

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

E-mail: companysecretary@wabag.in | Website: www.wabag.com

Notice

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting ("AGM") of the Members of VA TECH WABAG LIMITED will be held on Wednesday, August 25, 2021 at 3:00 p.m. (IST), through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM") Facility to transact the following business:

Ordinary business

1. To consider and adopt:
 - a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, 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, 2021.
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. **Appointment of Mr. Ranjit Singh (DIN:01651357) 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 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) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ranjit Singh (DIN:01651357), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 11, 2020, and who holds office till the date of this Annual General Meeting ("AGM") and who has submitted a declaration that he 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 his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for 3 consecutive years with effect from November 11, 2020 upto November 11, 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 authorised 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 Mr. Amit Goela (DIN:01754804) as a Non – Executive Non - 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 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) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Goela (DIN:01754804), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 19, 2021, and who holds office till the date of this Annual General Meeting ("AGM") 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 appointed as a Non – Executive Non - Independent Director of the Company, who shall

be liable to retire by rotation, to hold office for 3 years with effect from July 19, 2021 upto July 19, 2024.”

“**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. Ratification of the Remuneration of Cost Auditor for the Financial Year 2020-21.

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 FY 2020-21 amounting to INR 5,00,000/- (Indian Rupees Five Lakhs 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 authorised 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)

Date: July 19, 2021

Place: 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 5 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on July 19, 2021 considered that the special business under Item Nos. 3 to 5, being considered unavoidable, be transacted at the 26th AGM of the Company.
2. Additional information pursuant to Regulation 26 & 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of the Notice. There are no *inter-se* relationships between the Board Members. The Directors have furnished requisite consents/declarations for appointment/re-appointment.
3. Members holding shares in electronic form are requested to intimate immediately for any change in their address or bank mandates to their Depository Participants (DPs) 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 / M/s. KFin technologies Private Limited (Formerly known as Karvy Fintech Private Limited) hereinafter referred to as KFinTech or RTA.
4. **General instructions for accessing and participating in the 26th 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 norms 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, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, (collectively referred to as "MCA Circulars") Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated January 15, 2021 and May 12, 2020, respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Act and SEBI LODR, the 26th AGM of the Company is being conducted through VC/OAVM Facility (hereinafter called as "e-AGM"), which does not require physical presence of Members at a common venue. The deemed venue for the 26th 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 26th AGM through VC/OAVM Facility and e-Voting during the 26th AGM.
- c. M/s KFin Technologies Private Limited ("KFintech") will be providing facility for voting through remote e-Voting, for participation in the 26th AGM through VC/OAVM Facility and e-Voting during the 26th AGM.
- d. Corporate Members/ Institutional Shareholders (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/ Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to kjr@mdassociates.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- e. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.wabag.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech <https://emeetings.kfintech.com/>.
- f. The Register of Members and share transfer books will remain closed from Saturday, August 14, 2021 to Wednesday, August 25, 2021 (both days inclusive) for the 26th AGM to be held on Wednesday, August 25, 2021.
- g. The scanned copy of Registers prescribed under the Act and relevant documents referred to in the accompanying Notice may be accessed by the Members for inspection upon log-in into <https://emeetings.kfintech.com/>.
- h. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- i. Members may join the 26th AGM through VC/OAVM Facility by following the procedure as mentioned in point no. 12, which shall be kept open for the Members from 2:45p.m. IST i.e. 15 minutes before the time scheduled to start the 26th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 26th AGM.
- j. Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of atleast 1000 Members on a first-come-first-served basis. The large Shareholders (i.e. Shareholders 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 26th AGM without any restriction on account of first-come-first-served principle.

- k. Attendance of the Members participating in the 26th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- l. In case of joint holder(s) attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- m. 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 Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 26th AGM and facility for those Members participating in the 26th AGM to cast vote through e-Voting system during the 26th AGM.

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 Shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During FY 2020–21, the Company has transferred to the Demat account of the IEPF Authority, unclaimed dividend for the FY 2012-13 amounting to INR 1,23,151/- pertaining to 381 Shareholders and 213 shares pertaining to 14 Shareholders in respect of whom dividend had remained unclaimed for seven consecutive years in September 2020.

The unclaimed dividend amounts and unclaimed shares which have been transferred to the IEPF Authority

account 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 and the said details have also been uploaded on the website of the IEPF Authority (www.iepf.gov.in).

In accordance with the aforesaid 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 them before the unclaimed amount/shares are 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.

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 on the website of the Company 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 under the section 'Investor Relations'.
8. 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, IFSC Code, MICR number and address of the bank with pin code number, if not furnished earlier.

9. The Company is concerned about the environment and utilises natural resources in a sustainable way. Members who have not registered their e-mail ids so far, are requested to register their e-mail ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically. Members, who require communication in physical form, in lieu of electronic mode, may write to companysecretary@wabag.in or inward.ris@kfintech.com.
10. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, amended Regulation 40 of SEBI LODR pursuant to which from April 01, 2019, onwards, securities can be transferred only in dematerialised 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 dematerialised 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:**
 - 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 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide to its Members the facility to cast their vote electronically, through the e-Voting services provided by M/s KFin Technologies Private Limited, Registrars and Transfer Agents, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below. 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. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-voting period commences on Friday, August 20, 2021 (9.00 a.m. IST) and ends on Tuesday, August 24, 2021 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Wednesday, August 18, 2021, 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.
 - v. 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, August 18, 2021. 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, August 18, 2021, only shall be entitled to avail the facility of remote e-voting & voting at AGM.
 - vi. Any person holding shares in physical form and Non-Individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
 - vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under Login method for remote e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

- viii. The Board of Directors of the Company has appointed Mr. M. Damodaran of M Damodaran & Associates, LLP, Practicing Company Secretaries, (COP No.: 5081) Chennai as scrutinizer to scrutinise 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.
- ix. The scrutinizer, after scrutinising the votes cast at the AGM and through remote e-voting, will not later than 2 working days 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 KFintech <https://evoting.kfintech.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. Wednesday, August 25, 2021.

12. Instructions and other information relating to remote e-Voting and e-AGM are explained herein below:

The detailed process and manner for remote e-voting, participation in e-AGM and e-Voting at the AGM are given below:

Step 1 : Access to Depositories e-Voting system in case of individual Shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of Shareholders holding shares in physical and Non-Individual Shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFintech system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual Shareholders holding securities in demat mode.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". Click on Company name or E-Voting Service Provider and you will be re-directed to E-Voting Service Provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/. Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the Company and the E-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on E-Voting Service Provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or E-Voting Service Provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

(A) Members whose e-mail IDs are registered with the Company/ Depository Participants(s), will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN) i.e. **6066**, USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN i.e. **6066**, 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 the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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 number, e-mail ID 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '**6066**' and click on "Submit".
- vii. 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), 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).

(B) Members whose e-mail IDs are not registered with the Company/Depository Participants(s) and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their e-mail address and mobile number registered with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/>. Members are requested to follow the process as guided to capture the e-mail address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.
- ii. Alternatively, Member may send an e-mail request at the e-mail id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the e-mail 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 for sending the Annual report, Notice of AGM and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the Shareholders, including Individual, other than Individual and Physical, for attending the 26th AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Members will be provided with a facility to attend the 26th AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company's 26th AGM. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- iii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iv. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- v. Members will be required to grant access to the webcam to enable VC / OAVM. Further, please note that Members connecting from mobile devices or tablets or through laptops etc., connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- vi. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before, Wednesday, August 18, 2021 through email on companysecretary@wabag.in. The same will be replied by the Company suitably. Please note that, Members' queries/ questions will be responded to only, if the Shareholder continues to hold the shares as on the cut-off date i.e. Wednesday, August 18, 2021.
- vii. Members, who would like to ask questions during the 26th AGM with regard to the financial statements or any other matter to be placed at the 26th AGM, need to register themselves as a speaker by logging into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning their DP ID/Client ID number/folio number, city, e-mail id, and mobile number. The speaker registration shall commence on Friday, August 20, 2021 (9.00 a.m. IST) and ends on Sunday, August 22, 2021 (9.00 a.m. IST). The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of AGM.
- viii. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 26th AGM through VC/OAVM Facility.
- ix. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon displayed on the screen to cast their votes.
- x. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. 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.
- xi. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.

xii. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, August 18, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

xiii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she 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: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID/ Client ID to 9212993399

1 Example for NSDL: MYEPWD
<SPACE> IN12345612345678

2 Example for CDSL: MYEPWD
<SPACE> 1402345612345678

3 Example for Physical: 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.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

xiv. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

xv. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Date: July 19, 2021
Place: Chennai

By Order of the Board of Directors

Sd/-

R Swaminathan

Company Secretary
(Membership No: A17696)