



VA TECH WABAG LIMITED

CIN - L45205TN1995PLC030231

Registered Office: "WABAG HOUSE", No.17, 200 Feet Thoraipakkam-Pallavaram Main Road,
Sunnambu Kolathur, Chennai - 600 117, Tamil Nadu, India
Email: companysecretary@wabag.in | Website: www.wabag.com

Notice

Notice is hereby given that the twenty third (23rd) Annual General Meeting (AGM) of the Members of VA TECH WABAG LIMITED will be held on Friday, August 10, 2018 at 10.00 a.m. (IST) at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006, Tamil Nadu, India to transact the following businesses:

Ordinary business

1. To consider and adopt:
 - a) The audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
 - b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2018.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of S Varadarajan (DIN: 02353065), who retires by rotation and being eligible, has offered himself for re- appointment.
4. To appoint M/s. Sharp & Tannan (Firm Regn No: 003792S) as statutory auditors of the company and to fix their remuneration and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee & Board of Directors of the Company, M/s. Sharp & Tannan, Chartered Accountants, Chennai (Firm Regn No: 003792S) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Chennai (LLP Registration No. AAC- 2085) for a term of 5 (five)

consecutive years, to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company to be held in the calendar year 2023, at such remuneration as may be decided by the Board of Directors of the Company from time to time."

Special business

5. **Appointment of S Varadarajan (DIN: 02353065) as a Whole Time Director.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) , the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, consents, permissions, as may be necessary, the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board), the consent of the Members of the Company be and is hereby accorded for the appointment of S Varadarajan (DIN: 02353065) as a Whole Time Director of the Company for a period of 5 (five) years with effect from June 1, 2018 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to alter/modify the said terms & conditions of the appointment and remuneration of S Varadarajan,

Whole Time Director as the Board may be considered appropriate, from time to time, subject to the overall ceiling limits specified by this resolution and/or provisions of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) as applicable.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable including powers/authority to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and to take all steps and/or other formalities as may be required to give effect to above resolution.”

6. **Re-appointment of Malay Mukherjee (DIN: 02861065) as an Independent Director.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Malay Mukherjee (DIN: 02861065), an Independent Director of the Company whose period of office will be expiring at the conclusion of 23rd Annual General Meeting, who has submitted a declaration that he meets the criteria of independence u/s 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for 4 (four) consecutive years from the conclusion of 23rd Annual General Meeting (AGM) upto the conclusion of the 27th AGM of the Company to be held in the calendar year 2022 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable

including powers/authority to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and to take all steps and/or other formalities as may be required to give effect to above resolution.”

7. **Ratification of the Remuneration of Cost Auditor for the financial year 2017-18.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditor, K Suryanarayanan, Practicing Cost Accountant, Chennai (Membership No. 24946) appointed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board), to conduct the audit of the cost records of the Company for the financial year 2017-18 be paid a remuneration of ₹ 5,00,000 (Rupees Five Lakhs) exclusive of service tax and out of pocket expenses, if any, in connection with the Cost Audit for the financial year 2017-18.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

8. **Approval of charges for service of documents on the Members through particular mode.**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the said Act and relevant Rules prescribed thereunder (including any statutory modification or re-enactment thereof for the time being in force), whereby a document may be served on any Member(s) by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) to charge from the Member(s) the fee, if required, in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the Member(s) for delivery of

such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained, post the dispatch of such documents to the Member(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary proper or desirable or expedient to give effect to the above resolution."

9. **Issuance of Non-Convertible Debentures and/or other Debt Securities through Private placement mode.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), the Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable SEBI Regulations and guidelines, Foreign Exchange Management Act & Reserve Bank of India (RBI) Guidelines, the Memorandum of Association and the Articles of Association of the Company any other applicable laws, Rules and Regulations (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the SEBI, Government of India (GOI), RBI and all other appropriate and/or concerned authorities and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/ to be constituted by the Board for exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and

allot Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds ("NCDs") in one or more tranches, to Investors whether Indian or Foreign (including residents, non-residents, institutions, banks, bodies corporate(s), Companies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and/or any other institution/entities, whether or not such investors are Members of the Company) through Private Placement for an amount not exceeding ₹ 300 Crore (Rupees Three Hundred Crore only) or equivalent thereof, in one or more foreign currency and/ or Indian rupee, subject to the total overall borrowing limits of the Company not exceeding the borrowing powers approved by the Members under Section 180(1)(c) of the Act, during the period of one year from the date of passing of Special Resolution by the Members on such terms and conditions as the Board may, from time to time, deem fit, necessary and proper."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents/ offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, security, creation/ modification of charges if any, listing of securities, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, consultants, advisors, merchant bankers, Debenture trustees and other agencies, entering into any arrangements, in connection with the issue of securities, placement documents and to sign all deeds, agreements, memoranda, documents, undertakings, promissory notes and such other writings and to pay any fees, remuneration, charges, expenses relating thereto and for any other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) of securities as it may, in its absolute discretion, deem fit, from time to time."

July 9, 2018

By Order of the Board of Directors
R Swaminathan
Company Secretary
(Membership No.: 17696)

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING" OR "AGM") IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A 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 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS AND SUCH PERSON, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. A PROXY FORM FOR THE AGM IS ENCLOSED.

2. **Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
3. Additional information pursuant to Regulation 36 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms part of the Notice. There are no inter-se relationships between the Board Members. The Directors have furnished their requisite consents/declarations for appointment/re-appointment.
4. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting. In order to enable us to register your attendance at the venue of the AGM, we request you to bring your folio number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation in the Meeting.
6. In case of joint holder(s) attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Registers prescribed under the Act and 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, during business hours up to the date of the Meeting and also on the AGM Venue on date of AGM.
8.
 - a) The Register of Members and share transfer books will remain closed from the close of business hours of Friday, August 3, 2018 to Friday, August 10, 2018 (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 Saturday, August 11, 2018 and Friday, August 17, 2018 to those Members whose names shall appear on the Company's Register of Members on August 3, 2018 (Record date) and in respect of the those Members who hold shares in electronic / 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 please note that bank particulars registered in your respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents (RTA), M/s. Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to approach their respective depository participant for any updation/change in bank particulars.
10. Members holding shares in electronic form are requested to intimate immediately for 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 for any change in their address or bank mandates immediately to the Company / RTA.
11. Members who wish to claim dividends, which remain unclaimed/ unpaid, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's RTA for revalidation and encash them before the due dates. The details of such unclaimed dividends are available on the Company's website at www.wabag.com. Members are requested to note that the dividend remaining unclaimed

for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Authority) as amended, from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and/or the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the Company's website www.wabag.com and on the IEPF website www.iepf.gov.in and to send a physical copy of the same duly signed to the Company along with the requisite documents required under Form IEPF-5. Members are requested to use one consolidated claim in a financial year as per the IEPF Rules.

Pursuant to the provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid/unclaimed amounts lying with the Company as on July 27, 2017 (date of last AGM) on the website of the Company www.wabag.com, and such details available with the Ministry of Corporate Affairs.

In accordance with the aforesaid IEPF Rules, the Company has sent notice to all Members whose shares are due to be transferred to the IEPF Authority during the financial year 2018-19 and has intimated the said requirement through newspaper publication as required under IEPF Rules. The Members whose unclaimed dividend/ shares transferred/ to be transferred to the IEPF authority by the Company, can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF authority or may also approach the Company at the Registered office of the Company or may write to companysecretary@wabag.in for any queries/ explanations/assistance in this regard.

12. 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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.wabag.com under the section 'Investor Relations'.

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 RTA/Company Immediately of:

- i. Change in their residential status on return to India for permanent settlement.
- ii. 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. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Members are requested to update e-mail addresses with their respective depository participant(s) for receiving all communication including Annual Report, Notices, etc. from the Company electronically.**

17. The route map to reach the venue of the AGM is annexed.

18. Copies of the Annual Report 2018 and the Notice of the 23rd AGM along with the attendance slip & proxy form are being sent by electronic mode only to all the Members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report 2018 are being sent by the permitted mode. Members may also note that the Notice of the 23rd AGM and the Annual Report 2018 will be available on the Company's website www.wabag.com. The physical copies of the aforesaid documents will also be available at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Members, who require communication in physical form, in lieu of electronic mode, may write to companysecretary@wabag.in.

19. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are as under:**

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, and

the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- ii. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through 'Insta Poll'.
- iii. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility.
- v. The Board of Directors of the Company has appointed M. Damodaran of M/s. M Damodaran & Associates, Practicing Company Secretaries, Chennai as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the same purpose.
- vi. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 3, 2018. In other words, a person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, which is August 3, 2018 only shall be entitled to avail the facility of remote e-voting & Insta Poll.
- vii. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 3, 2018, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS in the following format: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to **+91 9212993399**

Example for NSDL	MYEPWD <space> IN12345612345678
Example for CDSL	MYEPWD <space> 1402345612345678
Example for physical xxxx1234567890	MYEPWD <space> xxxx1234567890

- b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. If both email and mobile number of a Member is not registered, such Members may call Karvy's toll free number 1-800-3454-001 or send an e-mail request to evoting@karvy.com.
- d. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- viii. The remote e-voting period commences on Monday, August 6, 2018 (9.00 a.m. IST) and ends on Thursday, August 9, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 3, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- ix. The scrutinizer, after scrutinizing the votes cast at the Meeting (Insta Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.wabag.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- x. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 10, 2018

xi. Instructions and other information relating to remote e-voting:

1. A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company / Depository Participant(s)):

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, the User ID will be the E-Voting Event Number (**3932**)+ Folio number. In case of Demat Account, DP ID+ Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800- 3454-001 for your existing password.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number i.e. **3932** for VA TECH WABAG LIMITED
- g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option "ABSTAIN" against the shares.

h. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios / demat accounts.

i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

j. You may then cast your vote by selecting an appropriate option and click on "Submit".

k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).

l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board resolution / Power of Attorney/Authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at e-mail ID: secretarial@mdassociates.co.in with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."

B. In case a Member receives physical copy of the notice by post (for Members whose e-mail addresses are not registered with the Company / Depository Participant(s))

a) E-voting Event Number **3932**, User ID and password is provided in the attendance slip.

b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

3. **Voting at AGM:** The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who

have already cast their votes by remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting

4. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM (Insta-poll). If a Member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
5. The voting rights of Members shall be in proportion to their share of the paid up equity share capital

of the Company as on the cut-off date i.e. Friday, August 3, 2018.

6. **In case of any query pertaining to e-voting, Members can Contact Mr. B Srinivas, Deputy Manager, Karvy Computershare Private Limited at Contact No.: +91-44-6716 2222, email id.: einward.ris@karvy.com**

July 9, 2018

By Order of the Board of Directors

R Swaminathan

Company Secretary

(Membership No.: 17696)

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statements sets out all material facts relating to certain ordinary business & all special business mentioned in the accompanying Notice:

Item Nos. 3 & 5

S Varadarajan was appointed as a Director & Chief Growth Officer liable to retire by rotation by the Members at the 22nd AGM of the Company held on July 27, 2017. As per the said resolution and pursuant to provisions of Section 152 of the Act, the term of appointment of such Director will expire at the conclusion of 23rd AGM and being eligible, he has offered himself for re-appointment.

Pursuant to the provisions of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of S Varadarajan for the office of a Director.

Broad particulars of the terms of appointment and range of remuneration payable to S Varadarajan during his proposed tenure of 5 (five) years as Whole Time Director are as under:

Basic Salary per month (pm)	: ₹ 3 Lakhs to ₹ 6 Lakhs
Special /Additional Allowance (pm)	: ₹ 2.32 Lakhs to ₹ 6 Lakhs
HRA /Company Leased Accommodation (pm)	: ₹ 1.5 Lakhs to ₹ 3 Lakhs
Medical Expenses Reimbursement	: Expenses incurred for the Whole Time Director and his family as per the Company's Rules.
Life Insurance/ Personal Accident Insurance	: Coverage as per the Company's Rules
Leave Travel Concession	: For the Whole Time Director and his family as per the Company's Rules.
Encashment of leave, contribution to various statutory funds, provision of car and telephone at the Whole Time Director's residence for his use, other amenities and benefits	: As per the Company's Rules.
Performance Pay per annum	: ₹ 48 Lakhs to ₹ 84 Lakhs
Other Allowances/ Perquisites	: Uniform, Child/ educational and other allowances are as per the Company Policies. Perquisites are as per the limits of law and Company policies.

The Company has received from S Varadarajan (i) consent in writing to act as Director in form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act.

Further, pursuant to Section 152, 196, 197 and 203 of the Act, read with Articles of Association of the Company, the Board of Directors ("Board") at its Meeting held on May 25, 2018, also appointed (subject to the approval of Members in the general Meeting) S Varadarajan as a Whole Time Director of the Company for a period of 5 years with effect from June 1, 2018 at the remuneration as recommended by the Nomination & Remuneration Committee and other terms & conditions as mentioned below.

It is proposed to seek the Members approval for the appointment and remuneration of S Varadarajan as Whole Time Director, in terms of the applicable provisions of the Act.

The above perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any Rules thereunder or any statutory modification(s) or re-enactment thereof, in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. The Company's contribution to provident fund, superannuation, annuity fund or other statutory fund(s) to the extent these singly or together are not taxable under the Income Tax Act, gratuity payable and encashment of leave, as per the Rules of the Company and to the extent not taxable under the Income Tax Act, shall not be included for the purpose of computation of the overall ceiling of remuneration. Expenses incurred for travelling, boarding and lodging during business trips, any medical assistance provided and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

- (i) The Whole Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and Regulations as may from time to time be given and made by the Board and the functions of the Whole Time Director will be under the overall authority and supervision of the Board of Directors.
- (ii) The Whole Time Director shall act in accordance with the laws, Rules and Regulations as applicable to the Company and shall abide by the provisions of the Act, including Section 166 of the said Act with regard to duties of Directors.
- (iii) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and other code(s) /policies of the Company, as applicable for his role.
- (iv) The office of the Whole Time Director may be terminated by the Company or the Whole Time Director by giving 6 (six) months prior notice in writing to the Board.

S Varadarajan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the event of loss or inadequacy of profit in any financial year, the Company shall pay to S Varadarajan, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of S Varadarajan under Section 190 of the Act.

Brief resume of S Varadarajan, nature of his expertise in specific functional areas, names of companies in which he holds Directorship and Membership/ chairmanship of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under Regulation 36 (3) of SEBI LODR 2015 are provided in this Notice.

S Varadarajan will be liable to retire by rotation, if so required to comply with the provisions of the Act, during his tenure.

S Varadarajan is interested in the resolution at Item Nos.3 & 5 of the Notice, as these items relates to his appointment and remuneration payable to him.

Except S Varadarajan to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are interested or concerned in the resolution.

The Board commends the Ordinary Resolution set out at Item Nos.3 & 5 of the Notice for approval by the Members.

Profile of S Varadarajan:

S Varadarajan joined the Company in January 1997 as Senior Manager – Finance cum Company Secretary and handled various key positions including Chief Financial Officer prior to his appointment as Director & Chief Growth Officer of the Company. During the last 21 years of his service in the Company, he played active role in demerger of the Company prior to its acquisition by VA Tech Wabag GmbH, Austria in the year 2000. He was part of the management team that carried out management buyout in the year 2005. He played active role in formation of 4 Strategic Business Units (SBU's) in the Company in the year 2007 and took additional charge as SBU Head for O&M business of the Company for few years. He also played active role in the reverse acquisition of the erstwhile parent Company in Austria in the year 2007 and was instrumental in successful listing of the Company in the Indian bourses in the year 2010. During his tenure with WABAG, Varadarajan has also been overseeing Corporate Service functions like Finance, Human Resources, IT, Treasury, Legal, Secretarial and General Administration. He is one of the Promoters of the Company and holds 21,85,762 equity shares of the Company as on March 31, 2018.

S Varadarajan is a Graduate in Commerce and Post Graduate in Public Administration. He is a Member of the Institute of Cost and Management Accountants of India (CMA) and the Institute of Company Secretaries of India (ICSI). He was honored with CFO-100 Award for three years consecutively for his achievements by CFO India magazine.

Varadarajan does not hold Directorships in any other listed entities in India.

Item No.6

Malay Mukherjee, was appointed as an Independent Director of the Company under the provisions of the Act, by the Members of the Company at the 20th AGM held on July 27, 2015 for

a period of 3 years upto the conclusion of 23rd AGM to be held in 2018.

Pursuant to Section 149 of the Act, read with Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") of the Company passed a resolution at their Meeting held on May 25, 2018, approving re-appointment of Malay Mukherjee as an Independent Director of the Company from the conclusion of the ensuing AGM for a second consecutive term of 4(four) years in line with the provisions of the Act & SEBI LODR. The re-appointment is subject to the approval of Members at this AGM by way of Special Resolution.

Malay Mukherjee holds office up to the date of the closure of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Malay Mukherjee for the office of Independent Director to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received from Malay Mukherjee (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act.

Pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at item No. 6 seeks approval of the Members for the re-appointment of Malay Mukherjee as an Independent Director of the Company for a period of 4(four) consecutive years up to the conclusion of 27th AGM to be held in the calendar year 2022 at such remuneration/ commission as approved by the Members at the 19th AGM held on July 21, 2014. He shall not be liable to retire by rotation.

In the opinion of the Board, Malay Mukherjee, the Independent Director proposed to be re-appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. Brief resume of Malay Mukherjee, nature of his expertise in specific functional areas, names of listed Companies in which he holds Directorship and Membership/chairmanship of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges are provided in this Notice.

A copy of the draft letter for the re-appointment of Malay Mukherjee as an Independent Director setting out the terms

and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the Meeting.

Except Malay Mukherjee to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution.

The Board commends the Special Resolution as set out at Item No. 6 of the Notice for approval by the Members.

Profile of Malay Mukherjee:

Malay Mukherjee has over 43 years of experience in a range of technical, commercial and managerial roles in the mining and steel industry. Between October 2009 and 2011, Malay Mukherjee served as the CEO of the ESSAR Steel Global, one of the largest integrated steel Companies in India.

Prior to joining Essar Steel, Malay Mukherjee was a Member of the Board of Directors at Arcelor Mittal between 2008 and 2009, prior to which he served as the Senior Executive Vice President at Arcelor Mittal between 2006 and 2008 and a Member of the Group Management Board, in charge of mines and steel plant operations in Africa, Asia, southern Europe (Bosnia, Macedonia), CIS, Ukraine, Kazakhstan and responsible for Arcelor Mittal Group Business segments of Stainless Steel, Pipes, Tubes and Technology in Asia, CIS and South Africa. He also served as the COO for Mittal Steel Company between 2004 and 2006. Prior to that, he served as President and Chief Operating Officer of Ispat International (London) between 2002 and 2004. He joined Ispat International (now part of Arcelor Mittal) in 1993 and served as Executive Director for Mexico until 1995, Managing Director (Mexico) between 1995 and 1996 and Managing Director for Ispat Kazakhstan between 1996 and 1999. He later went on to serve as the CEO of Ispat Europe (Luxembourg) between 1999 and 2000 followed by serving as the COO of Ispat International (London). He also served as Executive Director of Works at the Bhilai Steel Plant at Steel Authority of India Limited between 1991 and 1992. Malay Mukherjee is a recipient of the MECON Award from the Indian Institute of Metals. Malay Mukherjee holds a Master's degree in mining from the USSR State Commission in Moscow and a Bachelor's degree in Science from the Indian Institute of Technology, Kharagpur, India. Malay Mukherjee is a Member of Academy of Natural Sciences and Life Member in the Indian Institute of Metals. He was awarded a letter of appreciation from President of Kazakhstan for work rendered in Kazakhstan from 1995 to 1999.

He also holds Independent Directorship position in JSW Steel Limited, India.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost