


**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](mailto:companysecretary@wabag.in) | Website: [www.wabag.com](http://www.wabag.com)

## Notice

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting (AGM) of the Members of VA TECH WABAG LIMITED will be held on Wednesday, September 23, 2020 at 3:00 p.m. (IST), through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM") Facility 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, 2020, 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, 2020.
2. To appoint a Director in place of Mr. S Varadarajan (DIN: 02353065), who retires by rotation and being eligible, has offered himself for re- appointment.

### Special business

3. **Re-appointment of Mr. Rajiv Mittal (DIN: 01299110) as Managing Director & Group CEO of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013, ("the Act"), rules, circulars, orders and notifications issued thereunder, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 137 of Articles of Association of the Company and the recommendations of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include

the Nomination and Remuneration Committee of the Board), approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajiv Mittal, (DIN: 01299110) as Managing Director & Group CEO of the Company, with effect from October 1, 2020 till March 31, 2025, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rajiv Mittal, subject to the remuneration not exceeding the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such 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 the above resolution."

4. **Appointment of Ms. Vijaya Sampath (DIN: 00641110) as an Independent Woman 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 all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") rules, circulars, orders and notifications issued thereunder, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Vijaya Sampath (DIN: 00641110),

who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 31, 2020, and who holds office till the date of this Annual General Meeting (“AGM”) and who has submitted a declaration that she meets the criteria of Independence as defined in the Section 149(6) of the Act and Regulation 16(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retirement by rotation, to hold office for 3 consecutive years with effect from July 31, 2020 upto July 31, 2023.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to do all such 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 the above resolution.”

## 5. Issue of Equity Shares on a Preferential Basis

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s) statutory modifications(s) or re-enactment thereof, for the time being in force), subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Listing Agreement entered into by the Company with the Stock Exchanges, on which the Equity Shares having face value of INR 2/- each of the Company (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), as in force and subject to such other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the Stock Exchanges, where the Equity Shares

of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its Committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby granted to Board to create, offer, issue and allot on a Preferential Basis, upto 75,00,000 Equity Shares of face value INR 2/- each for cash at a price of INR 160/- per Equity Share (including a premium of INR 158/- per Equity Share), to the following Investors (hereinafter referred to as “Proposed Investors”), for a total consideration of upto **INR 120,00,00,000/- (Rupees One Hundred and Twenty Crore only)**, at a price not less than the price (hereinafter referred to as the “SEBI Price”) determined in accordance with Chapter V of the SEBI ICDR Regulations for preferential issue and on such other terms and conditions as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion:

Sr. No.	Name of the Proposed Investors	Category	Maximum Number of Equity Shares proposed to be allotted
1	Mrs. Rekha Rakesh Jhunjhunwala	Individual - Public	50,00,000
2	M/s. Basera Home Finance Private Limited	Company - Public	15,00,000
3	Mrs. Sushma Anand Jain Mr. Anand Jaikumar Jain (joint holding)	Individual - Public	10,00,000
<b>TOTAL</b>			<b>75,00,000</b>

**“RESOLVED FURTHER THAT** the Relevant Date for the purpose of pricing of the Equity Shares, in terms

of the provisions of the SEBI ICDR Regulations, shall be Monday, August 24, 2020, which is the date thirty days prior to the date of Annual General Meeting, being Wednesday, September 23, 2020.”

**“RESOLVED FURTHER THAT** all such Equity Shares to be issued and allotted by the Board shall rank *pari-passu* in all respect including dividend with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a Private Placement Offer Letter in Form No. PAS-4 together with an Application Form be issued to the Proposed Investors inviting them to subscribe to the Equity Shares, as per the draft approved by the Board, consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Investors inviting them to subscribe to the Equity Shares.”

**“RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Investors for application of the Equity Shares pursuant to this Private Placement shall be kept by the Company in a separate Bank Account to be opened for the purpose.”

**“RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only and shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares on the Stock Exchanges as per the terms and conditions of SEBI LODR and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubts that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such person as may be deemed necessary,

in connection therewith and incidental thereto, as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and that the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any Committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges, Depositories and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

#### 6. Issuance of Securities by way of Private Placement/ Preferential Allotment/ Further Public Offer.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other rules made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force), (“the Act”) provisions of the Memorandum of Association and Articles of Association of the Company, all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), regulations for qualified institutions placement contained in Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and

other applicable regulations under the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("Government of India"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together with BSE, the "Stock Exchanges") where the Equity Shares of the Company of face value of INR 2/- each ("Equity Shares") are listed, the Securities and Exchange Board of India ("SEBI"), and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, MCA, RBI, SEBI and the Stock Exchanges (hereinafter referred to as "Appropriate Authorities"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval(s), consent(s), permission(s) and or sanctions and which may be agreed to by the Board of Directors of the Company ("Board", which term shall deemed to include any committee constituted/to be constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), the approval of the Members of the Company, be and is hereby accorded to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated and/or denominated in foreign currency, for an aggregate amount of up to **INR 280 Crore (Rupees Two Hundred and Eighty Crore Only)**, by way of one or more public and / or private offerings, rights issue, and / or on preferential allotment basis and/or a qualified institutional placement ("QIP") to "qualified institutional buyers" as defined in the SEBI ICDR Regulations, and / or any other permitted modes through prospectus and / or an offer document and/or a private placement offer letter and / or such other documents/writings/circulars/memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including fully / partially convertible debentures or by way of a composite issue of non-convertible debentures and

warrants entitling the warrant holder(s) to apply for Equity Shares, issue of Global Depository Receipts ("GDR's"), American Depository Receipts ("ADR's"), foreign currency convertible bonds or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "Securities") or any combination of Securities with or without premium, to be subscribed to in Indian and / or any foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and / or incorporated bodies and / or trusts or otherwise / qualified institutional buyers / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / trusts / stabilizing agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are Members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through an offer / placement document and / or offer letter or circular or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the global co-ordinator(s) and book running lead manager(s), with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the global coordinator(s) and book running lead manager(s) and / or underwriters and / or stabilizing agent and / or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and / or in respect of different Securities, deciding of other terms



and conditions like number of Securities to be issued, face value, number of Equity Shares to be allotted on conversion / redemption / extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list on any stock exchange in India or in overseas jurisdictions.”

**“RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.”

**“RESOLVED FURTHER THAT** in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, as amended from time to time”.

**“RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. the Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
2. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
3. the Equity Shares issued shall rank *pari passu* in all respects including with respect to entitlement to dividend with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
4. the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted

for corporate actions such as bonus issue, rights issue, stock-split, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

5. the Eligible Securities under the QIP shall be allotted as fully paid up;
6. in the event Equity Shares are issued, the “relevant date” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the Committee of Directors authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of Members’ approval in terms of provisions of the Act, and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
7. in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting which the Board or a Committee of Directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
8. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
9. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”). The Board may, however, subject to the approval of the Members of the Company, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price; and
10. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** the Board may enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying Equity Shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets

for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the consent of the Members of the Company is hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit.”

**“RESOLVED FURTHER THAT** the Securities to be created, issued allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.”

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution, the Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, or allotment of Equity

Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized 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 nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue / conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority(ies) or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors or subject to applicable law to the Director or any one or more executives of the Company to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the stock exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company.”

## 7. Ratification of the Remuneration of Cost Auditor for the Financial Year 2019-20.

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 remuneration payable to the Cost Auditor, Mr. 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 2019-20 amounting to INR 5,00,000 (Rupees Five Lakh Only) exclusive of applicable taxes and out of pocket expenses, if any, in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such 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 the above resolution.”

**By Order of the Board of Directors**

**Sd/-**

R Swaminathan

Company Secretary

(Membership No: A17696)

August 25, 2020  
Chennai

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 3 to 7 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on August 25, 2020 considered that the special business under Item Nos. 3 to 7, being considered unavoidable, be transacted at the 25th AGM of the Company.
2. Additional information pursuant to Regulation 36 of SEBI LODR in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of the notice. There is no inter-se relationship between the Board Members. The Directors have furnished requisite consents/declarations for appointment/re-appointment.
3. **General instructions for accessing and participating in the 25th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
  - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and

May 5, 2020, respectively (collectively referred to as “MCA Circulars”), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the AGM of the Company is being conducted through VC/OAVM Facility (herein after called as “e-AGM”), which does not require physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be the Registered Office of the Company.

- b. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 25th AGM through VC/OAVM Facility and e-Voting during the 25th AGM.

- c. Corporate Members/ Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote electronically. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [kjr@mdassociates.co.in](mailto:kjr@mdassociates.co.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- d. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice of AGM and Annual Report 2019-20 will also be available for downloading on the Company's website [www.wabag.com](http://www.wabag.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Registrar and Share Transfer Agent at <https://evoting.karvy.com>.  
Alternatively, Members may send an e-mail request to the email id [einward.ris@KFintech.com](mailto:einward.ris@KFintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.
- e. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 15, 2020, to Wednesday, September 23, 2020 (both days inclusive) for the 25th AGM to be held on Wednesday, September 23, 2020.
- f. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at [www.wabag.com](http://www.wabag.com). Members will be able to inspect the documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
- g. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- h. M/s KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting, for participation in the 25th AGM through VC/OAVM Facility and e-Voting during the 25th AGM.
- i. Members who hold shares as on Wednesday, September 16, 2020, may join the 25th AGM through VC/OAVM Facility by following the procedure as mentioned in point no. 13, which shall be kept open from 2:45 p.m. IST i.e. 15 minutes before the time scheduled to start the 25th AGM and till the time of conclusion of Meeting.
- j. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of at least 1000 Members on a first-come-first-served basis. The large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 25th AGM without any restriction on first-come first- served basis.
- k. Attendance of the Members participating in the 25th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- l. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI LODR read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 25th AGM and facility for those Members participating in the 25th AGM to cast vote through e-Voting system during the 25th AGM.
4. Members who have registered/not registered their mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with Company/ Registrar and Transfer Agents viz, KFin Technologies Private Limited ("KFintech/ RTA") in case the shares are held in physical form.



5. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to sections 124, 125 & other applicable provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), dividends, unpaid or unclaimed for a period of 7 (seven) years from the date of declaration by the Company, are required to be transferred by the Company to the IEPF authority established by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the Members for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

In accordance with the IEPF Rules, unclaimed dividend for the FY 2011 - 12 amounting to INR 1,22,124/- pertaining to 330 Members and 248 shares pertaining to 12 Members in respect of whom dividend had remained unclaimed for seven consecutive years have been transferred to IEPF Authority in September 2019.

The unclaimed dividend amounts and unclaimed shares which have been transferred to the IEPF authority account during the year can be claimed by the Members concerned from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends and shares transferred to IEPF are also available on the Company's website at [www.wabag.com](http://www.wabag.com) and the said details have also been uploaded on the website of the IEPF Authority ([www.iepf.gov.in](http://www.iepf.gov.in)).

In accordance with the IEPF Rules, the Company has been sending reminder letters and/or other communication to all Members having unclaimed/unpaid dividend(s) and share(s) before transfer of such dividend(s) and share(s) to the IEPF Authority. 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 en-cash their entitlement before the unclaimed amount/shares transferred to IEPF Authority.

The details of such unclaimed dividends of previous years are also available on the Company's website at [www.wabag.com](http://www.wabag.com).

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 August 13, 2019 (date of last AGM) on the website of the Company [www.wabag.com](http://www.wabag.com), and such details available with the Ministry of Corporate Affairs.

6. 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.
7. Members holding shares in single name and in 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](http://www.wabag.com) under the section 'Investor Relations'.
8. Non - Resident Indian Members holding share in Electronic form and those holding share in physical form are requested to inform Depositories and RTA/ Company, respectively, 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.
9. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
10. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, amended Regulation 40 of Listing Regulations pursuant to which from April 01, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, Members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

**11. 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:**

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').

The facility for voting through electronic voting system 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.

- I. 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.
- II. The Company has engaged the services of M/s KFin Technologies Private Limited, Registrars and Transfer Agents as the agency to provide e-voting facility.
- III. The Board of Directors of the Company has appointed M. Damodaran of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries, (COP No.: 5081) Chennai as scrutinizer to scrutinize the 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.
- IV. 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. Wednesday, September 16, 2020. 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 Wednesday, September 16, 2020 only shall be entitled to avail the facility of remote e-voting & e-voting at AGM.
- V. The remote e-voting period commences on Friday, September 18, 2020 (9.00 a.m. IST) and ends on Tuesday, September 22, 2020 (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., Wednesday, September 16, 2020, 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 blocked 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.

- VI. The scrutinizer, after scrutinizing the votes cast at the AGM 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](http://www.wabag.com) and on the website of <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- VII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, September 23, 2020.

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

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- iii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **5554** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iv. After entering these details appropriately, click on "LOGIN".
- v. 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 value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile