

01st August, 2022

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
NSE Symbol: **WABAG**

BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: **533269**

Dear Sir/Madam,

Sub.: Annual Report for the Financial Year 2021-22 along with the Notice of the 27th Annual General Meeting of the Company.

Ref.: Regulation 30, 34(1) and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject and pursuant to the Regulation 30, 34(1) and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. Notice of the 27th Annual General Meeting of the Company
2. Annual Report for 2021-22

The soft copies of the aforesaid documents are being sent to all eligible Members of the Company whose e-mail ids are registered with the Company/Depository Participants. The said Annual Report 2021-22 and Notice are also available on the website of the Company www.wabag.com.

Kindly take on record the same.

Thanking You,

Yours faithfully,
For **VA TECH WABAG LIMITED**



R Swaminathan
Company Secretary & Compliance Officer
Membership No. A17696



Encl.: As above

Sustainable solutions, for a better life

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 Seventh (27th) Annual General Meeting ("AGM") of the Members of VA TECH WABAG LIMITED will be held on Wednesday, August 24, 2022 at 3:00 p.m. (IST), through Video Conferencing / Other Audio Visual Means ("VC / OAVM") facility to transact the following business:

ORDINARY BUSINESS

- To consider and adopt:
 - The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon; and
 - The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon.
- 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. Milin Mehta (DIN: 01297508) 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 and 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. Milin Mehta (DIN: 01297508), an Independent Director of the Company whose period of office is liable to expire at the conclusion of this 27th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of

the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 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 Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years upto the conclusion of the 32nd AGM of the Company to be held in the calendar year 2027 and 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 deem 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. Ratification of the Remuneration of Cost Auditor for the Financial Year 2021-22.

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) who was appointed by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall deem to include any Committee constituted / to be constituted by the Board), to conduct the audit of

the cost records maintained by the Company for the Financial Year 2021-22 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, 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 matters 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
of VA TECH WABAG LIMITED**

R Swaminathan

Company Secretary & Compliance Officer
(Membership No.: A17696)

May 27, 2022
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 and 4 of the accompanying Notice, is annexed hereto.
2. Additional information pursuant to Regulation 26 and 36 of 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 this notice. There are no inter-se relationships between the Directors. The Directors have furnished requisite consents/declarations for appointment/ re-appointment.
3. **General instructions for accessing and participating in the 27th 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 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, issued by Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFO/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/

CIR/P/2022/62 dated May 13, 2022, 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 27th 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 27th AGM shall be the Registered Office of the Company.

- b. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER/SHAREHOLDER 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 FACILITY, 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 27TH AGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 27TH AGM.**

- c. 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 their behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to kjr@mdassociates.co.in with a copy marked to evoting@kfintech.com. The soft copy 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 Circulars, Notice of this AGM along with the Annual Report FY 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report FY 2021-22 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 Registrar and Transfer Agent at <https://emeetings.kfintech.com/>.
- e. The Register of Members and share transfer books will remain closed from Saturday, August 13, 2022 to Wednesday, August 24, 2022 (both days inclusive) for the 27th AGM to be held on Wednesday, August 24, 2022.
- f. The soft 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/>.
- g. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
- h. KFin Technologies Limited (“KFinTech”) will be providing facility for participation in the 27th AGM through VC/OAVM facility and e-Voting during the 27th AGM.
- i. Members may join the 27th AGM through VC/OAVM facility by following the procedure as mentioned in point no.12, which shall be kept open for the Members from 2.45 p.m. (IST) i.e. 15 minutes before the scheduled time to start the 27th AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 27th AGM.
- 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 Shareholders (i.e. Shareholders holding 2% or more), 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 27th AGM without any restriction on account of first-come-first-served principle.
- k. Attendance of the Members participating in the 27th 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 27th AGM and facility for those Members participating in the 27th AGM to cast vote through e-Voting system during the 27th AGM.
4. **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 / KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) hereinafter referred to as “KFinTech” or “RTA”.**
- The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company’s website www.wabag.com.**

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

Pursuant to Sections 124, 125 and 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 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.

During the FY 2021 – 22, the Company has transferred to the IEPF Authority, the Unclaimed dividend for the FY 2013-14 amounting to INR 56,872/- pertaining to 343 Members and 368 shares pertaining to 13 Members in respect of whom dividend had remained unclaimed for 7 (seven) consecutive years.

The unclaimed dividend amounts and unclaimed shares which have been transferred to the IEPF Authority account during the previous years 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) due to the transferred, if any to the IEPF Authority. Members who wish to claim dividends, which remain unclaimed/unpaid, are requested to either write to the Corporate Secretarial Department at the Company’s registered office or the Company’s RTA for revalidation and encashment before the unclaimed dividend amount/shares transferred to IEPF Authority.

The details of such unclaimed dividend amount/shares 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 as on March 31, 2022 on the website of the Company www.wabag.com and such details are also available with the Ministry of Corporate Affairs (MCA).

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’. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said form can be downloaded from the Company’s website www.wabag.com.
8. Non-Resident Indian Members are requested to inform Company / RTA immediately of:
 - i. Change in their residential status upon 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 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 addition to electronic mode, may write to companysecretary@wabag.in or einward.ris@kfintech.com.
10. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 as amended Regulation 40 of SEBI LODR pursuant to which the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

However, it is clarified that, Members can continue holding shares in physical form. Transfer of shares in demat form will facilitate convenience and ensure safety of transactions for Members.

Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.wabag.com.

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 KFin Technologies 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 19, 2022 (9.00 a.m. IST)** and ends on **Tuesday, August 23, 2022 (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 17, 2022**, 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 casted 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 17, 2022. 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 17, 2022, only shall be entitled to avail the facility of remote e-voting & voting at AGM.
- vi. Any Member holding shares in physical form and non-individual Members, 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 Members holding shares 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, Practicing Company Secretary, Managing Partner of M/s. M Damodaran & Associates, LLP, Chennai as scrutiniser to scrutinise the remote e-voting and voting at AGM in a fair and transparent manner. They had communicated their willingness to be appointed and will be available for the same.
- ix. The scrutiniser, after scrutinising the votes cast at the AGM and through remote e-voting, will make a consolidated scrutiniser's report and submit the same to the Chairman. The results shall be filed with the Stock Exchanges not later than 48 hours from the conclusion of the AGM. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company www.wabag.com and on the website of <https://evoting.kfintech.com>.
- x. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM, i.e. Wednesday, August 24, 2022.
12. **Instructions and other information relating to remote e-Voting and e-AGM are explained herein below:**
- The detailed process and manner of remote e-voting 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 e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual Shareholders/Members 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> <p>I. Visit URL: https://eservices.nSDL.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. 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> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. 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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1
	<ol style="list-style-type: none"> 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. IV. 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"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. 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. III. 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/ Members 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 i.e., **6782**, 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., **6782**, 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., **“6782”** 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, Members may write to inward.ris@kfintech.com.
 - ii. Alternatively, Member may send an e-mail request at the e-mail id inward.ris@kfintech.com along with scanned copy of the signed copy of the 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/Members including Individual, other than Individual and Physical, for attending the 27th AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Members will be provided with a facility to attend the 27th 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 27th 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 (fifteen) minutes before the commencement of the Meeting.
- iv. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, 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, Sunday, August 14, 2022 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 17, 2022**.
- vii. Members, who would like to ask questions during the 27th AGM with regard to the financial statements or any other matter to be placed at the 27th 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 19, 2022 (9.00 a.m. IST)** and ends on **Sunday, August 21, 2022 (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 at the 27th 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 mail at evoting@kfintech.com or call KFinTech's toll free No. 1-800-3094-001 for any further clarifications. Kindly quote your name, DP ID/ Client ID/ Folio No. and EVEN "6782" in all your communications.
- xii. Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, August 17, 2022**, 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 will 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:
- xiv. 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
- xv. 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.
- xvi. 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.
- xvii. The results of the e-voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutiniser’s Report, shall also be uploaded on the website of the Company.

**By Order of the Board of Directors
of VA TECH WABAG LIMITED**

R Swaminathan

Company Secretary & Compliance Officer
(Membership No: A17696)

May 27, 2022
Chennai

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 and special business mentioned in the accompanying Notice:

ITEM No. 3

Mr. Milin Mehta (DIN: 01297508) is an Independent Director of the Company, appointed pursuant to approval of Members under the provision of the Companies Act, 2013 through resolution passed at the 24th AGM held on August 13, 2019 for a period of 3 (Three) years upto the conclusion of this 27th AGM.

Pursuant to Section 149 of the Companies Act, 2013, read with Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors (“Board”) of the Company passed a resolution at their Meeting held on May 27, 2022, approving re-appointment of Mr. Milin Mehta as an Independent Director of the Company with effect from conclusion of the 27th AGM for a second term of 5 (five) consecutive years based on skills, experience, knowledge and performance evaluation. The re-appointment is subject to the approval of Members at this Annual General Meeting by way of Special Resolution.

Mr. Milin Mehta, holds office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Milin Mehta, for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act and Regulation 16 and 17 of SEBI LODR.

The Company has received from Mr. Milin Mehta (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 and Regulation 16 of SEBI LODR.

Pursuant to Section 149 and other applicable provisions of the Act, Rules made thereunder and SEBI LODR, the resolution as set out at Item No. 3 seeks approval of the Members for the re-appointment of Mr. Milin Mehta (DIN: 01297508) as an Independent Director of the Company for a period of 5 (five) consecutive years from the conclusion of this 27th AGM upto conclusion of 32nd AGM (to be held in calendar year 2027) at such remuneration/ commission as approved by the Members at the 19th AGM

held on July 21, 2014 subject to subsequent modifications, if any as may be approved by the Board/Members of the Company, as applicable. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Milin Mehta, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. A brief resume of Mr. Milin Mehta, 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 SEBI LODR and the Act, are provided in this notice. A copy of the draft letter for the re-appointment of Mr. Milin Mehta, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the website of the Company www.wabag.com.

Except Mr. Milin Mehta, being an appointee, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying notice. Mr. Milin Mehta is not related to any Director and KMP of the Company.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Profile of Mr. Milin Mehta:

Mr. Milin Mehta, is a Chartered Accountant and is a senior partner in M/s K. C. Mehta & Co., a firm of Chartered Accountants having all India presence. He is having more than 3 (three) decades of experience in the professional field providing consultancy to various corporate and non corporate bodies in the area of strategy, taxation (domestic & international), mergers and acquisitions, joint ventures, etc. He has been strategic advisor to several industrial groups.

Mr. Mehta was also a member of the Committee set up by the Central Board of Direct Taxes for framing “Tax Accounting Standards” which are renamed as “Income-tax Computation and Disclosure Standards”.

He was a member of the Committee appointed by the Finance Ministry under the CBDT for considering the MAT impact on introduction of IndAS.

He has also co-authored a book on “Minimum Alternate Tax” published by the Bombay Chartered Accountants’ Society.

Item No. 4

The Board, on the recommendation of the Audit Committee, had approved the appointment of Mr. K Suryanarayanan, Practicing Cost Accountant (Membership No.24946)

including his remuneration to conduct the audit of the cost records of the Company for the FY 2021-22.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification/ approval for the remuneration payable to the Cost Auditor for the Financial Year ended March 31, 2022.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the resolution at Item No. 4 of the accompanying notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

DETAILS OF DIRECTOR RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT.

As per the provisions of Section 152(6) of the Act and Article 108 of the Articles of Association of the Company, not less than one-third of the Directors, who are liable to retire by rotation, shall retire and being eligible offer himself for re-appointment at the Annual General Meeting of the Company. The Directors to retire by rotation at every AGM shall be those who have longest in office since their last appointment. Mr. S Varadarajan was appointed as Whole Time Director by the Members at the 23rd AGM of the Company held on August 10, 2018 for a term of 5 (five) years commencing from June 01, 2018, and the remuneration payable to him is in accordance with the terms and conditions approved by the Members at the said AGM.

As per the provisions of Section 149(13) of the Act the Independent Directors of the Company shall not be liable to retire by rotation. The Managing Director of the Company shall also not be liable to retire by rotation. Hence, in order to comply with the provisions of Section 152(6) of the Act, Mr. S Varadarajan, Whole Time Director of the Company, is the Director liable to retire by rotation and being eligible offer himself to get re-appointed at this AGM by way of an Ordinary Resolution.

The Company has received from Mr. 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.

Pursuant to Section 152 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at Item No.2 seeks approval of the Members for the appointment of Mr. S Varadarajan as Whole Time Director, liable to retire by rotation.

Except Mr. S Varadarajan, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying notice. Mr. S Varadarajan is not related to any Director of the Company and Key Managerial Personnel.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

Profile of Mr. S Varadarajan:

Mr. S Varadarajan joined the Company as a Senior Manager – Finance cum Company Secretary in January 1997. During the last 24 years of his service in the Company, he played an 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 four 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, he has also been overseeing Corporate service functions like Finance, Human Resources, IT, Legal, Secretarial and General Administration. He is also one of the Promoters of the Company and holds 2185762 equity shares of the Company as on March 31, 2022.

He is a Graduate in Commerce and Post Graduate in Public Administration. He is a qualified Cost Accountant and Company Secretary. Mr. S Varadarajan has served in Companies like Oil & Natural Gas Corporation, Bharat Electronics Limited and PL Agro Technologies Limited prior to joining the Company. He was honoured with CFO-100 Award for three years consecutively for his achievements by CFO India magazine which also carried his cover story in June 2012.

Mr. S Varadarajan does not hold Directorships in any other Companies in India.

ITEM NOS. 2 & 3, DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mr. S Varadarajan	Mr. Milin Mehta
DIN	02353065	01297508
Date of Birth	September 23, 1965	September 08, 1964
Age	56 years	57 years
Date of first Appointment by the Board	June 24, 2015	April 29, 2019
Qualifications	B. Com, CMA & CS	M. Com, FCA, LLB
Expertise	Vast experience in the field of Finance and Accounts	Vast experience in the field of Auditing, Strategy & taxation
Terms and condition of re-appointment	Refer Resolution No. 2 and details of Director retires by rotation and being eligible as offered himself for re-appointment	Refer Resolution No. 3 and its explanatory statement
Details of Remuneration (INR in Lakhs) (FY 2021-22)	130.24 Lakhs	15.00 Lakhs
Directorships in other companies (excluding foreign Companies, & Section 8 Companies)	NIL	<ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited 2. 5paise Capital Limited 3. Deepak Phenolics Limited 4. Shiva Pharmachem Limited 5. Gujarat Life Sciences Private Limited 6. Heubach Colour Private Limited 7. Technokraft Products Private Limited 8. Rubamin Private Limited 9. Indusface Private Limited 10. Vadodara Marathon (<i>Section 8</i>)
Membership of Committees/ Chairmanship in other Companies (Regulation 26 (1) of SEBI LODR)	NIL	<p>Chairman:</p> <p>Audit Committee Shaily Engineering Plastics Limited Deepak Phenolics Limited 5paise Capital Limited</p> <p>Nomination & Remuneration Committee Shiva Pharmachem Limited</p> <p>Corporate Social Responsibility Committee 5paise Capital Limited</p> <p>Member:</p> <p>Nomination & Remuneration Committee Shaily Engineering Plastics Limited Deepak Phenolics Limited 5paise Capital Limited</p> <p>Stakeholders Relationship Committee Shaily Engineering Plastics Limited</p> <p>Corporate Social Responsibility Committee Shiva Pharmachem Limited</p>

Membership of Committees/ Chairmanship in VA TECH WABAG LIMITED	Member: Stakeholders Relationship Committee, Corporate Social Responsibility Committee Overseas Investment Committee and Risk Management & Monitoring Committee	Chairman: Audit Committee Overseas Investment Committee Member: Nomination and Remuneration Committee Risk Management and Monitoring Committee
No. of Board Meetings attended during the year	8 of 8	8 of 8
No. of shares held:		
a) Own	2185762	NIL
b) Beneficial basis	NA	NIL
Relationships between Directors inter-se	NIL	NIL

**By Order of the Board of Directors
 of VA TECH WABAG LIMITED**

R Swaminathan

Company Secretary & Compliance Officer
 (Membership No.: A17696)

May 27, 2022
 Chennai

Registered Office:

VA TECH WABAG LIMITED

‘WABAG HOUSE’,

No.17, 200 Feet Thoraipakkam – Pallavaram Main Road,
 Sunnambu Kolathur, Chennai - 600 117, Tamil Nadu, India.

CIN - L45205TN1995PLC030231

E-mail: companysecretary@wabag.in