

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

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

NSE Symbol: **WABAG**

BSE Scrip Code: **533269**

Dear Sir/Madam,

**Sub.: Notice of the 29<sup>th</sup> Annual General Meeting (AGM) of the Company and Annual Report for the FY 2023-24**

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

Pursuant to Regulation 30, 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with applicable provisions of the Companies Act 2013, the rules and circulars framed thereunder, as amended from time to time, please find enclosed the following:

1. Notice convening the 29<sup>th</sup> AGM of the Company
2. Annual Report for the FY 2023-24 (along with Business Responsibility and Sustainability Report)

We refer to our earlier intimation dated May 21, 2024 informing about that the 29<sup>th</sup> AGM will be held on Wednesday, August 14, 2024 at 3:00 P.M. IST through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"). In this regard, we hereby notify that the scheduled time to start the AGM is changed to **4.00 P.M. IST on Wednesday, August 14, 2024** instead of 3.00 P.M. IST.

The electronic versions of the said Notice and Annual Report are being sent to all eligible Members of the Company whose e-mail ids are registered with the Company / Depository Participants and the same is also available on the website of the Company at [www.wabag.com](http://www.wabag.com). Kindly take on record the same.

Thanking You,

Yours faithfully,  
For VA TECH WABAG LIMITED

**Anup Kumar Samal**  
Company Secretary & Compliance Officer  
Membership No: F4832



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, IndiaE-mail: [companysecretary@wabag.in](mailto:companysecretary@wabag.in) | Website: [www.wabag.com](http://www.wabag.com)

Phone: 044 6123 2323 | Fax: 044 6123 2324

## NOTICE

**NOTICE** is hereby given that the Twenty-ninth (29<sup>th</sup>) Annual General Meeting ("AGM") of the Members of VA TECH WABAG LIMITED will be held on **Wednesday, August 14, 2024 at 4.00 P.M. (IST)**, through video conferencing / other audio visual means ("VC/OAVM") to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

- a) To consider and adopt the audited standalone financial statements of VA TECH WABAG LIMITED ("the Company") for the financial year ended March 31, 2024, together with the reports of the Board of Directors of the Company and the Auditors thereon; and
- b) To consider and adopt the audited consolidated financial statements of VA TECH WABAG LIMITED ("the Company") for the financial year ended March 31, 2024, together with the report of the Auditors thereon.

#### 2. Appointment of Mr. S. Varadarajan (DIN:02353065) as a Director, liable to retire by rotation

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Members of VA TECH WABAG LIMITED ("the Company"), be and is hereby accorded to re-appoint Mr. S. Varadarajan (DIN:02353065), as a Director of the Company, who is liable to retire by rotation."

### SPECIAL BUSINESS

#### 3. Re-appointment of Mr. Rajiv Mittal (DIN: 01299110) as the Chairman and Managing Director 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 152, 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions if any, of the Companies Act, 2013, ("the Act"), rules, circulars, orders and notifications issued thereunder, and the 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), Articles of Association of VA TECH WABAG LIMITED ("the Company"), in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of Director pursuant to Section 160 of the Act and as recommended by the Nomination and Remuneration Committee and approved by 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) of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajiv Mittal, (DIN: 01299110) as the Chairman and Managing Director of the Company, for a further period of five (5) years with effect from April 01, 2025 up to March 31, 2030, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice convening the twenty-ninth (29<sup>th</sup>) Annual General Meeting, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment including 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 and the SEBI LODR or any statutory modification(s) or re-enactment thereof from time to time."

**"RESOLVED FURTHER THAT** the Board be and are 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. Re-appointment of Mr. Amit Goela (DIN:01754804) as a Non – Executive Non - Independent Director 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 Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), rules, circulars, orders and notifications issued thereunder, 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), Articles of Association of VA TECH WABAG LIMITED (“the Company”), as recommended by the Nomination and Remuneration Committee and approved by 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) of the Company, Mr. Amit Goela (DIN:01754804) whose period of office is liable to expire on July 19, 2024, who has submitted his consent for re-appointment and who is eligible for re-appointment under the provisions of the Act, rules made thereunder and the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non – Executive Non-Independent Director of the Company, to hold office for a period of five (5) years with effect from July 20, 2024 till July 19, 2029, who shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and are 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 payable to the Cost Auditor for the Financial Year 2023-24

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force), a remuneration of INR 5,00,000/- (Indian Rupees Five Lakhs only) exclusive of applicable taxes and out of pocket expenses, if any, payable to Mr. K. Suryanarayanan, Practicing Cost Accountant, Chennai (Membership No. 24946) who was appointed by the Board of Directors of VA TECH WABAG LIMITED (“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 FY 2023-24, 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 are 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 matters aforesaid and to take all steps and / or other formalities as may be required to give effect to the above resolution.”

#### 6. Increase in the Borrowing limits of the Company

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

“**RESOLVED THAT** in supersession to the resolution passed by the Members at the twenty-second Annual General Meeting (AGM) of VA TECH WABAG LIMITED (“the Company”) held on July 27, 2017, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Article 128 of the Articles of Association of the Company, the consent of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for exercising the powers conferred on the Board by this resolution) for borrowing, from time to time, as they may deem fit, any sum or sum of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of paid-up capital and free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed, in the form of both fund based and non-fund based borrowing, shall not at any time exceed INR 6,000 Crores (Indian Rupees Six Thousand Crores only) or the aggregate of the paid-up capital and free reserves and securities premium of the Company from time to time, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board be and are hereby authorized and empowered to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

## 7. Increase in limits for creation of charges on the assets of the Company

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

“**RESOLVED THAT** in supersession to the resolution, passed by the Members at the twenty-second Annual General Meeting (AGM) of VA TECH WABAG LIMITED (“the Company”) held on July 27, 2017, and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Article 128 of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for exercising the powers conferred on the Board by this resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable assets of the Company, both

present and future, in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favor of financial institutions, investment institutions, banks, non-banking financial companies, mutual funds, trusts, other bodies corporate or any other investing agencies and trustees for the holders of debentures / bonds / qualified institutional placement / other instruments which may be issued on private placement basis or otherwise to secure rupee / foreign currency loans and / or the issue of debentures whether partly / fully convertible or non-convertible and / or other securities and / or rupee / foreign currency convertible bonds and / or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge created / to be created on Fund based and Non-fund based borrowings shall not, at any time exceed INR 6,000 Crores (Rupees Six Thousand Crores only) or the aggregate of the paid-up capital and free reserves and securities premium of the Company from time to time, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board be and are hereby authorized and empowered to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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

### **Anup Kumar Samal**

Company Secretary & Compliance Officer  
Membership No.: F4832

Date: May 21, 2024  
Place: Chennai

### **Registered Office:**

#### **VA TECH WABAG LIMITED**

“WABAG HOUSE”, No.17,  
200 Feet Thoraipakkam - Pallavaram Main Road,  
Sunnambu Kolathur, Chennai - 600117,  
Tamil Nadu, India.  
CIN - L45205TN1995PLC030231  
E-mail: [companysecretary@wabag.in](mailto:companysecretary@wabag.in)  
Website: [www.wabag.com](http://www.wabag.com)  
Phone: 044 6123 2323  
Fax: 044 6123 2324

**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. 2, 3, 4, 5, 6 and 7 of the accompanying notice, is annexed hereto.
2. Additional information pursuant to Regulation 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard - 2, in respect of the Directors seeking appointment / re-appointments at this 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 the said appointment / re-appointments.
3. **General instructions for accessing and participating in the 29<sup>th</sup> AGM through VC/OAVM facility and voting through electronic means including remote e-Voting.**
  - a. As per the Ministry of Corporate Affairs ("MCA") General Circular Nos. 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, No. 02/2022 dated May 05, 2022, No. 02/2021 dated January 13, 2021, No. 20/2020 dated May 05, 2020, No. 17/2020 dated April 13, 2020, No. 14/2020 dated April 8, 2020 (collectively referred to as "MCA Circulars") read with the SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars"), and in compliance with the provisions of the Act and SEBI LODR, the 29<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility (hereinafter called as "e-AGM"), which does not require physical presence of the Members at a common venue. The deemed venue for the 29<sup>th</sup> 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 THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH.  
  
ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, PURSUANT TO SECTION 112 AND 113 OF THE ACT, AUTHORISED REPRESENTATIVES OF THE MEMBERS MAY BE APPOINTED FOR THE PURPOSE OF VOTING THROUGH REMOTE E-VOTING, PARTICIPATION IN THE 29<sup>TH</sup> AGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 29<sup>TH</sup> AGM.
  - c. The 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 / 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 Scrutiniser by e-mail through its registered e-mail address to [kjr@mdassociates.co.in](mailto:kjr@mdassociates.co.in) with a copy marked to our new Registrar and Transfer Agent (RTA) [investor@cameoindia.com](mailto:investor@cameoindia.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 Circulars, Notice of 29<sup>th</sup> AGM along with the Annual Report for the FY 2023-24 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 for FY 2023-24 will also be available on the Company's website at [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 our Registrar and Transfer Agent at [www.cameoindia.com](http://www.cameoindia.com). This AGM notice shall be disseminated on the website of CDSL (agency appointed for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  - e. The register of Members and share transfer books will remain closed from **Wednesday, August 07, 2024 to Wednesday, August 14, 2024 (both days inclusive)** for the 29<sup>th</sup> AGM scheduled to be held on Wednesday, August 14, 2024.
  - f. 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 [www.evotingindia.com](http://www.evotingindia.com).
  - g. Since the AGM will be held through VC/OAVM facility, the route map of the venue is not annexed to this notice.
  - h. Central Depository Services (India) Limited ("CDSL") will be providing the facilities for remote e-Voting, for AGM participation through VC/OAVM mode and e-Voting during the 29<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized

e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.

- i. The Members may join the 29<sup>th</sup> AGM through VC/OAVM mode by following the procedure as mentioned in point No. 12, which shall be kept open for the Members from 3.30 P.M. (IST) i.e. thirty (30) minutes before the scheduled time to start the 29<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM facility thirty (30) minutes after the scheduled time to start the 29<sup>th</sup> AGM.
- j. The Members may note that the facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.
- k. Attendance of the Members participating in the 29<sup>th</sup> 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), the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date are 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 29<sup>th</sup> AGM and facility for those Members participating in the 29<sup>th</sup> AGM to cast vote through e-Voting system during the 29<sup>th</sup> AGM.

4. **The 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 / Cameo Corporate Services Limited (hereinafter referred to as "Cameo" or "RTA"). The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to**

**SEBI circulars nos. Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, etc. as per instructions mentioned in the form. The said forms can be downloaded from the Company's website [www.wabag.com](http://www.wabag.com).**

5. **Transfer of Unclaimed Dividend 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 seven (7) 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 seven (7) consecutive years shall also be transferred to the demat account of the IEPF.

During the FY 2023-24, the Company has transferred to the IEPF Authority, the unclaimed dividend for the FY 2015-16 amounting to INR 1,23,660/- pertaining to 595 Members and 1,404 shares pertaining to 45 Members in respect of whom dividend had remained unclaimed for seven (7) consecutive years.

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 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 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 the 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, 2024 on the website of the Company [www.wabag.com](http://www.wabag.com) and such details available with the Ministry of Corporate Affairs.

### Registrar and Transfer Agent (“RTA”)

The Board of Directors of the Company at their meeting held on February 09, 2024 had approved the appointment of Cameo Corporate Services Limited, Chennai having the SEBI Registration no: INR000003753, an ISO / IEC 27001:2013 certified, leading Category I Registrar and Share Transfer Agent as the new RTA for the equity shares in place of KFin Technologies Limited, Hyderabad pursuant to Regulation 7 of the SEBI LODR. The said change shall be effective from shifting of the electronic connectivity of both depositories to Cameo Corporate Services Limited i.e. from July 01, 2024.

6. The SEBI had mandated the submission of PAN, nomination, contact details, Bank account details and Specimen signature for their corresponding folio numbers by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Members are requested to submit their PAN, KYC and nomination details to the Company's RTA. 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.

As per earlier requirement, in case a holder of physical securities fails to furnish PAN, nomination, contact details, Bank account details and Specimen signature for their corresponding folio numbers before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios.

The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents mentioned above. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

Further, the SEBI vide its circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/181 dated November 17, 2023 has decided to do away with the provisions relating to freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or the Prevention of Money Laundering Act, 2002, to mitigate unintended challenges.

7. The Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. As per the provisions of Section

72 of the Act, the facility for making nomination is available for the Members. The nomination form can be downloaded from the Company's website [www.wabag.com](http://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](http://www.wabag.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held in physical form, by quoting their folio number.

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 the Company at [companysecretary@wabag.in](mailto:companysecretary@wabag.in) or raise request with the RTA at <https://wisdom.cameoindia.com/>.
10. SEBI vide its notification No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022, as amended Regulation 40 of the 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 the Members.

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

The Members may please note that the SEBI vide its Circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated May 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, the 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](http://www.wabag.com).

The SEBI vide Circular nos. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023) and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal <https://smartodr.in/login>.

**11. The business set out in the notice will be transacted through electronic voting system (e-Voting) 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 votes electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this notice. The instructions for e-Voting are given 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, pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by the 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. Members 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 **Thursday, August 08, 2024 from 5.00 P.M. (IST) and ends on Tuesday, August 13, 2024 at 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 07, 2024**, 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 07, 2024. 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 only shall be entitled to avail the facility of remote e-voting and voting during the 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with RTA 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 under "Login method for remote e-Voting" and "joining virtual meeting for Individual Members holding securities in demat mode".
- viii. The Board of Directors of the Company has appointed Mr. M. Damodaran, Managing Partner or in his absence Mrs. J. Kalaiyarasi, Partner of M/s M. Damodaran & Associates, LLP, Practicing Company Secretaries, Chennai as the scrutiniser to scrutinise the remote e-voting and voting at the 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 casted through remote e-voting and during the AGM will make a consolidated scrutiniser's report and submit the same



to the Chairman. The results shall be filed with the stock exchanges within two (2) working days 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](http://www.wabag.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.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 14, 2024**.

## 12. Procedure for Remote E-Voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations 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 Members are provided with the facility to cast their votes electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this notice. The instructions for e-Voting are given herein below.
- ii. However, 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

## INSTRUCTIONS TO THE MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.

- (i) The voting period begins on **Thursday, August 08, 2024 from 5.00 P.M. (IST) and ends on Tuesday, August 13, 2024 at 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, August 07, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the AGM date would not be entitled to vote during the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members / retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.**

- (iv) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Details on Step 1 are mentioned below:

**I) Login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode with CDSL/NSDL is given below.**

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with <b>NSDL Depository</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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 Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode, as given below**

(v) Login method for e-Voting and joining virtual meetings for **Physical Members and Members other than individual holding in Demat form.**

- 1) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical Members and other than individual Members holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders

for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant **VA TECH WABAG LIMITED** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload Board Resolutions / POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Members and Custodians – For Remote Voting only.**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual Members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [kjr@mdassociates.co.in](mailto:kjr@mdassociates.co.in) and to the Company at the e-mail address viz. [companysecretary@wabag.in](mailto:companysecretary@wabag.in) (designated e-mail address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the 29<sup>th</sup> AGM. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop 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.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to the 29<sup>th</sup> AGM i.e., till Saturday August 10, 2024** mentioning their name, demat account number/folio number, e-mail id, mobile number at [companysecretary@wabag.in](mailto:companysecretary@wabag.in).

Members who do not wish to speak during the AGM but have queries may send their queries in advance atleast **8 days prior to the 29<sup>th</sup> AGM i.e. till Monday, August 05, 2024** mentioning their name, demat account number/folio number, e-mail id, mobile number at [companysecretary@wabag.in](mailto:companysecretary@wabag.in). These queries will be replied to by the Company by e-mail or answered during the AGM suitably.

8. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

### **PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical Members** - Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the

share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to **Company/RTA e-mail id**.

2. **For Demat Members** - Please update your e-mail id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat Members – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **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 all special business mentioned in the accompanying notice of the 29<sup>th</sup> AGM:

### **Item No. 2:**

#### **Appointment of Mr. S. Varadarajan (DIN:02353065) as a Director, liable to retire by rotation**

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 themselves for re-appointment at the Annual General Meeting (AGM) 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 (DIN:02353065) was appointed as the Whole Time Director & Chief Growth Officer by the Members at the 28<sup>th</sup> AGM of the Company held on August 11, 2023 for a term of five (5) years commencing from June 01, 2023 upto May 31, 2028 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 & Chief Growth Officer of the Company, is the Director liable to retire by rotation and being eligible offers himself to get re-appointed at this AGM by way of an Ordinary Resolution.

The Company has received from Mr. S. Varadarajan the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

Pursuant to Section 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, the resolution as set out at Item No. 2 seeks the approval of the Members for the appointment

of Mr. S. Varadarajan as a Director in the capacity of Whole Time Director & Chief Growth Officer, retiring by rotation.

Except Mr. S. Varadarajan, being the 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 and Key Managerial Personnel of the Company and he is also one of the Promoter of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the notice for approval of the Members.

### **Profile of Mr. S. Varadarajan:**

Mr. S. Varadarajan joined the Company in January 1997 as a Senior Manager – Finance cum Company Secretary and handled various key positions including Chief Financial Officer prior to his appointment as the Whole Time Director & Chief Growth Officer of the Company.

During the last 27 years of his service in the Company, he played an active role in demerger of the Company and was part of the management team that carried out management buyout in the year 2005.

He played an active role in formation of four (4) Strategic Business Units (SBU's) in the Company in the year 2007 and took additional charge as SBU Head for O&M business of the Company for few years. He also played active role in the reverse acquisition of the erstwhile parent Company in Austria in the year 2007 and was instrumental in successful listing of the Company in the Indian bourses in the year 2010.

In the past, Mr. S. Varadarajan was overseeing Corporate Service functions like Finance, Human Resources, IT, Treasury, Legal, Secretarial and General Administration. He is one of the Promoters of the Company, as on date.

Mr. S. Varadarajan is currently the Chief Growth Officer and works closely with leadership in different geographies on people strategy, facilitate cultural changes & break orthodoxies. He also Heads the Capital Projects business for the Company.

Mr. S. Varadarajan is a Graduate in Commerce and Post Graduate in Public Administration. Mr. S. Varadarajan is also an Associate Member of the Institute of Cost and Management Accountants of India and the Institute of Company Secretaries of India with over 38 years of experience. He was honoured with CFO-100 Award for three (3) years consecutively for his achievements by CFO India magazine.

Mr. S. Varadarajan is a speaker in different forums and has received many awards too. He actively associates with many forums like Confederation of Indian Industry (CII), Madras Chamber of Commerce & Industry (MCCI), The Indus Entrepreneurs (TIE), etc.

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

### **Item No. 3**

#### **Re-appointment of Mr. Rajiv Mittal (DIN: 01299110) as the Chairman and Managing Director of the Company**

Mr. Rajiv Mittal, (DIN: 01299110), aged-64 years was last re-appointed as the Managing Director & Group CEO of the Company for the period from October 1, 2020 till March 31, 2025, by the Members of the Company at the 25<sup>th</sup> Annual General Meeting (AGM) held on September 23, 2020 at the same remuneration as approved by the Members at their 20<sup>th</sup> AGM held on July 27, 2015.

Subsequently, the NRC and Board at their meetings held on March 26, 2022 had approved the re-designation of Mr. Rajiv Mittal as the Chairman of the Board with immediate effect. Further, the NRC and Board at their meetings held on December 07, 2022 had recommended and approved the re-designation of Mr. Rajiv Mittal as the Chairman and Managing Director (KMP) of the Company with immediate effect.

The Members may please note that the existing tenor of Mr. Rajiv Mittal as the Managing Director will be ending on March 31, 2025, who is also the Chairman of the Board and one of the Promoter of the Company.

Mr. Rajiv Mittal is eligible for re-appointment as the Chairman and Managing Director (CMD) of the Company for a term upto a maximum period of five (5) years and he has provided his consent for the same and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

In recognition of his contribution to the performance of the Company and other factors and based on the performance evaluation, the Nomination and Remuneration Committee at its meeting held on May 21, 2024 had considered and recommended the said proposal of re-appointment to the Board of Directors ("the Board") for its consideration and approval. Further, the Board at its Meeting held on May 21, 2024 has considered and approved the said re-appointment with the following terms and conditions including the remuneration:

**The particulars of the terms of the proposed re-appointment and remuneration payable to Mr. Rajiv Mittal as the Chairman and Managing Director (CMD) are as under:**

Particulars	Proposed Remuneration
Basic Salary Per Month (pm)	Fixed Pay
Special /Additional Allowance (pm)	[including Basic Salary and Perquisites (viz. special/ additional allowance and HRA/Company Leased Accommodation)] be paid for an amount maximum not exceeding INR 35.00 Lakhs per month for the period of five (5) years w.e.f. April 01, 2025 till March 31, 2030
HRA /Company Leased Accommodation (pm)	
Medical Expenses Reimbursement	Expenses incurred for the CMD and his family as per the Company's Rules
Life Insurance / Personal Accident Insurance	Premium as per the Company's Rules
Leave Travel Concession	For the CMD and his family as per the Company's Rules
Encashment of leave, contribution to various statutory funds, provision of car and telephone at the CMD's residence for his use, other amenities and benefits	As per the Company's Rules
Performance Pay	Performance pay be paid for an amount maximum not exceeding INR 4.00 Crores per annum for the period of five (5) years w.e.f. April 01, 2025 till March 31, 2030
Other Allowances / Perquisites	Uniform, Child / educational and other allowances are as per the Company Policies. Perquisites are as per the limits of law and Company policies

Pursuant to the provisions of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, the aforesaid annual remuneration payable to the CMD (being the Executive Director and promoter of the Company) shall not exceed in any case 5% of the net profits of the Company. In the event of loss or inadequacy of profits in any financial year, during the tenure of the CMD, the Company shall pay him, in respect of such financial year, remuneration as per the limits prescribed under Schedule V of the Companies Act, 2013, as amended from time to time, with necessary approvals.

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

The Chairman and Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Chairman and Managing Director will be under the overall authority and supervision of the Board.

The Chairman and Managing Director shall act in accordance with the laws / Regulations / Rules as applicable to the Company and shall abide by the provisions of the Act, including Section 166 of the said Act and SEBI LODR, as applicable, with regard to duties of Directors.

The Chairman and Managing Director shall adhere to the Company's Code of Conduct for Directors and other Code(s)/ Policies of the Company as applicable for his role.

The office of the Chairman and Managing Director may be terminated by the Company or the Chairman and Managing Director himself by giving six (6) months' prior notice in writing to the Board.

Mr. Rajiv Mittal satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Rajiv Mittal under Section 190 of the Act.

Brief Profile of Mr. Rajiv Mittal, nature of his expertise in specific functional areas, names of companies in which he holds Directorship and Membership/Chairmanship of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under Regulation 36(3) of the SEBI LODR and Secretarial Standard - 2 are provided in this notice.

As contained in Article 108 of the Articles of Association of the Company, Mr. Rajiv Mittal will not be liable to retire by rotation, during his tenure of re-appointment. Mr. Rajiv Mittal is interested in the said resolution at Item No. 3 of the Notice, as the said item relates to his re-appointment.

### **Brief profile of Mr. Rajiv Mittal:**

- Mr. Rajiv Mittal, was originally appointed as the Managing Director of the Company, by the Board of Directors at their meeting held on September 27, 2000. Further, he was re-appointed as the Managing Director for every five (5) years by the NRC/Board/Members;
  - During May 2014, in recognition of his contribution to the performance of the Company and other factors, the Committee had re-designated Mr. Rajiv Mittal as the "Managing Director & Group CEO" and revised his terms and conditions of appointment, which got approved by the Members of the Company at its 19<sup>th</sup> AGM held on July 21, 2014;
  - Mr. Mittal holds a degree in Chemical Engineering from the University of Mumbai, Department of Chemical Technology (UDCT) and is a Fellow of the International Water Association and Corporate Member of the Indian Desalination Association;
  - Mr. Mittal has experience over 4 decades, and has dedicated himself to the Water industry with a special focus on Sustainability. He has advocated sustainable use of water; leveraging alternative sources of water such as sea water & used water; efficient wastewater treatment, water recovery and reclamation. He has also been very vocal in promoting advanced technologies for water treatment solutions for municipalities and industries at an affordable price;
  - Mr. Rajiv Mittal started his career with Dorr Oliver and later worked with John Brown Engineering, Glasgow. He then joined WABAG, UK and was deputed to India to set up a Strategic Business Unit in Water in 1996.
- **Under his visionary leadership, WABAG:**
    - Evolved into a true Indian multinational, ranked among the Top 3 Global Water Players by GWI for benefiting over 88.8 million people globally;
    - Emerged as the preferred partner for achieving water sustainability, leveraging alternative water sources: Desalination & Water Reuse to boost water supply;
    - Pioneered the concept of wastewater treatment with power neutral model and re-demonstrated at the 140 MLD Sewage treatment plant under Namami Gange at Varanasi;
    - Expanded its global footprint with presence across 4 Continents and projects in over 25 Countries;
    - Reinforced its technological excellence: R&D centres in India and Europe and over 125 IP Rights;
    - Masterminded the Management Buyout of WABAG India in 2005;
    - Orchestrated historical Reverse Acquisition of erstwhile parent WABAG Group from Siemens in 2007;
    - Successful listing on the BSE and NSE in 2010.
  - **Global accolades in Mr. Mittal's illustrious career as under:**
    - Conferred with IWA Fellow by the International Water Association – 2022;
    - Global Asian of the Year by AsiaOne Magazine – 2022;
    - World Top 20 Most Transformative Leaders in Water Sector by GWI – 2021;
    - Top 3 Most Influential Global Water leaders by WWI (UK) in successive years - 2017 & 2018;
    - Top 100 CEOs of India and 4<sup>th</sup> in the Infra & Engineering Sector by BT-PWC – 2018;
    - Lifetime Achievement Award by Indian Desalination Association for contribution to the water and desalination industry and entrepreneurial excellence – 2015;
    - 'Eminent Engineering Personality' Award by the Institution of Engineers India – 2018.

Except Mr. Rajiv Mittal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying notice of the 29<sup>th</sup> AGM. Mr. Rajiv Mittal is not related to any Director and Key



Managerial Personnel of the Company and he is also one of the Promoter of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval of the Members.

#### Item No. 4

##### **Re-appointment of Mr. Amit Goela (DIN: 01754804) as a Non – Executive Non - Independent Director**

Mr. Amit Goela, (DIN: 01754804) was originally appointed as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, by the Board of Directors at their meeting held on July 19, 2021 and the Members of the Company had regularized and approved the said appointment for a period of three (3) years w.e.f. July 19, 2021 upto July 19, 2024, liable to retire by rotation, entitled to receive Non-Executive Director remuneration as approved by the Members at the 19<sup>th</sup> AGM held on July 21, 2014.

In recognition of his contribution to the performance of the Company and other factors and based on the performance evaluation, the Nomination and Remuneration Committee at its meeting held on May 07, 2024 recommended and the Board of Directors at its meeting held on May 21, 2024 had approved the re-appointment of Mr. Amit Goela (DIN:01754804) as a Director in the category of Non – Executive Non - Independent Director of the Company for a period of five (5) years with effect from July 20, 2024 till July 19, 2029, subject to the approval of the Members of the Company, with the below terms and conditions.

The Company has received Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Amit Goela as the Non – Executive Non - Independent Director to be re-appointed under the provisions of Section 149 of the Act and Regulation 17 of the SEBI LODR.

The Company has received from Mr. Amit Goela the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

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. 4 seeks the approval of the Members for the re-appointment of Mr. Amit Goela (DIN:01754804) as a Non-Executive Non-Independent Director of the Company for a period of five (5) years with effect from July 20, 2024 till July 19, 2029. He

will be liable to retire by rotation. Mr. Amit Goela will be entitled to receive Non-Executive Director remuneration as approved by the Members at the 19<sup>th</sup> AGM held on July 21, 2014, in addition to the sitting fee for attending the meetings of the Board of Directors and/ or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one (1) percentage of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any Statutory modification(s) or re-enactment thereof. During the FY 2023-24, the Independent Directors and the Non-Executive Non-Independent Director are paid an amount of INR 18,00,000/- each per annum as the Commission duly approved by the NRC and Board of Directors, from time to time.

In the opinion of the Board, Mr. Amit Goela, the Non-Executive Non-Independent Director, proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder. A brief profile of Mr. Amit Goela, 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 appointment of Mr. Amit Goela, as a Non-Executive Non-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](http://www.wabag.com).

##### **Profile of Mr. Amit Goela:**

Mr. Amit Goela has a distinguished profile in the Indian Financial and Securities market with over 30 years of experience. He has worked with several leading corporate houses on strategy planning and investments. He is currently part of the management team of Rare Enterprises.

Mr. Goela has been an advisor for various companies in the areas of macro-economics, equity research, both public and private markets, corporate restructuring, investments and arrangements including mergers and acquisitions and advisory for stakeholder value creation. He is currently on the board of various companies in India. He is an MBA in finance from the University of North Florida and gains international experience.

Except Mr. Amit Goela, 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. 4 of the accompanying notice of the 29<sup>th</sup> AGM. Mr. Amit Goela is not related to any Director and Key Managerial Personnel of the Company.

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

## Item No. 5

### **Ratification of remuneration payable to the Cost Auditor for the Financial Year 2023-24**

The Board, based on the recommendation of the Audit Committee, had approved the re-appointment of Mr. K. Suryanarayanan, Practicing Cost Accountant (Membership No.24946) as the Cost Auditor including his remuneration to conduct the audit of cost records of the Company for the FY 2023-24.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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. 5 of the notice for ratification for the remuneration payable to the Cost Auditor for the financial year ended March 31, 2024.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution at Item No. 5 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the Members.

## Item Nos. 6 & 7

### **Increase in the Borrowing limits of the Company and Increase in limits for creation of charges on the assets of the Company**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company could, with the consent of the Members by a Special Resolution, borrow monies of such sum as may be approved by the Members, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves and securities premium of the Company from time to time that is to say reserves not set apart for any specific purpose.

Also, under the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company could, with the consent of the Members by a Special Resolution, create charge / mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders / trustees for the holders of debentures / bonds, to secure the repayment of moneys borrowed (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Members of the Company at their 22<sup>nd</sup> AGM held on July 27, 2017, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) and for creation of charge on movable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding INR 5,000 Crores (Indian

Rupees Five Thousand Crores only), or aggregate of the paid-up share capital and free reserves and securities premium of the Company from time to time whichever is higher. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013.

The Members may kindly note that during the last seven (7) years the Order Book has grown from ~ INR 8,200 Crores to INR 11,500 Crores and the Company has optimally operated without any increase in the Borrowing Limits.

Considering the significant growth expected in the Order Book driven by business opportunities both in the domestic and international geographies, the Board intends to raise the borrowing limits from the current INR 5,000 Crores to INR 6,000 Crores. This enhancement of limits will enable the Company to avail banking limits to meet the guarantee and other working capital requirements for the future business growth.




The proposed enhancement is mainly in the form of non-fund based limits. In this connection, it is proposed to seek the approval of the Members by way of a special resolution to enable the Directors to borrow monies, provided that the total amount so borrowed (both fund based & non-fund based) shall not at any time exceed INR 6,000 Crores (Indian Rupees Six Thousand Crores only) or the aggregate of the paid-up capital and free reserves and securities premium of the Company from time to time, whichever is higher.

The increase in the limits of borrowings of the Company may, if necessary, be secured by way of mortgages, charges and hypothecation on the Company's movable / immovable assets present and future, in favour of the financial institutions / banks / non-banking financial companies / insurance companies / other investing agencies / trustees for the holders of debentures / bonds / other instruments as detailed in the notice, it is necessary for the Members to pass a special resolution for creation of mortgages, charges and hypothecation to secure such borrowings of the Company, Subsidiaries and/or Associate companies.

Due to the above, it is proposed to seek Members' consent by way of Special Resolutions under Section 180(1)(c) of the Act for both fund based and non-fund based borrowings not exceeding INR 6,000 Crores (Indian Rupees Six Thousand Crores only) or the aggregate of the paid-up capital and free reserves and securities premium of the Company time to time whichever is higher and under Section 180(1)(a) of the Act for creation of charges/mortgages / hypothecations based on the above borrowing limits.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions at Item Nos. 6 and 7 of the accompanying notice. The Board recommends the Resolutions set out at Item Nos. 6 and 7 of the accompanying Notice for approval by the Members of the Company by way of Special Resolutions.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

Name of Director	Mr. Rajiv Mittal	Mr. S. Varadarajan	Mr. Amit Goela
			
DIN	01299110	02353065	01754804
Date of Birth	April 08, 1960	September 23, 1965	February 02, 1965
Age	64 Years	58 years	59 years
Date of first Appointment	September 27, 2000	June 24, 2015	July 19, 2021
Qualifications	Graduate in Chemical Engineering	B. Com, P.G. (Public Administration), CMA & CS	MBA
Nature of Expertise in specific functional area	Vast experience in Water industry	Finance and Accounts	Capital Market, Finance, Strategy and Planning
Brief Resume	Refer Explanatory Statement to Item No. 3	Refer Explanatory Statement to Item No. 2	Refer Explanatory Statement to Item No. 4
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable
Terms and condition of re-appointment including proposed remuneration	Refer Explanatory Statement to Item No. 3	Refer Explanatory Statement to Item No. 2	Refer Explanatory Statement to Item No. 4
Details of Remuneration for FY 2023-24	INR 4,12,12,765/-	INR 2,05,85,774/-	INR 18,00,000/-
Directorships in other companies (excluding foreign companies, & Section 8 companies)	NIL	NIL	1) Suryaamba Spinning Mills Limited 2) Roshni Agencies Private Limited 3) Race Ahead Properties Private Limited 4) Inventurus Knowledge Solutions Limited

Name of Director	Mr. Rajiv Mittal	Mr. S. Varadarajan	Mr. Amit Goela
			5) Hope Film Makers Private Limited 6) Rare Equity Private Limited 7) SNV Aviation Private Limited
Listed entities from which the Director has resigned in the past three (3) years	NIL	NIL	Multi Commodity Exchange of India Limited  <i>(Date of Cessation -August 09, 2021)</i>
Membership of Committees/ Chairmanship in other Companies (Regulation 26(1) of SEBI LODR)	NIL	NIL	<p><b><u>Audit Committee</u></b></p> <ol style="list-style-type: none"> <li>Suryaamba Spinning Mills Limited (Chairman)</li> <li>SNV Aviation Private Limited</li> </ol> <p><b><u>Stakeholders Relationship Committee</u></b></p> <ol style="list-style-type: none"> <li>Suryaamba Spinning Mills Limited (Chairman)</li> <li>Rare Equity Private Limited</li> </ol> <p><b><u>Nomination and Remuneration Committee</u></b></p> <ol style="list-style-type: none"> <li>Suryaamba Spinning Mills Limited (Chairman)</li> <li>Rare Equity Private Limited</li> </ol> <p><b><u>Corporate Social Responsibility Committee</u></b></p> <ol style="list-style-type: none"> <li>Suryaamba Spinning Mills Limited (Chairman)</li> <li>Inventurus Knowledge Solution Limited</li> </ol> <p><b><u>Risk Management Committee</u></b></p> Rare Equity Private Limited
Membership of Committees/ Chairmanship in VA TECH WABAG LIMITED	<p><b>Member</b></p> <ol style="list-style-type: none"> <li>Capital Allocation Committee</li> <li>Risk Management &amp; Monitoring Committee</li> </ol>	<p><b>Member</b></p> <ol style="list-style-type: none"> <li>Stakeholders Relationship Committee</li> <li>Risk Management &amp; Monitoring Committee</li> <li>Corporate Social Responsibility Committee</li> <li>Sustainability Committee</li> <li>Capital Allocation Committee</li> </ol>	<p><b>Member</b></p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> <li>Corporate Social Responsibility Committee</li> </ol>

Name of Director	Mr. Rajiv Mittal	Mr. S. Varadarajan	Mr. Amit Goela
No. of Board Meetings attended during the year	7/7	7/7	7/7
No. of Equity Shares held:			
1) Own	97,09,406	21,85,762	NIL
2) Beneficial basis	NA	NA	NIL
Relationships between Directors inter-se	NIL	NIL	NIL

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

**Anup Kumar Samal**

Company Secretary & Compliance Officer  
Membership No.: F4832

Date: May 21, 2024  
Place: Chennai

**Registered Office:**

**VA TECH WABAG LIMITED**

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Tamil Nadu, India.  
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