



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 First Annual General Meeting (AGM) of the members of VA TECH WABAG LIMITED will be held on Monday, July 25, 2016 at 10.00 a.m. at Rani Seethai Hall, 603, Anna Salai, Chennai - 600 006 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, 2016, 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, 2016.
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 in this regard to consider and 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, the rules 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 Chandiok & 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. To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2016 & ending March 31, 2017 and in this regard 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor S. Chandrasekaran, Practicing Cost Accountant (Membership No.4784) appointed by the Board of Directors of the Company, to conduct audit of cost records of the Company for the financial years, March 31, 2016 & March 31, 2017 be paid a remuneration of ₹ 5,00,000/- per year (Rupees Five Lakhs only) exclusive of service tax and out-of-pocket expenses, if any, incurred in connection with the cost audit"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
Rajiv Balakrishnan
Company Secretary & DGM –Investor Relations
May 26, 2016

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting” or “AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the 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 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. 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 shareholder. 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.
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. 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 Company has notified closure of register of members and share transfer books from Saturday, July 16, 2016 to Monday, July 25, 2016 (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 26, 2016 and July 30, 2016 to those members whose names shall appear on the Company's register of members on July 15, 2016 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 Registrars and Transfer Agents, 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 May 10, 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. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 27, 2015 (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. 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.

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. Copies of the annual report 2016 and the notice of the 21st 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 2016 are being sent by the permitted mode. Members may also note that the notice of the 21st AGM and the annual report 2016 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.

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

- (i) Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and 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 Damodaran of 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 15, 2016. 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 15, 2016 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 15, 2016, 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 **+91 921 2993399**

Example for NSDL
MYEPWD <space>IN12345612345678

Example for CDSL
MYEPWD <space> 1402345612345678

Example for Physical
MYEPWD <space> XXXX1234567890

- b) If e-mail address 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.

- (viii) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on July 19, 2016

End of remote e-voting: Up to 5.00 p.m. (IST) on July 24, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

- (ix) The scrutiniser, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutiniser's report and submit the same to the Chairman. 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 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 25, 2016.

(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 (2371)+ 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. 2371 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-2371, 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. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. B. Srinivas, Deputy Manager Phone: 040-67161508 or Tollfree number 1800 345 4001**

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

The Board, on the recommendation of the audit committee, has approved the appointment and remuneration of the cost auditor S. Chandrasekaran, Practicing Cost Accountant (Membership No.4784) to conduct the audit of the cost records of the Company for the financial years ended March 31, 2016 and ending March 31, 2017 at a remuneration

of ₹ 5, 00,000 (Rupees Five Lakhs only) per financial year in addition to reimbursement of travel and out-of-pocket expenses.

In accordance with the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ended March 31, 2016 & ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The board commends the ordinary resolution set out at Item No. 5 of the notice for approval by the members.

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.

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 Human Resources, IT, Legal, Secretarial and General Administration.

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He is one of the promoters of the Company and holds 21, 85,762 equity shares of the Company as on 31st March 2016.

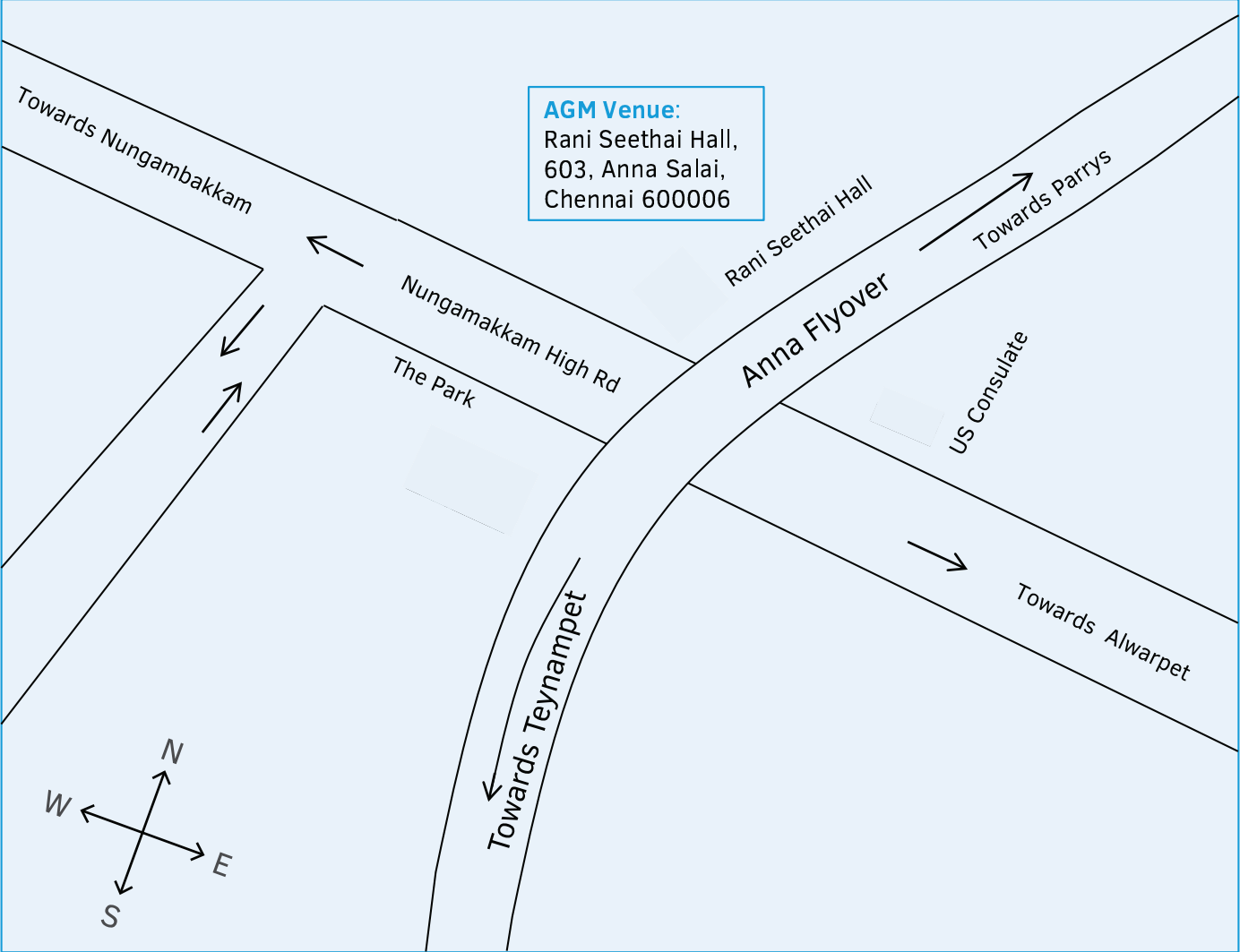
He is a Graduate in Commerce and Post Graduate in Public Administration. He is a member of the Institute of Cost & Works Accountants of India and the Institute of Company Secretaries of India. Varadarajan has served in Companies like Oil & Natural Gas Corporation, Bharat Electronics Limited and PL Agro 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.

Varadarajan was appointed as a director liable to retire by rotation by the members at the 20th AGM of the Company held on 27th July 2015. He is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee & Overseas Investment Committee of the Board.

Further, pursuant to the powers delegated by the members at the 20th AGM of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors at their meeting held on 07th November 2015 designated Varadarajan as Director & Chief Growth Officer of the Company and fixed his remuneration at a Basic Salary of ₹ 3 lakhs per month and other perquisites comprising HRA – not exceeding ₹ 1.50 lakhs per month, Other allowances not exceeding – ₹ 2.32 lakhs per month, Medical expenses reimbursements, Life Insurance/Personal Accident Insurance/ Leave Travel Concession/Encashment of Leave/Contribution to various statutory funds /Provision of Car with driver - as per Company policy, Variable Pay - not exceeding ₹ 3.35 lakhs per month and Productivity Reward- not exceeding ₹ 67,000 per month. As per the terms of employment, the office of Chief Growth Officer may be terminated by the Company or Varadarajan by giving the other 6 (six) month's prior notice in writing. 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.

By Order of the Board of Directors
Rajiv Balakrishnan
Company Secretary & DGM –Investor Relations
May 26, 2016

ROUTE MAP





VA TECH WABAG LIMITED

CIN - L45205TN1995PLC030231

Registered Office: 'WABAG HOUSE', No.17, 200 Feet Thoraipakkam - Pallavaram Main Road, Sunnambu Kolathur,
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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)
21st Annual General Meeting - July 25, 2016

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

Name : Email :

Address :

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

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 21st Annual General Meeting of the Company, to be held on Monday, July 25, 2016 at 10.00 a.m. at Rani Seethai Hall, 603, Anna Salai, Chennai - 600 006 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 and auditors & audited consolidated financial statements for the FY 2015-16			
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.	Ratification of remuneration of the cost auditors for the FY ended March 31, 2016 and ending March 31, 2017.			

Signed this..... day of.....2016

Affix
Revenue
Stamp of not
less than ₹1

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

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.