

VA TECH WABAG LIMITED

Registered Office: 11, Murray's Gate Road, Alwarpet, Chennai 600 018

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of VA TECH WABAG LIMITED will be held on Thursday, July 25, 2013 at 10.00 a.m. at Rani Seethai Hall, 603, Anna Salai, Chennai 600 006 to transact the following businesses:

Ordinary Business

- 1. To consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
- 2. To declare a dividend on equity shares.
- 3. To appoint a Director in place of Mr. Bhagwan Dass Narang, who retires by rotation, and being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Mr. Jaithirth Rao, who retires by rotation, and being eligible, offers himself for re-appointment.
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Walker, Chandiok & Co., Chartered Accountants, (Registration Number 001076N) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

By Order of the Board of Directors

Registered Office:
Rajiv Balakrishnan
11, Murray's Gate Road,
Company Secretary
Alwarpet, Chennai 600 018
Email: companysecretary@wabaq.in

Notes

 A member entitled to attend and vote at the annual general meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

- Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3. In terms of Article 108 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Bhagwan Dass Narang and Mr. Jaithirth Rao, Directors retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commend their respective re-appointments.
- 4. In respect of the information to be provided under Clause 49(IV)(G) of the Listing Agreement pertaining to the Directors being appointed / re-appointed, members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.
 - Mr. Bhagwan Dass Narang, Director do not hold any Equity shares and Mr. Jaithirth Rao, Director holds 1,92,734 Equity shares of the Company as on March 31, 2013. None of the Directors of the Company are inter-se related to each other.
- 5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
- a) The Company has notified closure of Register of Members and Share Transfer Books from Saturday, July 13, 2013 to Thursday, July 25, 2013 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
 - b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between July 26, 2013 and August 2, 2013 to those members whose names shall appear on the Company's Register of Members on July 12, 2013; in respect of shares held in dematerialized form, the dividend will be paid to members whose names are

furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

- 9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- 10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company / Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited (Karvy), Plot Nos. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500081.
- 11. Under the Companies Act, 1956 dividends that are unclaimed for a period of seven years are required to be transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government. Due date of transferring unclaimed and unpaid dividend declared by the Company for the FY 2010-2011 and FY 2011-2012 to IEPF is as under:

Financial Year ended	Date of declaration of Dividend	Last date for claiming unpaid/ unclaimed dividend
March 31, 2011	July 15, 2011	August 14, 2018
March 31, 2012	July 23, 2012	August 22, 2019

Members who have not encashed the dividend warrant so far in respect of the aforesaid year are requested to make their claim to Karvy well in advance of the above date. It may be noted that once the amount in the unpaid dividend account are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

- 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Karvy.
- 13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 109A of the Companies Act, 1956. Members desiring to avail this facility may send their nomination in the prescribed Form No.2B duly filled in to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- 14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
- 15. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

By Order of the Board of Directors

Registered Office:
11, Murray's Gate Road,
Alwarpet, Chennai 600 018

Rajiv Balakrishnan Company Secretary May 23, 2013

Email: companysecretary@wabag.in

Affix Re.1 Revenue Stamp



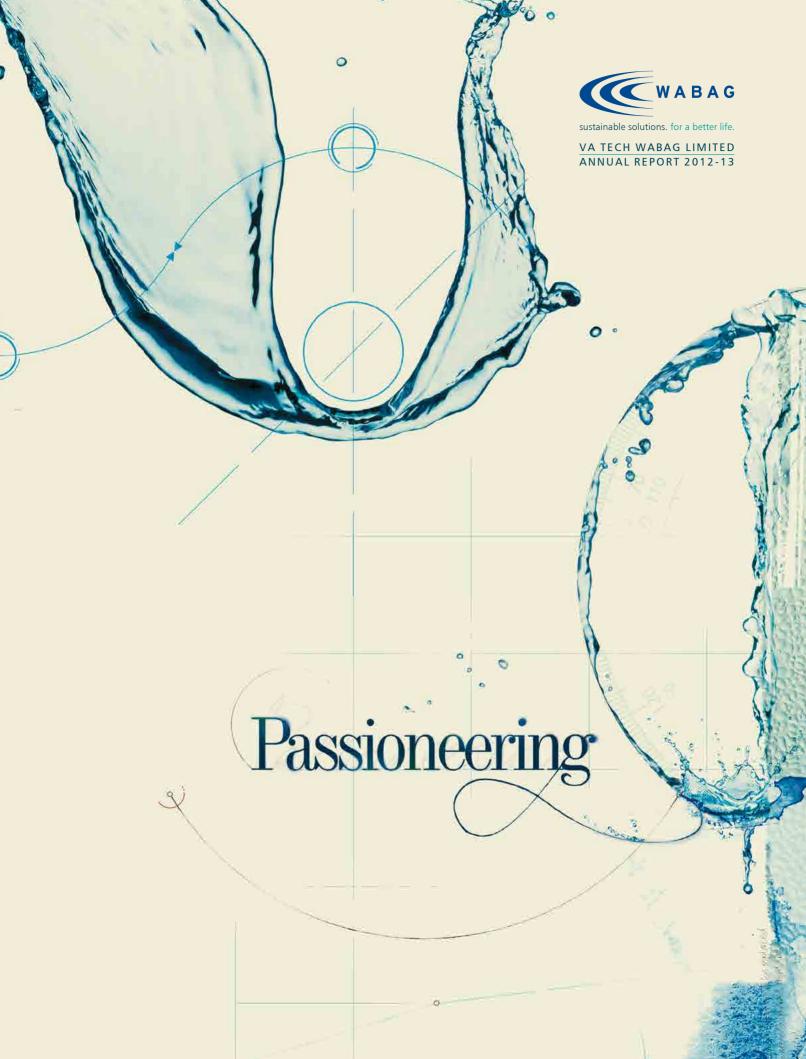
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Registered Office: 11, Murray's Gate Road, Alwarpet, Chennai 600 018

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*:	Folio No.:		
Client Id*:	No. of Shares:		
Name and Address of the Shareholder (In BLOCK CAPITALS)			
I hereby record my presence at the 18th ANNUAL GENERAL MEETING of the 10.00 a.m. at Rani Seethai Hall, 603, Anna Salai, Chennai 600 006	the Company held on Thursday, July 25, 2013 at		
	Signature of Shareholder / Proxy		
* Applicable for investors holding shares in electronic form.			
WABAG	PROXY FORM		
VA TECH WABAG LIMITED Registered Office: 11, Murray's Gate Road, Alwarpet, Chennai 600 018			
Registered Office: 11, Murray's Gate Road, Alwar	pet, Chennai 600 018		
Registered Office: 11, Murray's Gate Road, Alwarp DP Id*:	Poet, Chennai 600 018 Folio No.: No. of Shares:		
Registered Office: 11, Murray's Gate Road, Alwarp DP Id*: Client Id*: I/We being a member / members of VA TECH WABAG LIMITED hereby app	Poet, Chennai 600 018 Folio No.: No. of Shares: of point		
Registered Office: 11, Murray's Gate Road, Alward DP Id*: Client Id*: I/We being a member / members of VA TECH WABAG LIMITED hereby app	Poet, Chennai 600 018 Folio No.: No. of Shares: of point of		
Registered Office: 11, Murray's Gate Road, Alward DP Id*: Client Id*: I/We being a member / members of VA TECH WABAG LIMITED hereby app or fa	Poet, Chennai 600 018 Folio No.: No. of Shares: of point of ailing him of		
Registered Office: 11, Murray's Gate Road, Alward DP Id*: Client Id*: I/We being a member / members of VA TECH WABAG LIMITED hereby app	Poet, Chennai 600 018 Folio No.: No. of Shares: of ooint of ailing him of our behalf at the 18th Annual General Meeting of		

NOTE: The Proxy, to be valid, should be deposited at the Registered Office of the Company at No. 11, Murray's Gate Road, Alwarpet, Chennai 600 018 not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.



Forward-looking statement In this annual report, we have disclosed forwardlooking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. C We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. Inside the document 01 Corporate Information. 03 Vision and mission. 04 Corporate Identity. 06 Consolidated Financial Highlights. 08 Chairman's message. 10 Managing Director's overview. 28 Directors' Report. 36 Management Discussion and Analysis. 49 Report on Corporate Governance. 64 Auditors' Report. 68 Standalone Financials. 96 Consolidated Auditor's Report. 98 Consolidated Financials. 128 Financial details of Subsidiary companies

Corporate Information

Board of Directors

- Bhagwan Dass Narang, Chairman
- Rajiv Mittal, Managing Director
- Jaithirth Rao, Director
- Sumit Chandwani, Director
- Revathi Kasturi, Director

Chief Financial Officer

S. Varadarajan

Company Secretary

Rajiv Balakrishnan

Registered & Corporate Office

11, Murray's Gate Road, Alwarpet, Chennai 600 018.

Bankers

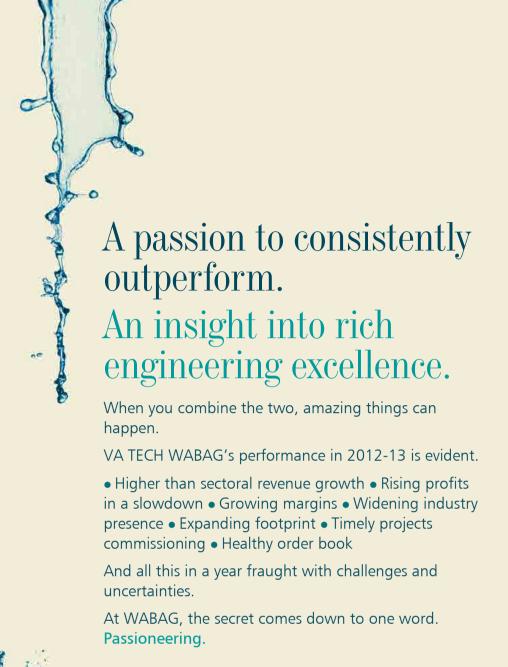
- State Bank of India
- ICICI Bank Limited
- YES Bank Limited
- HDFC Bank Limited
- IDBI Bank Limited
- Punjab National Bank
- Societe Generale Bank
- HSBC
- ING VYSYA Bank
- Standard Chartered Bank

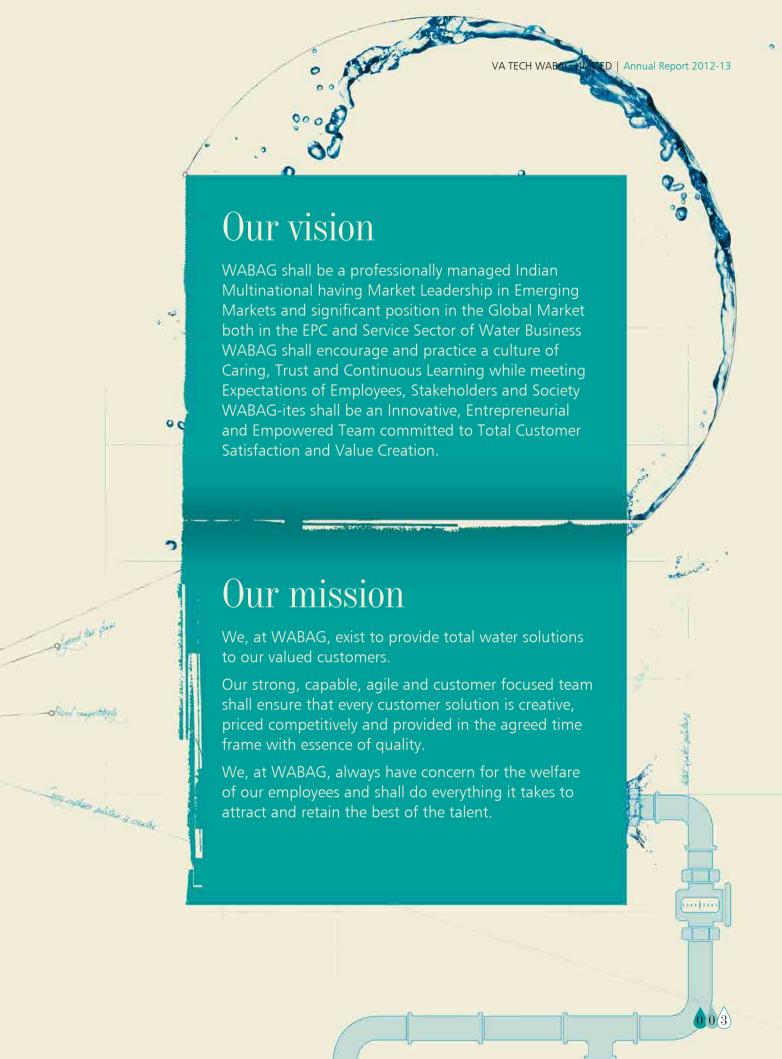
Statutory Auditors

Walker, Chandiok & Co., Chartered Accountants

Registrar and Transfer Agents

Karvy Computershare Private Limited





WABAG — An Indian multi-national. A pure-play water technology company.



