2. Quarter ending : 30th September 2019

I. Composition of Board of Directors

| Title (Mr / Ms) | Name of the Director | PAN ^{\$} & DIN | Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure * | Date of Birth | No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference e to proviso to regulation n 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s) | 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 | 07/06/2007 | 27/07/2017 | | 64@ | 12/04/1945 | 3 | 3 | 6 | 2 |
| Mr. | Malay Mukherjee | PAN : AQGPM2179N DIN : 02861065 | Independent Director | 24/06/2015 | 10/08/2018 | | 51 | 26/01/1948 | 2 | 2 | 2 | 0 |
| Mr. | Milin Kaimas Mehta | PAN : AAUPM0034G DIN : 01297508 | Independent Director | 29/04/2019 | - | | 5 | 08/09/1964 | 2 | 2 | 5 | 4 |
| Ms. | Revathi Kasturi | PAN : AEJPK1944E DIN : 01837477 | Independent Director | 09/02/2012 | 27/07/2017 | | 64@ | 05/05/1959 | 1 | 1 | 0 | 0 |
| Mr. | Rajiv Mittal | PAN : ADMPR7965C DIN : 01299110 | Managing Director | 27/09/2000 | 01/10/2015 | | - | 08/04/1960 | 1 | 0 | 1 | 0 |
| Mr. | Subramanian Varadarajan | PAN : AAEPV5754E DIN : 02353065 | Whole Time Director | 24/06/2015 | 01/06/2018 | | - | 23/09/1965 | 1 | 0 | 1 | 0 |
| Mr. | Sumit Chandwani | PAN : AACPC3569Q DIN : 00179100 | Independent Director | 01/06/2011 | 27/07/2017 | 13/08/2019 | 63@# | 11/11/1967 | 0 | 0 | 0 | 0 |

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

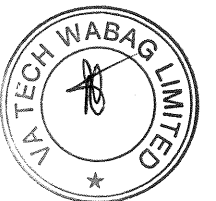
\$PAN of any director would not be displayed on the website of Stock Exchange

&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

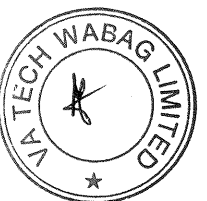
** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

@ - Mr. B D Narang, Mr. Sumit Chandwani and Ms. Revathi Kasturi - Pursuant to the provisions of Companies Act 2013, the tenure of Independent Directors is taken from the Board Meeting i.e, 24th May 2014.

- Mr. Sumit Chandwani - The term of directorship as an Independent Director of Sumit Chandwani was completed at the conclusion of last AGM held on August 13, 2019.



| II. Composition of Committees | | | | | |
|---|---|--|--|---|---|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) \$ | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Milin Kaimas Mehta Bhagwan Dass Narang Malay Mukherjee Sumit Chandwani | Chairman - Independent Director Independent Director Independent Director Chairman - Independent Director | 14/08/2019 18/02/2009 08/08/2015 12/08/2011 | 13/08/2019 |
| 2. Nomination and Remuneration Committee | Yes | Revathi Kasturi Bhagwan Dass Narang Sumit Chandwani Malay Mukherjee | Chairperson - Independent Director Independent Director Independent Director Independent Director | 24/05/2012 22/11/2007 12/08/2011 14/08/2019 | 13/08/2019 |
| 3. Risk Management Committee(if applicable) | - | NA | NA | - | - |
| 4. Stakeholders Relationship Committee' | Yes | Milin Kaimas Mehta Rajiv Mittal Subramanian Varadarajan Sumit Chandwani | Chairman - Independent Director Managing Director Whole Time Director Chairman - Independent Director | 14/08/2019 10/12/2010 08/08/2015 12/08/2011 | 13-08-2019 |
| &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 | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 29/04/2019 21/05/2019 | 12/08/2019 | Yes / No | 5 7 7 | 3 5 5 | 21 82 |
| * to be filled in only for the current quarter meetings | | | | | |
| IV. Meetings of Committees | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee 12/08/2019 : | Yes / No | 2 3 3 | 2 3 3 | 29/04/2019 20/05/2019 | 20 83 |
| Stakeholders Relationship Committee 11/08/2019 : | Yes /No | 3 3 | 1 1 | 20/05/2019 | 82 |
| Nomination and Remuneration Committee 11/08/2019 : | Yes /No | 3 3 | 3 3 | 29/04/2019 | 103 |



* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings

V. Related Party Transactions

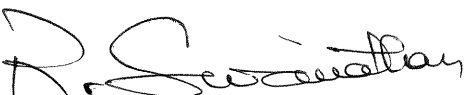
| Subject | Compliance status (Yes/No/NA) refer note below |
|--|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee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

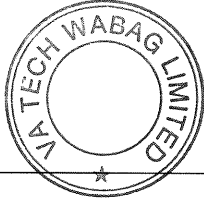
Note:
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions,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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee – **NA** (applicable to the top 500 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **Nil**

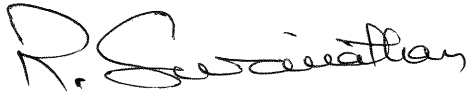
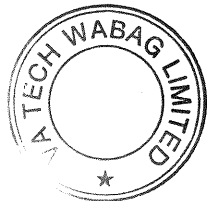
For VA TECH WABAG LIMITED


R. Swaminathan
Company Secretary & Compliance Officer



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

| Affirmations | | |
|--|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes@ |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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. 3 If the Listed Entity would like to provide any other information the same may be indicated here. 4. @ - Complied with Regulation 46(2) on all requirements except BRR which is not applicable for the Company | | |
| For VA TECH WABAG LIMITED  R. Swaminathan Company Secretary & Compliance Officer  | | |