

January 04, 2024

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 15<sup>th</sup> Extraordinary General Meeting (EGM) of the Company****Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject and pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 15<sup>th</sup> Extraordinary General Meeting (EGM) of the Company.

The copy of the Notice is being sent today to all eligible Members of the Company through electronic mode (e-mail), whose e-mail Ids are registered with the Company /RTA/ Depository Participants and the same is also available on the website of the Company [www.wabag.com](http://www.wabag.com).

Kindly take the same on record.

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



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

Phone: +91 44 6123 2323, Fax: +91 44 6123 2324

## NOTICE

**NOTICE** is hereby given that the Fifteenth (15<sup>th</sup>) Extraordinary General Meeting ("EGM") of the Members of VA TECH WABAG LIMITED will be held on Tuesday, January 30, 2024 at 11.00 A.M. IST, through video conferencing / other audio visual means ("VC/OAVM") to transact the following business:

### SPECIAL BUSINESS

#### 1. To approve adoption of 'Wabag Centenary Stock Option Scheme 2023'

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEBS Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), any rules, regulations and guidelines issued by the Reserve Bank of India, including any amendments(s), statutory modifications(s) or re-enactment(s) thereof, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of VA Tech Wabag Limited ("Company") and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of

the Members of the Company be and is hereby accorded to the introduction and implementation of '**Wabag Centenary Stock Option Scheme 2023**' ("Scheme" or "ESOS 2023") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee ("Committee") which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 25,00,000 (Twenty Five Lakhs) employee stock options ("Option(s)") to or for the benefit of such eligible person(s) as designated by the Company, within the meaning of the Scheme (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), as may be decided under the Scheme, exercisable into not more than 25,00,000 (Twenty Five Lakhs) equity shares of face value of INR 2/- (Indian Rupees Two only) each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

**"RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued."

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and other applicable laws and regulations to the extent relevant and applicable to the Scheme.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further subject to consent or approval of the Members by way of special resolution to the extent required under the SBEB Regulations and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

## **2. To approve extension and grant of Centenary Stock Options to the Employees of Group company(ies) including Subsidiary company(ies) and/or Associate company(ies) of the Company under ‘Wabag Centenary Stock Option Scheme 2023’**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), any rules, regulations and guidelines issued by the Reserve Bank of India, including any amendments(s), statutory modifications(s) or re-enactment(s) thereof, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of VA Tech Wabag Limited (“Company”), and subject to further such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval 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, including the Nomination and Remuneration Committee (“Committee”) which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, such number of employee stock options (“Option(s)”) under ‘**Wabag Centenary Stock Option Scheme 2023**’ (“Scheme” or “ESOS 2023”) within the limit prescribed therein to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) who are working on exclusive basis in or outside India, including any director thereof, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company), exercisable into corresponding number of equity shares of face value of INR 2/- (Indian Rupees Two only) each fully paid-up upon exercise, where one employee stock Option would convert in to one equity share

upon exercise, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

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

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

Place: Chennai

Date: December 29, 2023

**Registered Office:**

VA TECH WABAG LIMITED

CIN - L45205TN1995PLC030231

“WABAG HOUSE”, No.17,

200 Feet Thoraipakkam - Pallavaram Main Road,

Sunnambu Kolathur, Chennai - 600 117, Tamil Nadu, India.

E-mail: [companysecretary@wabag.in](mailto:companysecretary@wabag.in)

Website: [www.wabag.com](http://www.wabag.com)

Phone: +91 44 6123 2323

Fax: +91 44 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. 1 and 2 of the accompanying Notice, is annexed hereto.
2. Additional information pursuant to Part C of Schedule – I as prescribed under Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended (“SBEB Regulations”) in respect of the information relating to the Scheme / ESOS 2023 is disclosed.
3. **General instructions for accessing and participating in the 15<sup>th</sup> EGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
  - a. As per the Ministry of Corporate Affairs (the “MCA”) vide their General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 as amended by the SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated

October 07, 2023 (Collectively referred to as ‘SEBI Circulars’) read with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 has permitted the companies to convene their Extraordinary General Meeting (EGM) through Video Conferencing / Other Audio Visual Means (VC/OAVM) in lieu of physical meeting or transact items through Postal Ballot, up to September 30, 2024. Accordingly, the 15<sup>th</sup> EGM of the Company is being conducted through VC/OAVM facility (hereinafter called as “e-EGM”), which does not require physical presence of the Members at a common venue. The deemed venue for the 15<sup>th</sup> EGM 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 EGM 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 EGM 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 EGM 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 15<sup>TH</sup> EGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 15<sup>TH</sup> EGM.

- c. **Corporate:** The 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 EGM 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 [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format “**Corporate Name\_Event No.**”
- d. In compliance with the provisions of the Act and relevant Rules/Regulations, this Notice of 15<sup>th</sup> EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants. Members

may note that this Notice will also be available on the Company's website [www.wabag.com](http://www.wabag.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the Registrar and Transfer Agent ("RTA") at <https://emeetings.kfintech.com/>.

- e. The scanned copy of the relevant documents referred to in the accompanying Notice may be accessed by the Members for inspection upon log-in into <https://emeetings.kfintech.com/>.
- f. Since the EGM will be held through VC/OAVM facility, the route map is not annexed to this Notice.
- g. KFin Technologies Limited ("KFinTech") will be providing the facility for remote e-Voting, for participation in the 15<sup>th</sup> EGM through VC/OAVM mode and e-Voting during the 15<sup>th</sup> EGM.
- h. The Members may join the 15<sup>th</sup> EGM through VC/OAVM mode by following the procedure as mentioned in point no. 10, which shall be kept open for the Members from 10:30 A.M. IST i.e. 30 (thirty) minutes before the time scheduled to start the 15<sup>th</sup> EGM and the Company may close the window for joining the VC/OAVM facility thirty (30) minutes after the scheduled time to start the 15<sup>th</sup> EGM.
- i. The Members may note that the VC/OAVM facility, provided by KFinTech, allows participation of up to 2000 Members on a first-come-first served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., can attend the 15<sup>th</sup> EGM without any restriction on account of first-come-first-served principle.
- j. Attendance of the Members participating in the 15<sup>th</sup> EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- k. In case of joint holder(s) attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
- l. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations 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 15<sup>th</sup> EGM and facility for those Members participating in the 15<sup>th</sup> EGM to cast vote through e-Voting system during the 15<sup>th</sup> EGM.

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 / RTA. The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to the SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 as per instructions mentioned in the form. The said forms can be downloaded from the Company' 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 Shareholders for seven (7) consecutive years or more shall also be transferred to the demat account of the IEPF.

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 encash 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, 2023 on the website of the Company [www.wabag.com](http://www.wabag.com) and such details available with the Ministry of Corporate Affairs.

6. The Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.wabag.com](http://www.wabag.com) under the section 'Investor Relations'. 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).
7. 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 pincode, if not furnished earlier.
8. 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](mailto:companysecretary@wabag.in) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
9. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 as amended Regulation 40 of the SEBI Listing Regulations 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](http://www.wabag.com).

**10. The business set out in this 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:**

**PROCEDURE FOR REMOTE E-VOTING**

- 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 Listing Regulations and in terms of SEBI 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 of the Company, 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 **Tuesday, January 23, 2024 from 9.00 A.M. IST and ends on Monday, January 29, 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., **Friday, January 19, 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. The 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. **Friday, January 19, 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, which is **Friday, January 19, 2024**, only shall be entitled to avail the facility of remote e-voting and voting during the EGM.
  - 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](mailto: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, 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 EGM 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 at the EGM 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 EGM. 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 <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 EGM, i.e. **Tuesday, January 30, 2024**.
  - xi. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:
    - Step 1:** Access to Depositories e-Voting system in case of Individual Shareholders holding securities in demat mode.
    - Step 2:** Access to KFinTech e-Voting system in case of shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
    - Step 3:** Access to join virtual meetings (e-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p><b>1. User already registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company or the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>CDSL Depository</b>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: “<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>”</li> <li>II. Click on login icon &amp; New System Myeasi Tab</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: “<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>”</li> <li>II. Click on login &amp; New System Myeasi Tab and then click on registration option</li> <li>III. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>IV. Proceed with completing the required fields.</li> <li>V. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: “<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>”</li> <li>II. Provide your demat Account Number and PAN</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of <b>Depository Participant</b>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



**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 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 <b>NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with <b>CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Details on Step 2 are mentioned below:**

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

(A) Members whose e-mail IDs are registered with the Company/ Depository Participants (s), will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN) '7820', 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. '7820' 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., '7820' 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).

**Details on Step 3 are mentioned below:**

**III) Instructions for all the Shareholders, including Individual, other than Individual and Physical, for attending the 15<sup>th</sup> EGM of the Company through VC/ OAVM and e-Voting during the Meeting:**

- i. Members will be provided with a facility to attend the 15<sup>th</sup> EGM 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 15<sup>th</sup> EGM. 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 EGM through VC/OAVM shall open 30 (thirty) minutes before the commencement of the 15<sup>th</sup> EGM.
- iv. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- v. Members will be required to grant access to the webcam to enable VC/OAVM. Further, please note that Members connecting from mobile devices or tablets or through laptops etc., connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- vi. As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, the Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, e-mail id, mobile number at Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company through e-mail at [companysecretary@wabag.in](mailto:companysecretary@wabag.in) on or before, **Saturday, January 20, 2024**. The same will be replied by the Company during the EGM suitably. Please note that, Members' queries/questions with regard to EGM will be responded, if the Shareholder continues to hold the shares as on the cut-off date i.e. **Friday, December 29, 2023**, also being the cut-off date for the Shareholders eligible to receive this Notice.
- vii. 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 EGM. E-voting during the EGM is integrated with the VC/OAVM platform. Members may click on the voting icon displayed on the screen to cast their votes.
- viii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts vote by both modes, then voting done

through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

- ix. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 15<sup>th</sup> EGM through VC/OAVM mode.

## OTHER INSTRUCTIONS

I. **Speaker Registration:** Members, who would wish to speak during the 15<sup>th</sup> EGM may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration'.

The speaker registration shall commence on **Tuesday, January 23, 2024 from 9.00 A.M. and ends on Thursday, January 25, 2024 upto 5.00 P.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 EGM.

II. **Post your Questions:** The Members who wish to post their questions prior to the EGM can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will open from **Tuesday, January 23, 2024 from 9.00 A.M. and ends on Thursday, January 25, 2024 upto 5.00 P.M. IST**.

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) at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1800 3094 001 for any further clarifications.

III. In case a person has become a Member of the Company after dispatch of notice of 15<sup>th</sup> EGM 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:

- i. 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

IV. 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://emeetings.kfintech.com/forgot-password.aspx>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

V. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1800 3094 001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutiniser’s Report, shall also be placed on the website of the Company.

**Procedure for Registration of e-mail and Mobile: Securities held in physical mode:**

Physical shareholders are hereby notified that based on SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR-1 form along with the supporting documents.

ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below:

<b>Name</b>	Kfin Technologies Limited
<b>Address</b>	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the e-mail and mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

**Anup Kumar Samal**

Company Secretary & Compliance Officer  
Membership No.: F4832

Place: Chennai  
Date: December 29, 2023

**Registered Office:**  
VA TECH WABAG LIMITED  
CIN - L45205TN1995PLC030231  
“WABAG HOUSE”, No.17,  
200 Feet Thoraipakkam - Pallavaram Main Road,  
Sunnambu Kolathur, Chennai - 600 117, Tamil Nadu, India.  
E-mail: [companysecretary@wabag.in](mailto:companysecretary@wabag.in)  
Website: [www.wabag.com](http://www.wabag.com)  
Phone: +91 44 6123 2323  
Fax: +91 44 6123 2324

**Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (“the Act”) read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”)**

The following statements sets out all material facts relating to all special business mentioned in the accompanying notice of the EGM:

**ITEM No. 1 & 2:**

The Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Previously, your Company had implemented employee stock option program in the year 2006 and 2010 with an objective to reward employees for their contribution in the Company’s growth and attracting & retaining key talents. The employee stock option pool under both the schemes has been exhausted.

Your Company’s intention is to implement a broad-based employee stock ownership program namely ‘**Wabag Centenary Stock Option Scheme 2023**’ (“Scheme” or “ESOS 2023”) as a strategic initiative aimed at rewarding employees for their dedicated service in celebration of its Centenary year of brand “WABAG”. It aims to reinforce employees’ commitment, acknowledge their dedication, and align their interests with the long-term success of the Company as it embarks on the journey beyond its

Centenary year. Also, the Company actively engages in diverse projects across its Group, further bolstering its overall growth trajectory. Consequently, the Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee (“the Committee”) deems it beneficial to extend the Scheme’s benefits to employees not only within the Company but also within its Subsidiary(ies), Associates, and its Group companies (existing and future). This inclusive approach aims to attract and retain key talents within the organization.

**Wabag Centenary Stock Option Scheme 2023** will comprise of mega Grant for accomplishing Centenary year by the Company as well as periodic Grants which may be determined by the Nomination and Remuneration Committee (“Committee”) from time to time. The criteria to select employees for Grant would be determined by the Committee based on factors such as length of service, grade, individual performance ratings over past few years, present contribution, potential contribution, conduct, etc. as it may deem relevant. At the same time, the Company is aware that any discount should be compensated with appropriate vesting conditions based on achievement of mandatory corporate performance conditions such as revenue, earnings before interest, tax, depreciation and amortization, cash inflow, order book, etc.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the Company seeks Members’ approval for the implementation of the Scheme.

Accordingly, the Committee and the Board of Directors of the Company at their respective meetings held on December 29, 2023 had approved the introduction of the Scheme, subject to Members’ approval.

The main features of the ESOS 2023 are as under:

**a) Brief Description of the Scheme:**

Keeping in view the aforesaid objectives, ESOS 2023 contemplates grant of Options to the Employees of the Company and Employees of Group company(ies) including Subsidiary company(ies) and/or Associate company(ies) of the Company under ‘**Wabag Centenary Stock Option Scheme 2023**’. After vesting of Options, the Employees earn a right, but not obligation, to exercise the Vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of Exercise Price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of the ESOS 2023. All questions of interpretation of the Scheme shall be determined by the said Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

**b) Total number of Options to be granted:**

The total number of Options to be granted under the Scheme shall not exceed 25,00,000 (Twenty Five Lakhs) in one or more tranches. Each Option when exercised would be converted in to one equity share of INR 2/- (Indian Rupees Two only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 25,00,000 (Twenty Five Lakhs), shall be deemed to be increased to the extent of such additional Options issued.

**c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

All employees (hereinafter referred to as “Employees”) of the Company and employees of Group company(ies) including Subsidiary company(ies) and/or Associate company(ies) of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India,
- (ii) a Director of the Company, whether whole time director or not including a non-executive director who is not a Promoter or member of the Promoter Group;
- (iii) an employee, as defined in sub-clauses (i) or (ii) in this Para, including its Subsidiary company(ies), Associate company(ies) and Group company in India or out of India, of the Company; **but excludes**
  - a. an Employee who is a Promoter or belongs to the Promoter Group;
  - b. a Director who either by himself or through his / her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and
  - c. a Director being an Independent Director.

**d) Requirements of Vesting and period of Vesting:**

All the Options granted on any date shall vest on expiry of the minimum period of **1 (One) year** from the date of grant of Options and not later than maximum period of **4 (Four) years** from the date of Grant.

The vesting dates in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from employee to employee or any class thereof

and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/service as per requirement of SBEB Regulations. Apart from that the Committee may prescribe certain corporate performance conditions for each employee, such as revenue, earnings before interest, tax, depreciation and amortization ("EBITDA"), free cash flow, order book, etc. subject to satisfaction of which the Options would vest.

The specific vesting schedule and conditions for each employee shall be determined by the Committee which shall be disclosed in the grant letter.

**e) Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than the maximum period of **4 (four) years** from the date of grant.

**f) Exercise price or pricing formula:**

The Exercise Price per Option shall be determined by the Committee as on the date of Grant which shall be upto 25% discount to Market Price. However, the Exercise Price shall not be lesser than the face value of Shares.

The Exercise Price shall be specified in the letter issued to the Option Grantees at the time of the Grant.

**g) Exercise period / offer period and the process of exercise / acceptance of offer:**

The exercise period would commence from the date of vesting and will expire on completion of **3 (three) years** from the date of respective vesting, or such other period as may be decided by the Committee.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

**h) Appraisal process for determining the eligibility of employees under the Scheme:**

The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee.

**i) Maximum number of Options to be offered and issued per employee and in aggregate:**

The maximum number of Options under the Scheme that may be granted to each Employee per Grant and in aggregate be not more than 2,50,000 (Two Lakhs Fifty Thousand) at the time of Grant of Option.

**j) Maximum quantum of benefits to be provided per employee under the Scheme:**

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

**k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust :**

The Scheme shall be implemented and administered directly by the Company.

**l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both :**

The Scheme contemplates issue of fresh/ primary shares by the Company.

**m) Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the present Scheme as the Scheme will be implemented and administered directly by the Company.

**n) Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme;**

This is not relevant under the present Scheme.

**o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:**

The Company shall follow the IND AS 102 on Share-based payments and/or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB Regulations.

**p) Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

**q) Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options, shall be disclosed in the Board's Report and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Board's Report.

**r) Period of lock-in:**

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

**s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

**t) Listing**

Equity shares allotted pursuant to the exercise of Options under the Scheme, shall be listed on BSE Limited and National Stock Exchange of India Limited.

Consent of the Members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB Regulations.

A draft copy of the Scheme is available for inspection at the Company's registered office during official hours on all working days till the date of the 15<sup>th</sup> EGM.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Scheme.

In light of above, the Board recommends the Special Resolutions set out at Item No. 1 and 2 of the Notice for approval by the Members.

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

**Anup Kumar Samal**

Company Secretary & Compliance Officer  
Membership No.: F4832

Place: Chennai

Date: December 29, 2023

**Registered Office:**

VA TECH WABAG LIMITED

CIN - L45205TN1995PLC030231

"WABAG HOUSE", No.17,

200 Feet Thoraipakkam - Pallavaram Main Road,

Sunnambu Kolathur, Chennai - 600 117, Tamil Nadu, India.

E-mail: [companysecretary@wabag.in](mailto:companysecretary@wabag.in)

Website: [www.wabag.com](http://www.wabag.com)

Phone: +91 44 6123 2323

Fax: +91 44 6123 2324