



An ISO 9001 Company

July 21, 2025

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

BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
BSE Scrip Code: **533269**

Dear Sir/Madam,

Sub.: Notice of the 30th Annual General Meeting (AGM) of the Company and Annual Report for the FY 2024-25

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

We refer to our earlier intimation dated May 21, 2025 informing that the 30th AGM of VA TECH WABAG LIMITED ("the Company") will be held on **Tuesday, August 12, 2025 at 4:00 P.M. (IST)** through Video Conferencing/Other Audio Visual Means ("VC/OAVM").

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

- 1. Notice convening the 30th AGM of the Company**
- 2. Annual Report for the FY 2024-25** (along with Business Responsibility and Sustainability Report and other Statutory Reports)

The electronic versions of the said Notice and Annual Report are being sent to all eligible Members of the Company whose E-mail IDs are registered with the Company/Registrar and Transfer Agent (RTA)/Depository Participants (DPs) and the same is also available on the website of the Company at 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: FCS 4832

Encl.: As above

Sustainable solutions, [for a better life](http://www.wabag.com)



VA TECH WABAG LIMITED
CIN: L45205TN1995PLC030231
"WABAG HOUSE",
No.17, 200 Feet Thoraipakkam-Pallavaram Main Road,
Sunnambu Kolathur, Chennai 600 117, India.

Board : +91- 44 - 6123 2323
Fax : : +91- 44 - 6123 2324
Email : wabag@wabag.in
Web : www.wabag.com

VA TECH WABAG LIMITED

CIN - L45205TN1995PLC030231

Registered Office: "WABAG HOUSE", No.17, 200 Feet Thoraipakkam - Pallavaram Main Road,

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

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

Phone: 044 6123 2323 | Fax: 044 6123 2324

NOTICE

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting ("AGM") of the Members of VA TECH WABAG LIMITED will be held on **Tuesday, August 12, 2025 at 4.00 P.M. (IST)**, through video conferencing / other audio visual means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

- a. To consider and adopt the audited standalone financial statements of VA TECH WABAG LIMITED ("the Company") for the financial year ended March 31, 2025, together with the reports of the Board of Directors of the Company and the Auditors thereon; and
- b. To consider and adopt the audited consolidated financial statements of VA TECH WABAG LIMITED ("the Company") for the financial year ended March 31, 2025, together with the report of the Auditors thereon.

2. Declaration of Dividend

To declare a final dividend of INR 4/- per equity share for the financial year ended March 31, 2025.

3. Appointment of Mr. Amit Goela (DIN: 01754804) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Amit Goela (DIN: 01754804), who retires by rotation and being eligible, seeks re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Members of VA TECH WABAG LIMITED ("the Company"), be and is hereby accorded to re-appoint Mr. Amit Goela (DIN: 01754804), as a Director of the Company, who is liable to retire by rotation."

SPECIAL BUSINESS

4. Appointment of M/s. M. Damodaran & Associates LLP, Practising Company Secretaries, as the Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 179, 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of VA TECH WABAG LIMITED ("the Company"), M/s. M. Damodaran & Associates LLP, Practising Company Secretaries, Chennai (Firm Registration No.: L2019TN006000), be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from the FY 2025-26 till the FY 2029-30 at such remuneration and out-of-pocket expenses, if any as mutually agreed and other terms and conditions as may be determined by the Board of Directors (including its Committees thereof), and to avail any other services, certificates, or reports as may be permissible under the applicable laws."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

5. Ratification of Remuneration payable to the Cost Auditor for the Financial Year 2024-25

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a remuneration of INR 5,50,000/- (Indian Rupees Five Lakhs Fifty Thousands only) exclusive of applicable taxes and out of pocket expenses, if any, payable to Mr. K. Suryanarayanan, Practicing Cost Accountant, Chennai (Membership No. 24946) who was appointed by the Board

of Directors of VA TECH WABAG LIMITED ("the Company") (hereinafter referred to as "the Board" which term shall deem to include any Committee constituted / to be constituted by the Board), to conduct the audit of the cost records maintained by the Company for the FY 2024-25, as recommended by the Audit Committee and approved by the Board, be and is hereby ratified, confirmed and approved."

"RESOLVED FURTHER THAT the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable including powers / authority to settle any question, difficulty, doubt that may arise in respect of the matters aforesaid and to take all steps and / or other formalities as may be required to give effect to the above resolution."

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

Anup Kumar Samal

Company Secretary & Compliance Officer
Membership No.: FCS 4832

Date: May 21, 2025

Place: Chennai

Registered Office: VA TECH WABAG LIMITED

"WABAG HOUSE", No17,
200 Feet Thoraipakkam - Pallavaram Main Road,
Sunnambu Kolathur, Chennai - 600 117,
Tamil Nadu, India.
CIN - L45205TN1995PLC030231
E-mail: companysecretary@wabag.in
Website: www.wabag.com,
Phone: 044 6123 2323,
Fax: 044 6123 2324.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3, 4 & 5 of the accompanying notice, is annexed hereto.
2. Additional information pursuant to Regulation 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the Directors seeking appointment / re-appointment at this AGM is furnished and forms part of the notice. There are no *inter-se* relationships between the Board Members. The Director has furnished requisite consent(s) / declaration(s) for the said appointment / re-appointment.
3. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose

shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars issued from time to time. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 8 for the process to be followed for updating bank account details.

4. Members may note that the Board, at its meeting held on May 21, 2025, has recommended a final dividend of INR 4/- per equity share for the financial year ended March 31, 2025. The record date for the purpose of determining list of Members eligible to receive the final dividend is fixed as **Tuesday, August 05, 2025**. The final dividend, once approved by the Members in the ensuing AGM, will be paid on or before September 10, 2025, through various modes. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.

5. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source (TDS) at the time of payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he/she shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in section 206AA of the IT Act, 1961 i.e. at 20%.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during FY 2025-26 does not exceed INR 10,000/- and also in cases where Members provide Form No.15G (applicable to individual below 60 years of age) / Form No. 15H (applicable to an individual of age 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for FY 2025-26 obtained from the revenue or tax authorities of the

country of tax residence, duly attested by shareholders / authorized signatory

- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be uploaded on the shareholder portal at https://cambridge.cameoindia.com/Module/Downloadable_Formats.aspx. **on or before August 06, 2025.** Members are requested to visit www.wabag.com for more instructions and information on this subject. No communication would be accepted from Members after August 06, 2025 regarding tax-withholding matters. Shareholders may write to Investor@cameoindia.com / companysecretary@wabag.in for any clarifications on this subject.

Shareholders can check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

6. Members are requested to address all correspondence, including dividend-related matters, to the Registrar & Transfer Agent (RTA), Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Anna Salai, Chennai – 600002, Tamil Nadu, Toll free no. 044 4002 0700 & Email ID: investor@cameoindia.com.

7. General instructions for accessing and participating in the 30th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting.

- a. As per the Ministry of Corporate Affairs ("MCA") General Circular No.09/2024 dated September 19, 2024 (referred to as "MCA Circular(s)") read with the SEBI Circular No. SEBI/

HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (referred to as "SEBI Circular(s)"), and in compliance with the provisions of the Act and the SEBI LODR, the 30th AGM of the Company is being conducted through VC/OAVM facility (hereinafter called as "e-AGM"), which does not require physical presence of the Members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.

- b. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THIS AGM IS BEING HELD THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, PURSUANT TO SECTION 112 AND 113 OF THE ACT, AUTHORISED REPRESENTATIVES OF THE MEMBERS MAY BE APPOINTED FOR THE PURPOSE OF VOTING THROUGH REMOTE E-VOTING, PARTICIPATION IN THE 30TH AGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 30TH AGM.

- c. The Corporate Members / Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to kjr@mdassociates.co.in with a copy marked to evoting@nsdl.com and our Registrar and Transfer Agent (RTA) investor@cameoindia.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name Event No.**". The Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on "Upload Board Resolution/Authority letter", etc. displayed under 'e-Voting' tab in their Login.
- d. In compliance with the aforesaid MCA Circular and SEBI Circular, Notice of 30th AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at www.wabag.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com

and www.nseindia.com respectively and on the website of our Registrar and Transfer Agent at www.cameoindia.com. This AGM notice shall be disseminated on the website of NSDL (agency appointed for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evoting.nsdl.com.

- e. The register of Members and share transfer books will remain closed from **Wednesday, August 06, 2025 to Tuesday, August 12, 2025 (both days inclusive)** for the 30th AGM scheduled to be held on Tuesday, August 12, 2025.
- f. The scanned copy of the Registers prescribed under the Act and relevant documents referred to in the accompanying notice may be accessed by the Members for inspection upon log-in into www.evoting.nsdl.com
- g. Since the AGM will be held through VC/OAVM facility, the route map of the venue is not annexed to this notice.
- h. National Securities Depository Limited ("NSDL") will be providing the facilities for remote e-Voting, for AGM participation through VC/OAVM mode and e-Voting during the 30th AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting agency.
- i. The Members may join the 30th AGM through VC/ OAVM mode by following the procedure as mentioned in point No. 16, which shall be kept open for the Members from 3.30 P.M. (IST) i.e. thirty (30) minutes before the scheduled time to start the 30th AGM and the Company may close the window for joining the VC/OAVM facility thirty (30) minutes after the scheduled time to start the 30th AGM.
- j. The Members may note that the facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- k. Attendance of the Members participating in the 30th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- l. In case of joint holder(s), the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date are entitled to vote.

m. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

8. The Members holding shares in electronic form are requested to intimate immediately for any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise for any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Limited (hereinafter referred to as "Cameo" or "RTA"). The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to the SEBI circulars nos. Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, etc. as per instructions mentioned in the Form(s). The said Form(s) can be downloaded from the Company's website www.wabag.com.

9. 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, if any, 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 transfer to unpaid dividend account by the Company, are required to be transferred by the Company to the IEPF established by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the Members for seven (7) consecutive years shall also be transferred to the demat account of the IEPF.

During the FY 2024-25, the Company has transferred to the IEPF Authority, the unclaimed dividend for the FY 2016-17 amounting to INR 1,06,700/- pertaining to 511 Members and 897 shares pertaining to 29 Members in respect of whom dividend had remained unclaimed for seven (7) consecutive years.

The unclaimed dividend amounts and unclaimed shares which have been transferred to the IEPF Authority account during the year can be claimed by the Members concerned from the IEPF

Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends and shares transferred to IEPF are also available on the Company's website at www.wabag.com and the said details have also been uploaded on the website of the IEPF Authority (www.iepf.gov.in).

In accordance with the aforesaid IEPF Rules, the Company has been sending reminder letters and / or other communication to all Members having unclaimed / unpaid dividend(s) and share(s) before transfer of such dividend(s) and share(s) to the IEPF Authority. Members who wish to claim dividends, which remain unclaimed / unpaid, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's RTA for revalidation and encash them before the unclaimed amount / shares transferred to the IEPF Authority.

The details of such unclaimed dividends of previous years are also available on the Company's website at www.wabag.com. Pursuant to the provisions of 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, 2025 on the website of the Company www.wabag.com and such details are available with the Ministry of Corporate Affairs.

Registrar and Transfer Agent ("RTA")

Cameo Corporate Services Limited, Chennai having the SEBI Registration no: INR000003753, an ISO / IEC 27001:2013 (Certified, leading Category I Registrar and Share Transfer Agent) is the RTA of the Company for the equity shares pursuant to Regulation 7 of the SEBI LODR.

10. The SEBI had mandated the submission of PAN, nomination, contact details, Bank account details and Specimen signature for their corresponding folio numbers by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023/Master Circular dated May 17, 2023. Members are requested to submit their PAN, KYC and nomination details to the Company's RTA. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

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

The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents mentioned above. If the

securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

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

11. The Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members. The nomination Form can be downloaded from the Company's website www.wabag.com 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. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held in physical form, by quoting their folio number.
12. Non-Resident Indian Members are requested to inform Company / RTA immediately of:
 - i. Change in their residential status upon return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. 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. In terms of Regulation 36(1)(b) of SEBI LODR, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available will be sent to those Shareholder(s) who have not registered their e-mail address(es) with the Company or with the depository. Members who require communication in physical form, in addition to electronic mode, may write to the Company at companysecretary@wabag.in or raise request with the RTA at <https://wisdom.cameoindia.com/>.
14. SEBI vide its notification No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022, as amended Regulation 40 of the SEBI LODR pursuant to which the requests for effecting transfer of securities shall not be processed unless the securities are

held in the dematerialised form with a depository. Further, the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

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

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

The Members may please note that the SEBI vide its Circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.

Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said Form can be downloaded from the Company's website www.wabag.com.

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

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

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

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR and in terms of SEBI vide its circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by the listed entities, the

Company is pleased to provide to its Members the facility to cast their votes electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this notice. The instructions for e-Voting are given below. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

- ii. However, pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by the Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-Voting facility.
- iv. The remote e-Voting period commences on Thursday, August 07, 2025 from 9.00 A.M. (IST) and ends on Monday, August 11, 2025 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., **Tuesday, August 05, 2025**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. The remote e-Voting module shall be blocked for voting thereafter. Once the vote on a resolution(s) is casted by the Member, the Member shall not be allowed to change it subsequently.
- v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, August 05, 2025. In other words, a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-Voting and voting during the AGM.
- vi. Any Member holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if such Member is already registered with RTA for remote e-Voting then such Member can use the existing User ID and password for casting the vote.

- vii. In case of Individual Members holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-Voting" and "joining virtual meeting for Individual Members holding securities in demat mode".
- viii. The Board of Directors of the Company has appointed Mr. M. Damodaran, Managing Partner or in his absence Mrs. J. Kalaiyarasi, Partner of M/s. M. Damodaran & Associates, LLP, Practicing Company Secretaries, Chennai as the scrutiniser to scrutinise the remote e-Voting and voting at the AGM in a fair and transparent manner. They had communicated their willingness to be appointed and will be available for the same.
- ix. The scrutiniser, after scrutinising the votes cast through remote e-Voting and during the AGM will make a consolidated scrutiniser's report and submit the same to the Chairman. The results shall be filed with the stock exchanges within two (2) working days from the conclusion of the AGM. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company www.wabag.com and on the website of NSDL at www.evoting.nsdl.com.
- x. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM, i.e. **Tuesday, August 12, 2025**.

16. Procedure for Remote E-Voting

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by the NSDL.
- ii. However, pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
- v. In line with the MCA's Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.wabag.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com (agency for providing the e-voting and Video Conferencing facility).

17. Effective April 1, 2024, the SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA (Cameo), at <https://wisdom.cameoindia.com/>. The Forms for updating the same are available at <https://www.wabag.com>. The Members can refer to the detailed FAQs

issued by the SEBI in this regard at the link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Thursday, August 07, 2025 at 9.00 A.M. IST** and ends on **Monday, August 11, 2025 at 5.00 P.M. IST**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, August 05, 2025** may cast their vote electronically. The voting right of the Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by the Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. The Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Shareholders	Login Method
	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to KJR@mdassociates.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to **Ms. Prajakta Pawle** at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@wabag.in.
2. In case shares are held in demat mode, please provide DP ID – CLIENT ID (16 digit DP ID + CLIENT ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@wabag.in. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/member may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

- In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by the Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective

network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Members who would like to express their views/have questions may send their questions in advance at least **7 days prior to the 30th AGM i.e. till Monday, August 04, 2025** mentioning their name, demat account number/folio number, e-mail id, mobile number at companysecretary@wabag.in. These queries will be replied to by the Company by e-mail or answered during the AGM suitably.
- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **4 days prior to the 30th AGM i.e., till Thursday August 07, 2025** mentioning their name, demat account number/folio number, e-mail id, mobile number at companysecretary@wabag.in.
- Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

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

- For Physical Members** - Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to **Company/RTA e-mail id**.
- For Demat Members** - Please update your e-mail id & mobile no. with your respective **Depository Participant (DP)**.
- For Individual Demat Members – Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (“the Act”)

The following statements sets out all material facts relating to certain ordinary business and all special business mentioned in the accompanying notice of the 30th AGM:

Item No. 3:

Appointment of Mr. Amit Goela (DIN: 01754804) as a Director, liable to retire by rotation

As per the provisions of Section 152(6) of the Act and Article 108 of the Articles of Association of the Company, not less than one-third of the Directors, who are liable to retire by rotation, shall retire and being eligible offer themselves for re-appointment at the Annual General Meeting (AGM) of the Company. The Directors to retire by rotation at every AGM shall be those who have longest in office since their last appointment. Mr. Amit Goela (DIN: 01754804) was appointed as the Non-Executive Non-Independent Director by the Members at the 29th AGM of the Company held on August 14, 2024 for a term of five (5) years commencing from July 20, 2024 upto July 19, 2029.

As per the provisions of Section 149(13) of the Act, the Independent Directors of the Company shall not be liable to retire by rotation. The Managing Director of the Company shall also not be liable to retire by rotation, as per the provisions contained in the Article 108 of the Articles of Association of the Company. Hence, in order to comply with the provisions of Section 152(6) of the Act, Mr. Amit Goela, Non-Executive Non-Independent Director of the Company, is the Director liable to retire by rotation and being eligible offers himself to get re-appointed at this AGM by way of an Ordinary Resolution.

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

Pursuant to Section 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, the resolution as set out at Item No.3 seeks the approval of the Members for the appointment of Mr. Amit Goela as a Director in the capacity of Non-Executive Non-Independent Director, retiring by rotation.

Brief Profile of Mr. Amit Goela:

Mr. Amit Goela has a distinguished profile in the Indian Financial and Securities market with over 31 years of experience. He has worked with several leading corporate houses on strategy planning and investments. He is currently part of the management team of Rare Enterprises.

Mr. Goela has been an advisor for various companies in the areas of macro-economics, equity research, both public and private markets,

corporate restructuring, investments and arrangements including mergers and acquisitions and advisory for stakeholder value creation. He is currently on the board of various companies in India. He is an MBA in finance from the University of North Florida and gains international experience.

Except Mr. Amit Goela, being an appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the accompanying notice of the 30th AGM. Mr. Amit Goela is not related to any Director and Key Managerial Personnel of the Company.

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

Item No. 4

Appointment of M/s. M. Damodaran & Associates LLP, Practising Company Secretaries, as the Secretarial Auditors of the Company

Pursuant to the provisions of Sections 179, 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board’s report.

Also, as per the amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its Board’s Report and listed entity shall appoint a Secretarial Audit firm for a maximum of two (2) terms of five (5) consecutive years, with Members approval to be obtained at the Annual General Meeting.

Accordingly, on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2025, approved the appointment of M/s. M. Damodaran & Associates LLP, Practising Company Secretaries, Chennai [Firm Registration No. (Firm Registration No.: L2019TN006000)] (hereinafter referred as “MDA”) as the Secretarial Auditors of the Company to hold office for a term of five (5) consecutive years commencing from the FY 2025-26 till FY 2029-30, subject to the approval of the Members at the ensuing AGM.

M/s.M.Damodaran & Associates LLP, Practising Company Secretaries, a peer reviewed firm is a premier business advisory firm providing holistic advisory and compliance solutions in the areas of corporate laws, statutory matters, secretarial and legal services to numerous corporates. Established in the year 2002, MDA, the ISO certified firm

today, has a clientele of over 800 corporates ranging from small and mid-sized companies to large multinational corporations including listed companies. MDA is ably supported by a team of over 60 professionals.

MDA's key deliverables include: (i) Corporate Advisory; (ii) Insolvency and Bankruptcy; (iii) Legal Advisory & Audit; (iv) Intellectual Property Rights; (v) Mergers & Acquisitions (M&A); (vi) Secretarial Audit & Due Diligence; (vii) Start-ups; (viii) Overseas Investment Decisions & Funding; (ix) Valuations; (x) Retainership Services; (xi) Winding up.

MDA were appointed as the Secretarial Auditors of the Company for conducting secretarial audit of the Company upto the previous year (i.e. FY 2024-25) and they were paid a remuneration of INR 2.00 Lakhs for FY 2024-25; and the same is not considered as a term of appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR").

In terms of Regulation 24A of the SEBI LODR, read with the SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as the secretarial auditors for not more than two (2) terms of five (5) consecutive years.

The terms and conditions for appointment includes initial tenure of five (5) years with an Audit Fee of INR 2.50 Lakhs per annum plus applicable taxes (excluding out-of-pocket expenses, if any), for the FY 2025-26 and for the subsequent years, as may be mutually agreed upon between the Board (including its Committees thereof) and the Secretarial Auditors. Audit Fees as recommended and approved by the Audit Committee and the Board of Directors of the Company is well justified considering the qualification, experience and scope of work of the Secretarial Auditors.

MDA has given their consent to act as the Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by the Institute of Company Secretaries of India (ICSI). Furthermore, in terms of the amended regulations, MDA has provided a confirmation that they have subjected themselves to the peer review process of the ICSI and hold a valid peer review certificate and have also confirmed that they are not disqualified from being appointed as the Secretarial Auditors.

Besides the secretarial audit services, the Company may also obtain certifications from MDA under various statutory regulations and

certifications required by the banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee, if required.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the accompanying notice.

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

Item No. 5

Ratification of remuneration payable to the Cost Auditor for the Financial Year 2024-25

The Board, based on the recommendation of the Audit Committee, had approved the re-appointment of Mr. K. Suryanarayanan, Practicing Cost Accountant (Membership No.24946) as the Cost Auditor including his remuneration to conduct the audit of cost records of the Company for the FY 2024-25.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of INR 5.50 Lakhs per annum plus applicable taxes payable to the Cost Auditor for the FY 2024-25 has to be ratified by the Members of the Company. Remuneration as recommended and approved by the Audit Committee and the Board of Directors of the Company is well justified considering the qualification, experience and scope of work of the Cost Auditors.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the notice for ratification for the remuneration payable to the Cost Auditor for the financial year ended March 31, 2025.

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

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

Name of the Director

Mr. Amit Goela


DIN	01754804
Date of Birth	February 02, 1965
Age	60 years
Date of first Appointment	July 19, 2021
Qualifications	MBA
Expertise in specific functional area	Capital Market, Finance, Strategy and Planning
Brief Resume	Refer Explanatory Statement to Item No. 3
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Terms and condition of re-appointment	Refer Explanatory Statement to Item No. 3
Details of Remuneration for FY 2024-25	INR 18.00 Lakhs
Directorships in other companies (excluding foreign companies, & Section 8 companies)	<ol style="list-style-type: none"> 1. Aptech Limited 2. Hope Film Makers Private Limited 3. SNV Aviation Private Limited 4. Inventurus Knowledge Solutions Limited 5. Race Ahead Properties Private Limited 6. Roshni Agencies Private Limited 7. Rare Equity Private Limited
Listed entities from which the Director has resigned in the past three (3) years	Suryaamba Spinning Mills Limited (Date of Cessation -August 08, 2024)
Membership of Committees/ Chairmanship in other Companies	<p>Audit Committee: SNV Aviation Private Limited</p> <p>Nomination and Remuneration Committee Rare Equity Private Limited</p> <p>Corporate Social Responsibility Committee Inventurus Knowledge Solution Limited</p> <p>Risk Management Committee Rare Equity Private Limited</p> <p>IPO Committee: Inventurus Knowledge Solution Limited</p> <p>Stakeholders' Relationship Committee</p> <ol style="list-style-type: none"> 1. Rare Equity Private Limited 2. Inventurus Knowledge Solution Limited

Membership of Committees /	Member
Chairmanship in VA TECH WABAG LIMITED	1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee
No. of Board Meetings attended during the FY 2024-25	7/8
No. of Equity Shares held:	
1) Own	NIL
2) Beneficial basis	NIL
Relationships between Directors <i>inter-se</i>	NIL

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

Anup Kumar Samal

Company Secretary & Compliance Officer
Membership No.: FCS 4832

Date: May 21, 2025
Place: Chennai

Registered Office:

VA TECH WABAG LIMITED

"WABAG HOUSE", No.17,
200 Feet Thoraipakkam - Pallavaram Main Road,
Sunnambu Kolathur, Chennai - 600 117,
Tamil Nadu, India.
CIN - L45205TN1995PLC030231
E-mail: companysecretary@wabag.in
Website: www.wabag.com,
Phone: 044 6123 2323,
Fax: 044 6123 2324.

Information at a glance

Particulars	Details
Time and date of AGM	4:00 P.M. IST, Tuesday, August 12, 2025
Mode	Video conference and other audio-visual means
Website for VC/OAVM	https://www.evoting.nsdl.com/
Helpline number for VC participation	022 - 48867000
Information of tax on dividend	https://www.wabag.com/investor-communications/
Cut-off date for e-Voting & Dividend	Tuesday, August 05, 2025
E-voting start time and date	9:00 A.M. IST, Thursday, August 07, 2025
E-voting end time and date	5:00 P.M. IST, Monday, August 11, 2025
Name, address and contact details of e-voting service provider	National Securities Depository Limited 301, 3rd Floor, Naman Chambers G Block, Plot No. C - 32, Bandra Kurla Complex, Bandra East Mumbai - 400051 Email ID - evoting@nsdl.com Contact No. 022 - 4886 7000
Name, address and contact details of Registrar and Transfer Agent (for Equity Shares)	Cameo Corporate Services Limited Subramanian Building, 1, Club House Road, Anna Salai, Chennai – 600002, Tamil Nadu Toll free no. 044 4002 0700 Email ID: investor@cameoindia.com