



## 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.

5. 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, Chandio & 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:  
11, Murray's Gate Road,  
Alwarpet, Chennai 600 018  
Email: companysecretary@wabag.in

Rajiv Balakrishnan  
Company Secretary  
May 23, 2013

#### Notes

1. **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.**

2. 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.
6. 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.
7. 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.
8. 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:

<b>Financial Year ended</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming unpaid/ unclaimed dividend</b>
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:
- Change in their residential status on return to India for permanent settlement.
  - 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  
Email: [companysecretary@wabag.in](mailto:companysecretary@wabag.in)

Rajiv Balakrishnan  
Company Secretary  
May 23, 2013

**ATTENDANCE SLIP****VA TECH WABAG LIMITED**

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 **18<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Thursday, July 25, 2013 at 10.00 a.m. at Rani Seethai Hall, 603, Anna Salai, Chennai 600 006

\_\_\_\_\_  
Signature of Shareholder / Proxy

\* Applicable for investors holding shares in electronic form.

**PROXY FORM****VA TECH WABAG LIMITED**

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

DP Id\*: .....

Folio No.: .....

Client Id\*: .....

No. of Shares: .....

I/We ..... of .....

being a member / members of VA TECH WABAG LIMITED hereby appoint .....

..... of

..... or failing him ..... of

..... as my / our Proxy to vote for me / us and on my / our behalf at the **18<sup>th</sup> Annual General Meeting** of the Company to be held on Thursday, July 25, 2013 at 10.00 a.m. and at any adjournment thereof.

Signed this..... day of ..... 2013.

\_\_\_\_\_  
Signature

Affix Re.1  
Revenue  
Stamp


**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.



sustainable solutions. for a better life.

VA TECH WABAG LIMITED  
ANNUAL REPORT 2012-13

# Passioneering



### Forward-looking statement

In this annual report, we have disclosed forward-looking 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.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# 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



A passion to consistently  
outperform.

An insight into rich  
engineering excellence.

When you combine the two, amazing things can happen.

VA TECH WABAG's performance in 2012-13 is evident.

- Higher than sectoral revenue growth
- Rising profits in a slowdown
- Growing margins
- Widening industry presence
- Expanding footprint
- Timely projects commissioning
- Healthy order book

And all this in a year fraught with challenges and uncertainties.

At WABAG, the secret comes down to one word.

**Passioneering.**



Passioneering

## Our vision

WABAG shall be a professionally managed Indian Multinational having Market Leadership in Emerging Markets and significant position in the Global Market both in the EPC and Service Sector of Water Business. WABAG shall encourage and practice a culture of Caring, Trust and Continuous Learning while meeting Expectations of Employees, Stakeholders and Society. WABAG-ites shall be an Innovative, Entrepreneurial and Empowered Team committed to Total Customer Satisfaction and Value Creation.

## Our mission

We, at WABAG, exist to provide total water solutions to our valued customers.

Our strong, capable, agile and customer focused team shall ensure that every customer solution is creative, priced competitively and provided in the agreed time frame with essence of quality.

We, at WABAG, always have concern for the welfare of our employees and shall do everything it takes to attract and retain the best of the talent.



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

## Who we are...

- Engaged in providing total water management solutions since 1996
- Managed by a widely experienced management team of professionals
- Positioned as a pure-play water technology company
- Brand in existence since 1924

## What we do...

Turnkey contracts in design, engineering, procurement, construction, erection, commissioning, operation and maintenance of the following:

- Drinking water treatment
- Industrial waste water treatment
- Municipal waste water treatment
- Industrial and process water treatment
- Desalination (sea water and brackish water)
- Recycling (industrial and municipal waste water)

### Where we are...

- Headquartered in Chennai with 17 subsidiaries across three continents
- Established presence in India, Middle East, North Africa, Europe, China and South East Asia
- R&D centres in India, Austria and Switzerland
- Full-fledged offices in Pune, Delhi, Kolkata and multiple site offices
- International engineering centres in Pune and Vadodara

### Prominent projects completed

- WTP - Meenad, Cherthala and Pattuvam for Kerala Water Authority
- ETP - ESSAR, Hindustan Petroleum Corporation Limited, Durgapur Projects Limited (Coke Oven)
- STP - Delhi Jal Board at Keshopur, Jaipur Municipal Corporation
- Desalination: Duqm, Oman, Nammeli, Chennai