



M DAMODARAN & ASSOCIATES LLP

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COMPLIANCE CERTIFICATE

For the Financial Year ended March 31, 2026

[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members,
VA TECH WABAG LIMITED
Chennai.

We, M Damodaran & Associates LLP, Secretarial Auditors of M/s. VA TECH WABAG LIMITED (CIN - L45205TN1995PLC030231) ("the Company") having its Registered Office at "WABAG House", No. 17, 200 Feet Thoraipakkam - Pallavaram Main Road, Sunnambu Kolathur, Chennai - 600 117, Tamil Nadu, India, have been requested by the Company to issue certificate under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Wabag Centenary Stock Option Scheme 2023 (hereinafter referred to as the "Scheme" and/or "ESOP") including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and Regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the said Scheme in accordance with the applicable Regulations and the Special Resolutions passed by the Members at their 15th Extraordinary General Meeting held on January 30, 2024.

For the purpose of verifying compliance of the Regulations, the following information/documents were placed before us for our examination:

1. The Scheme;
2. Articles of Association of the Company;
3. Resolutions passed at the meetings of the Nomination and Remuneration Committee of the Board of Directors of the Company on ESOP matters;
4. Resolutions passed at the meetings of the Board of Directors ("the Board") of the Company on ESOP matters;
5. Special Resolutions passed by the Members of the Company at their 15th Extraordinary General Meeting held on January 30, 2024;





6. Detailed terms and conditions of the Scheme duly approved by the Nomination and Remuneration Committee, the Board and the Members of the Company;
7. Disclosure in Board's Report in accordance with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
8. Such other information and documents which we considered necessary for the purpose of issuing this certificate.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Scheme in accordance with the applicable provisions of the Regulations and in accordance with the resolutions passed by the Members of the Company at their 15th Extraordinary General Meeting.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to issue the certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for the information of the Members of the Company and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Chennai
Date: May 21, 2026

For **M DAMODARAN & ASSOCIATES LLP**

M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837H000425278

