

**VA TECH WABAG LIMITED**

CIN - L45205TN1995PLC030231

Registered Office: 'WABAG HOUSE', No.17, 200 Feet Thoraipakkam - Pallavaram Main Road,
Sunnambu Kolathur, Chennai - 600 117

Email : companysecretary@wabag.in | Website: www.wabag.com

Notice

Notice is hereby given that the twenty second Annual General Meeting (AGM) of the members of VA TECH WABAG LIMITED will be held on Thursday, July 27, 2017 at 10.00 a.m. at The Music Academy (Mini Hall), New No. 168, T.T.K. Road, Royapettah Chennai - 600 014. to transact the following businesses:

Ordinary business

1. To consider and adopt:
 - a) The audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the board of directors and auditors thereon; and
 - b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2017.
2. To declare a dividend on equity shares.
3. To appoint a director in place of S Varadarajan (DIN: 02353065), who retires by rotation and being eligible, has offered himself for re- appointment.
4. To ratify the appointment of statutory auditors and to consider, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the AGM held on July 27 2015, the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, Chennai (LLP Registration No. AAC- 2085),

as the statutory auditors of the Company to hold office till the conclusion of twenty third AGM of the Company to be held in the calendar year 2018 be and is hereby ratified."

Special business

5. Re-appointment of B D Narang (DIN: 00826573) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) B D Narang (DIN: 00826573), an independent Director of the Company whose period of office is liable to expire at the conclusion of 22nd Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for 3 consecutive years for a term upto the conclusion of the 25th AGM of the Company to be held in the calendar year 2020 and who shall not be liable to retire by rotation."

6. Re-appointment of Sumit Chandwani (DIN: 00179100) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sumit Chandwani (DIN: 00179100), an independent Director of the Company whose period of office is liable to expire at the conclusion of 22nd Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for 2 consecutive years for a term upto the conclusion of the 24th AGM of the Company to be held in the calendar year 2019 and who shall not be liable to retire by rotation."

7. Re-appointment of Revathi Kasturi (DIN: 01837477) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Revathi Kasturi (DIN: 01837477), an independent Director of the Company whose period of office is liable to expire at the conclusion of 22nd Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re appointment for a second term under

the provisions of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for 3 consecutive years for a term upto the conclusion of the 25th AGM of the Company to be held in the calendar year 2020 and who shall not be liable to retire by rotation."

8. Increase in the borrowing limits of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the resolution passed by the shareholders at the Twentieth AGM of the Company held on July 27, 2015, and pursuant to 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 Articles of Association of the Company, consent of the Company 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 of the Company and its free reserves 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 ₹ 5,000 Crore (Rupees Five Thousand Crore) or the aggregate of the paid up capital and free reserves of the Company from time to time whichever is higher."

"RESOLVED FURTHER THAT the Board be and is 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."

9. Increase in limits for Creation of Charges on the assets of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the resolution, passed by the shareholders at the 20th AGM of the Company held on July 27, 2015, and pursuant to provisions of section 180(1)(a) 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 Articles of Association of the Company, consent of the Company 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, 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 of the Company, shall not, at any time exceed ₹ 5,000 Crore (Rupees Five Thousand Crore) or the aggregate of the paid up capital and free reserves of the Company from time to time whichever is higher."

"RESOLVED FURTHER THAT the Board be and is 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."

10. Raising of funds through Qualified Institutional Placement (QIP)/Private Placement/ Preferential Allotment

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with the Memorandum and Articles of Association of the Company, any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ('Board' which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Foreign Institutional Investors, Foreign Portfolio Investors, Foreign Venture Capital Investors, Venture Capital Funds, Non Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, and other categories whether shareholders of the Company or not, through an issue of convertible bonds and/or equity

shares by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutional Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/ requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise as the Board may determine, so that the total amount raised through issue of the Securities shall not exceed ₹ 400 Crore (Rupees Four Hundred Crore) or equivalent thereof, in one or more foreign currency and/or Indian rupee, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or merchant bankers and/or financial/legal and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/conversion/ exercise/ redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)."

"RESOLVED FURTHER THAT in case of QIP issue it shall be completed within 12 months from the date of passing of this resolution."

"RESOLVED FURTHER THAT in case of QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be the date of meeting in which the Board decides to open the proposed issue or any other date as may be determined by the Board and the Equity Shares if so issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and the Equity Shares to be offered and allotted shall be in dematerialized form."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deems fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek listing of such securities."

"RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the BSE Limited and/or National Stock Exchange of India Limited or any other Stock Exchange(s)."

"RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/ or Central Depository Services (India) Limited for admission of the Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to create necessary charge on such

of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers in such manner as they may deem fit."

By Order of the Board of Directors

R Swaminathan
Company Secretary
Membership No.: 17696
May 25, 2017

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote on a poll instead of himself/herself and that a proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. A proxy form for the AGM is enclosed.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Additional information pursuant to Regulation 36 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of the directors seeking appointment/re-appointment at the AGM is furnished and forms part of the notice. There are no inter-se relationships between the board members. The directors have furnished requisite consents/declarations for appointment/re-appointment.

4. A Statement pursuant to section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of annual report to the meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Registers under the Act and relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
8.
 - a) The register of members and share transfer books will remain closed from Saturday, July 15, 2017 to Thursday, July 27, 2017 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
 - b) The dividend on equity shares, if declared at the meeting, will be credited / dispatched between July 28, 2017 and August 1, 2017 to those members whose names shall appear on the Company's register of members on July 14, 2017 in respect of the shares held in dematerialized form, the dividend will be paid to members whose names

are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the members.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
11. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company and Pursuant to Section 124 & 125 of Act read with The Companies (Declaration and payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 25, 2016 (date of last AGM) on the website of the Company (www.wabag.com) and also on the website of the Ministry of Corporate Affairs. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary at the Company's registered office or the Company's Registrar and Share Transfer Agent (Karvy Computershare Private Limited) for revalidation and encash them before the due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities

market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.wabag.com under the section 'Investor Relations'.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
15. Non-resident Indian members are requested to inform Karvy Immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) 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.
16. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. The members are requested to update e-mail addresses with their respective depository participant(s) for receiving all communication including annual report, notices, etc. from the Company electronically.**
17. The route map to reach the venue of the Annual General Meeting is annexed.
18. Copies of the Annual Report 2017 and the Notice of the 22nd AGM along with the attendance slip and proxy form are being sent by electronic mode only to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2017 are being sent by the permitted mode. Members may also note that the Notice of the 22nd AGM and the Annual Report 2017 will be available on the Company's website www.wabag.com. The physical copies of the aforesaid

documents will also be available at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Members, who require communication in physical form in addition to e-communication, may write to companysecretary@wabag.in.

19. The business set out at the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are as under:

- (i) Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI LODR, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting')
- (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'.
- (iii) The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed M/s M Damodaran & Associates, Practicing Company Secretaries as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the same purpose.
- (vi) 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. July 14, 2017. 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 July 14, 2017 only shall be entitled to avail the facility of remote e-voting & Insta Poll.

- (vii) Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. July 14, 2017, may obtain the User ID and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL

MYEPWD <space> IN12345612345678

Example for CDSL

MYEPWD <space> 1402345612345678

Example for physical Xxxx1234567890

MYEPWD <space> xxxx1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) If both email and mobile number of a member is not registered, such members may call Karvy's toll free number 1-800-3454-001 or send an e-mail request to evoting@karvy.com.
- d) If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- e) Member can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (viii) The remote e-voting period commences on Friday, July 21, 2017 (9.00 a.m. IST) and ends on Wednesday, July 26, 2017 (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 of Friday, July 14, 2017, 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 disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- (ix) The scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.wabag.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

- (x) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. July 27, 2017.

(xi) Instructions and other information relating to remote e-voting:

1. A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (i.e. User ID and password). In case of physical folio, the User ID will be the E-Voting Event Number (3116)+ Folio number. In case of Demat Account, DP ID + Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit [https:// evoting.karvy.com](https://evoting.karvy.com) or contact toll free number 1-800- 3454-001 for your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach password change menu wherein you are required to mandatorily

change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, 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.**

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number i.e. 3116 for VA TECH WABAG LIMITED
- (g) 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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) 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.
- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).

- (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution / power of attorney / authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at e-mail ID: secretarial@mdassociates.co.in with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."

B. In case a member receives physical copy of the notice by post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- a) E-voting Event Number 3116, User ID and password is provided in the attendance slip.
- b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

3. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting

4. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM (Insta-poll). If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

5. In case of any query pertaining to e-voting, Members can Contact Mr B Srinivas , Deputy Manager, Karvy Computershare Private Limited at Contact No.: 04067162222, email id.: einward.ris@karvy.com

By Order of the Board of Directors

R Swaminathan
Company Secretary
Membership No.: 17696
May 25, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

B D Narang is an Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the 19th AGM held on July 21, 2014 for a period of 3 years upto the conclusion of 22nd AGM.

Pursuant to Section 149 of the Companies Act, 2013, read with Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ("Board") of the Company passed a resolution in their Meeting held on May 25th 2017, approving re-appointment of B D Narang as an Independent Director of the Company with effect from July 27, 2017 for a second term of 3 years based on skills, experience, knowledge and performance evaluation. The re appointment is subject to the approval of shareholders at this Annual General Meeting by way of Special Resolution.

B D Narang holds office up to the date of the closure of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of B D Narang for the office of Independent Director to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from B D Narang (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of

Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution as set out at item No. 5 seeks approval of the members for the re-appointment of B D Narang as an Independent Director of the Company for a period of 3 consecutive years up to the conclusion of 25th AGM to be held in the calendar year 2020 at such remuneration/ commission as approved by the Members at the 19th AGM held on July 21, 2014. He shall not be liable to retire by rotation.

In the opinion of the Board, B D Narang, the Independent Director proposed to be re-appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. Brief resume of B D Narang, nature of his expertise in specific functional areas, names of listed companies in which he holds directorship and membership/ chairmanship of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 with the Stock Exchanges, are provided in this notice.

A copy of the draft letter for the re-appointment of B D Narang as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the Meeting.

No Director, Key Managerial Personnel or their relatives, except B D Narang, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Profile of B D Narang:

B D Narang has 37 years of banking experience. He served as the Chairman and Managing Director of Oriental Bank of Commerce until April 30, 2005. He was nominated by RBI as a member of expert group formed for examining problems of distressed farmers. He was also nominated

by Ministry of Corporate Affairs, Government of India as a member of the committee formed to oversee the working of Investor Education & Protection Fund (IEPF). B D Narang has handled various special assignments including chairing a Panel on serious financial frauds appointed by RBI, and was appointed as chairman of various panels on construction industry appointed by Indian Banks Association. He also served as the Chairman of Governing Council of National Institute of Banking Studies & Corporate Management, and was a member of the Advisory Council of Bankers Training College (RBI) Mumbai. B D Narang was also the Deputy Chairman of Indian Banks Association, Mumbai and a Fellow member of Governing Council of the Indian Institute of Banking & Finance, Mumbai. B D Narang also serves as an Independent Director on the Board of various other Corporates/ entities.

Under his stewardship Oriental Bank of Commerce was declared "Best under a billion 200 small companies for 2003" by Forbes global out of 1900 companies from Asia & Europe.

He is the recipient of Business Standard "Banker of the Year" Award in the year 2004. B D Narang holds a Master's degree in Agricultural Economics from Punjab Agriculture University.

Item No. 6

Sumit Chandwani is an Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the 19th AGM held on July 21, 2014 for a period of 3 years upto the conclusion of 22nd AGM.

Pursuant to Section 149 of the Companies Act, 2013, read with Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ("Board") of the Company passed a resolution at their Meeting held on May 25 2017, approving re-appointment of Sumit Chandwani as Independent Director of the Company with effect from July 27, 2017 for a second term of 2 years based on skills, experience, knowledge and performance evaluation. The re-appointment is subject to the approval of shareholders at this Annual General Meeting by way of Special Resolution.

Sumit Chandwani holds office up to the date of the closure of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of

Sumit Chandwani for the office of Independent Director to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Sumit Chandwani (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution as set out at item No.6 seeks approval of the members for the re-appointment of Sumit Chandwani as an Independent Director of the Company for a period of 2 consecutive years up to the conclusion of 24th AGM to be held in the calendar year 2019 at such remuneration/ commission as approved by the Members at the 19th AGM held on July 21, 2014. He shall not be liable to retire by rotation.

In the opinion of the Board, Sumit Chandwani, the Independent Director proposed to be re-appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is Independent of the Management. Brief resume of Sumit Chandwani, nature of his expertise in specific functional areas, names of listed companies in which he holds directorship and membership/ chairmanship of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 with the Stock Exchanges, are provided in this notice.

A copy of the draft letter for the re-appointment of Sumit Chandwani as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the AGM.

No Director, Key Managerial Personnel or their relatives, except Sumit Chandwani, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Profile of Sumit Chandwani

Sumit Chandwani has over 23 years of experience in private equity, structured finance and project finance. He is currently Member / Designated Partner of Arth Equity Advisors LLP. Sumit Chandwani has served as a board member of ICICI Venture, and was the President of the Private Equity business. He has worked with companies in a variety of industries such as pharmaceuticals, healthcare, manufacturing, services, consumer and engineering.

Prior to joining ICICI Venture, Sumit Chandwani worked with ICICI Ltd. and GE Capital. At ICICI, he was with the project financing group and led several project financing transactions in industries like cement, steel, sugar, textiles and auto components. At GE Capital, Sumit Chandwani was part of the core team that set up Commercial Finance operations in India. He played a key role in purchase of distressed commercial assets in Thailand in 1998. His last assignment at GE Capital was as Country Head for Vendor Financing business in India. In 2010, Sumit Chandwani was awarded the "Indian Private Equity Professional of the Year" by the Asian Venture Capital Journal, a reputed industry publication.

Sumit Chandwani has an MBA from IIM Bangalore and a bachelor's degree in Industrial Engineering from IIT Roorkee.

Item No. 7

Revathi Kasturi is an Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the 19th AGM held on July 21, 2014 for a period of 3 years upto the conclusion of 22nd AGM.

Pursuant to Section 149 of the Companies Act, 2013, read with Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors ("Board") of the Company passed a resolution at their Meeting held on May 25, 2017, approving re-appointment of Revathi Kasturi as Independent Director of the Company with effect from July 27, 2017 for a second term of 3 years based on skills, experience, knowledge and performance evaluation. The re appointment is subject to the approval of shareholders at this Annual General Meeting by way of Special Resolution.

Revathi Kasturi holds office up to the date of closure of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/-

proposing the candidature of Revathi Kasturi for the office of Independent Director to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Revathi Kasturi (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution as set out at item No. 7 seeks approval of the members for the re-appointment of Revathi Kasturi as an Independent Director of the Company for a period of 3 consecutive years up to the conclusion of 25th AGM to be held in the calendar year 2020 at such remuneration/ commission as approved by the Members at the 19th AGM held on July 21, 2014. She shall not be liable to retire by rotation.

In the opinion of the Board, Revathi Kasturi, the Independent Director proposed to be re-appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is Independent of the Management. Brief resume of Revathi Kasturi, nature of his expertise in specific functional areas, names of listed companies in which she holds directorship and membership/ chairmanship of Board/Committees, shareholding and relationships amongst directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 with the Stock Exchanges, are provided in this notice.

A copy of the draft letter for the re-appointment of Revathi Kasturi as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the Meeting.

No Director, Key Managerial Personnel or their relatives, except Revathi Kasturi, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Profile of Revathi Kasturi:

Revathi Kasturi is an Entrepreneur, heading LAQSH Job Skills Academy, Bengaluru, a Company focused on employability skills and on bridging the talent gap. Building world class skills in employees is the key to higher productivity, strong growth and a sustainable business. LAQSH engages with all the stakeholders including students, academia, governments and corporates to deliver solutions and transform the skills landscape.

Revathi Kasturi was earlier the Managing Director of Novell West Asia responsible for building the Novell business in the region. Prior to this she was Founder & President of Tarang Software Technologies, a SEI CMM Level 5 Global IT services company focused on e-learning and payment systems. Before her entrepreneurial stint Revathi Kasturi worked with Wipro Technologies for 17 years in various leadership positions. She was the Chief Executive - Finance Solutions Division when she left in 2000 to start Tarang Software Technologies.

Revathi Kasturi has over 35 years of experience in the IT Industry and has led businesses engaged in Enterprise Software Development, Systems Integration, Customer Support, IT hardware and now skills development.

Revathi Kasturi holds a Bachelor's degree in Electrical Engineering from Indian Institute of Technology (IIT) Bombay.

Revathi Kasturi has been a speaker on various subjects related to Technology, Leadership, Education, Skills & Entrepreneurship at both International and local forums.

A former board member of NASSCOM Executive Council, she is also a charter member of TIE Bangalore and is passionate about fostering entrepreneurship.

Item No. 8 & 9

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 obtained 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 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 obtained by an 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 by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Members of the Company at the 20th AGM held on July 27, 2015, 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 ₹ 3,000 Crore (rupees three thousand Crore only), or aggregate of the paid-up share capital and free reserves 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.

Considering the present and future business opportunities and growth plans of the company, it is proposed to increase the borrowing limits from the existing limit of ₹ 3,000 Crore to ₹ 5,000 Crore, to enable the Board of directors to avail such facilities as and when required. 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 shareholders 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 ₹ 5,000 Crore (Rupees Five Thousand Crore) or the aggregate of the paid-up capital and free reserves 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 & hypothecation on the Company's movable/ immovable assets of the Company, present and future, in favour of the financial institutions/ banks/ 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.

Due to the above, it is proposed to seek Members' consent by way of a Special Resolution under Section

180(1)(c) of the Act for both fund based and non fund based borrowings not exceeding ₹ 5,000 Crore (Rupees Five Thousand Crore) or the aggregate of the paid-up capital and free reserves of the Company time to time whichever is higher and under Section 180(1)(a) of the Act for creation of charges/mortgages/hypothecations on the above borrowing limit.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions at item nos. 8 & 9 of the accompanying notice.

The Board commends the Resolutions set out at Item Nos. 8 & 9 of the accompanying Notice for approval by the shareholders of the Company by a Special Resolution.

Item No. 10

In order to meet the business exigencies and high growth opportunities from time to time the Company requires adequate capital to meet the needs of growing business. While it is expected that the internal generation of funds would partially finance the need for capital and raising funds by way of public/private/preferential allotment would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

The fund raising may be through a mix of equity/equity linked instruments, as may be appropriate. Members' approval is sought for the issue of securities linked to or convertible into Equity Shares of the Company. The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Members' approval is sought for issuing any such instrument as the Company may deem appropriate. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

Hence it is proposed to seek approval of the members in favor of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted/ to be constituted by the Board) of the Company to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Foreign Institutional Investors, Foreign

Portfolio Investors, Foreign Venture Capital Fund Investors, Venture Capital Funds, Non Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of convertible bonds and/or equity shares by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutional Placement ("QIP") or any combination thereof, through issue of prospectus and / or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise as the Board may determine, so that the total amount raised through issue of the Securities shall not exceed ₹ 400 Crore (Rupees Four Hundred Crore) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue") as set out in this special resolution.

The Company may also opt for issue of securities through Qualified Institutional Placement. Accordingly, the Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations"). The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than

the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date." The Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, subject to Section 53 of the Companies Act, 2013. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required. In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The proposed issue may be of QIP of Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed ₹ 400 Crore, with or without a green shoe option, as may be determined by the Board. The proposed special resolution is only enabling in nature and the Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of convertible securities, either the date of the meeting in which the board of directors of the issuer or the committee of directors duly authorised by the board of directors of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

Shareholders' resolution for QIP issuance is valid for a period of 12 months from the date of passing of the resolution. Accordingly, the Shareholders' approval is sought for the same.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions at Item No. 10 of the accompanying notice.

The Board commends the Resolutions set out at Item No. 10 of the accompanying Notice for approval by the shareholders of the Company by a Special Resolution.

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

Item no.3

S Varadarajan was appointed as a Director & Chief Growth Officer liable to retire by rotation by the members at the 21st AGM of the Company held on 25th July 2016. As per the said resolution and pursuant to provisions of Section 152 of Companies Act, 2013, the term of appointment of Director expires on conclusion of 22nd AGM. Pursuant to Section 152 of the Companies Act, 2013, read with Articles of Association of the Company the Board of Directors ("Board") of the Company passed a resolution in their Meeting held on May 25, 2017, approving re-appointment of S Varadarajan as Director & Chief Growth Officer liable to retire by rotation of the Company with effect from July 27, 2017 subject to the approval of shareholders at this Annual General Meeting by way of Ordinary Resolution.

The Company has received from S Varadarajan (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution as set out at item No.3 seeks approval of the members for the appointment of S Varadarajan as a Director & Chief Growth Officer of the Company, liable to retire by rotation. Varadarajan being a related party under section 188 is interested in the resolution set out at Item No. 3 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Varadarajan is concerned or interested in the resolution.

The Board commends the re-appointment of S Varadarajan as a Director & Chief Growth Officer of the Company.

Profile of S Varadarajan:

S Varadarajan joined the Company as Senior Manager - Finance cum Company Secretary in January 1997. During the last 19 years of his service in the Company, he played active role in demerger of the Company prior to its acquisition by VA Tech Wabag GmbH, Austria in the year 2000. He was part of the management team that carried out management buyout in the year 2005. He played active role in formation of 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 a few years. He also played active role in the reverse acquisition of the erstwhile parent Company in Austria in the year 2007 and was instrumental in successful listing of the Company in the Indian bourses in the year 2010. During his tenure with WABAG, Varadarajan has also been overseeing Corporate Service functions like Finance, Human Resources, IT, Legal, Secretarial and General Administration. He is one of the Promoters of the Company and holds 21,85,762 equity shares of the Company as on March 31, 2017.

He is a Graduate in Commerce and Post Graduate in Public Administration. He is a member of the Institute of Cost & Works Accountants of India (ICWAI) and the Institute of Company Secretaries of India (ICSI). Varadarajan has served in Companies like Oil & Natural Gas Corporation, Bharat Electronics Limited and PL Agro Technologies Limited prior to joining the Company. He was honored with CFO-100 Award for three years consecutively for his achievements by CFO India magazine which also carried his cover story in June 2012. Varadarajan does not hold directorships in any other listed Companies in India.

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

Name of Director	S Varadarajan	B D Narang	Sumit Chandwani	Revathi Kasturi
DIN	02353065	00826573	00179100	01837477
Date of Birth	23.09.1965	12.04.1945	11.11.1967	05.05.1959
Age	51	72	49	58
Date of first Appointment	24.06.2015	07.06.2007	13.09.2005	09.02.2012
Qualifications	Member of ICWAI, ICSI	Master's degree in Agricultural Economics	IIM Banglore -MBA IIT Roorkee- Industrial Engineering	IIT Bombay- Electrical Engineering
Expertise	Vast experience in the field of Finance and Accounts	Vast experience in the field of Banking and financial sector	Vast experience in private equity funding/ project finance	Vast experience in the IT industry in the field of Training and Soft Skills
Terms and conditions of re-appointment	Refer Resolution No. 3 and its explanatory statement	Refer Resolution No. 5 and its explanatory statement	Refer Resolution No. 6 and its explanatory statement	Refer Resolution No. 7 and its explanatory statement
Details of Remuneration (₹ In Lakh) (FY 2016-17)	113	20	15	15
Directorships in other Companies (excluding foreign companies, & Section 8 companies)	NIL	1. Dish TV India Limited 2. Shivam Autotech Limited 3. Karvy Financial Services Limited 4. Karvy Stock Broking Limited 5. SLR Metaliks Limited 6. Jubilee Hills Landmark Projects Private Limited 7. Multiples Equity Fund Trustee Private Limited 8. Semac Consultants Private Limited 9. Arvind Techno Engineers Private Limited 10. Ovington Finance Private Limited	1. Rubamin Limited 2. Petalite Consultants Private Limited 3. CHNHB Health Insurance Co. Limited 4. CEPHEUS Growth Opportunities Private Limited	1. Laqsh Job Skills Academy Private Limited
Membership of Committees/ Chairmanship in other Companies (Regulation 26 (1) of SEBI LODR)	NIL	Chairman: Audit Committee: Dish TV India Limited Karvy Financial Services Limited Stakeholders Relationship Committee: Shivam Autotech Limited Nomination & Remuneration Committee: Shivam Autotech Limited Dish TV India Limited CSR Committee: Shivam Autotech Limited	Chairman: Audit Committee: Rubamin Limited Member: Nomination & Remuneration Committee: Rubamin Limited	NIL

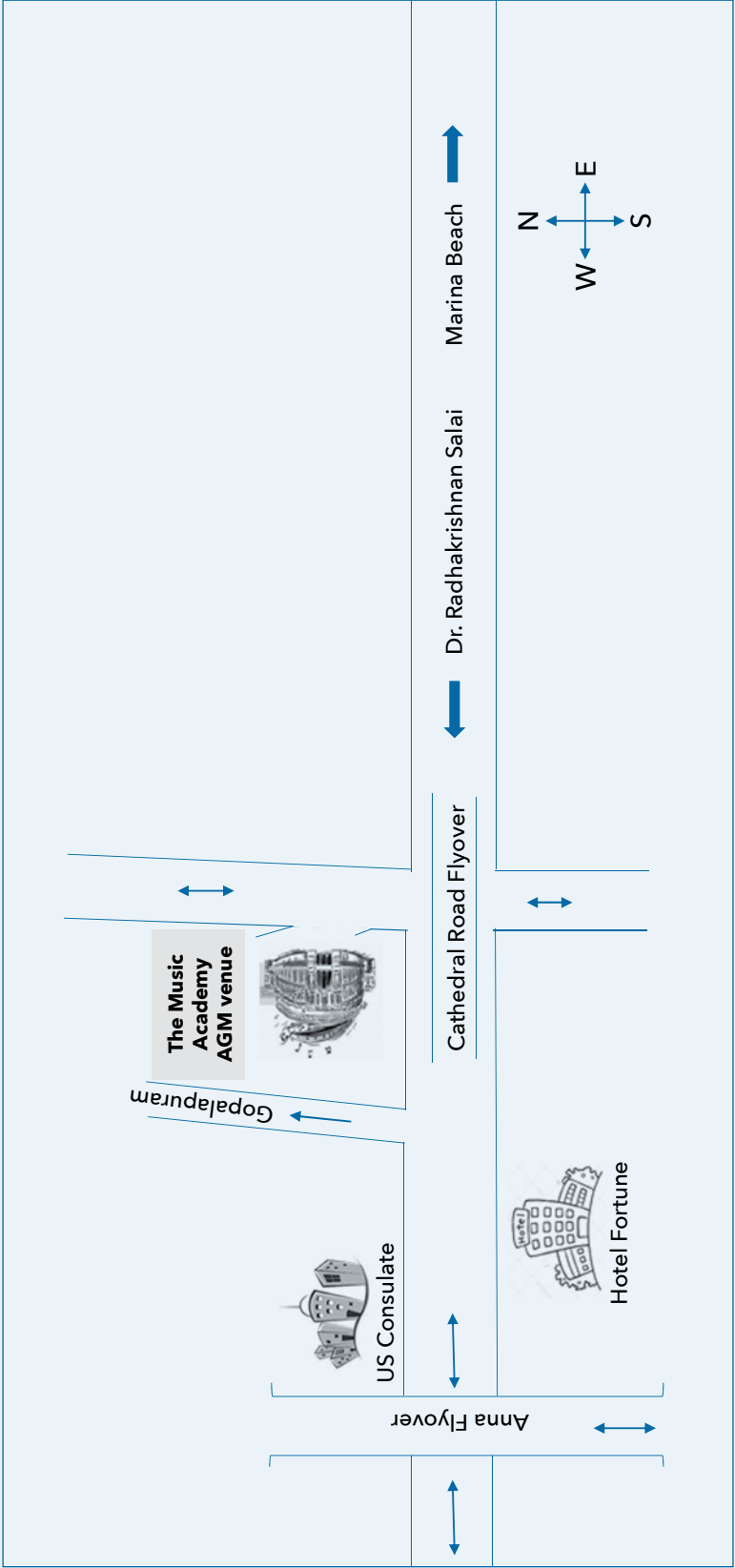
Name of Director	S Varadarajan	B D Narang	Sumit Chandwani	Revathi Kasturi
Membership of Committees/ Chairmanship in VA TECH WABAG LIMITED	Member: Stakeholders Relationship Committee, Corporate Social responsibility Committee, Overseas Investment Committee	Chairman: Overseas Investment Committee Member: Audit Committee, Nomination & Remuneration Committee, Monitoring Committee	Chairman: Audit Committee & Stakeholders Relationship Committee Member: Nomination & Remuneration Committee, Monitoring Committee	Chairperson: Nomination & Remuneration Committee, Corporate Social Responsibility Committee Member: Monitoring Committee
No. of Board meetings attended during the year	4 out of 4	4 out of 4	2 out of 4	4 out of 4
No. of shares held:				
1) Own	21,85,762	NIL	NIL	NIL
2) Beneficial Basis	NIL	35,740 shares held by Shri Veni Madhav Portfolio Private Limited, in which B D Narang holds 50% of paid up share capital.	NIL	NIL
Relationships between directors inter-se	NIL	NIL	NIL	NIL

Registered Office:
VA TECH WABAG LIMITED
'WABAG HOUSE',
No.17, 200 Feet Thoraipakkam - Pallavaram Main Road, Sunnambu Kolathur,
Chennai 600 117.
CIN - L45205TN1995PLC030231
Email: companysecretary@wabag.in

By Order of the Board of Directors

R Swaminathan
Company Secretary
Membership No.: 17696
May 25, 2017

AGM Venue – The Music Academy (Mini Hall), New No. 168, TTK Road,
Royapettah, Chennai 600014





VA TECH WABAG LIMITED

CIN - L45205TN1995PLC030231

Registered Office: 'WABAG HOUSE', No.17, 200 Feet Thoraipakkam - Pallavaram Main Road,
Sunnambu Kolathur, Chennai - 600 117

Email : companysecretary@wabag.in | Website: www.wabag.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014 - Form No. MGT-11)

22nd Annual General Meeting - July 27, 2017

Name of the member(s)

Registered address

Email

Folio No. / Client ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I / We, being the member(s) of shares of VA TECH WABAG LIMITED, hereby appoint:

Name: Email :

Address :

..... Signature : or failing him / her

I / We, being the member(s) of shares of VA TECH WABAG LIMITED, hereby appoint:

Name: Email :

Address :

..... Signature : or failing him / her

I / We, being the member(s) of shares of VA TECH WABAG LIMITED, hereby appoint:

Name: Email :

Address :

..... Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on Thursday, July 27, 2017 at 10.00 a.m. at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai-600 014 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolutions	Vote (optional) Refer note 2 below (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1.	Consider and adopt audited financial statements, reports of the board of directors & auditors and audited consolidated financial statements for the FY 2016-17			
2.	Declaration of dividend on equity shares.			
3.	Re-appointment of S Varadarajan, who retires by rotation.			
4.	Ratification of appointment of M/s. Walker Chandiok & Co. LLP as the statutory auditors of the Company.			
Special business				
5.	Re-appointment of B D Narang (DIN: 00826573) as an Independent Director			
6.	Re-appointment of Sumit Chandwani (DIN: 00179100) as an Independent Director			
7.	Re-appointment of Revathi Kasturi (DIN: 01837477) as an Independent Director			
8.	Increase in the borrowing limits of the Company			
9.	Increase in limits for Creation of Charges on the assets of the Company			
10.	Raising of funds through QIP/Private Placement/ Preferential Allotment			

Signed this..... day of.....2017

Signature of member(s):.....Signature of proxy holder (s) :.....

Affix
Revenue
Stamp of not
less than ₹1

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the AGM.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.