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 Thirty-first (31st) Annual General Meeting ("AGM") of the Members of VA TECH WABAG LIMITED ("the Company") will be held on **Wednesday, August 12, 2026 at 4.30 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, 2026, 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, 2026, together with the report of the Auditors thereon.

2. Declaration of Dividend

To declare a final dividend of INR 5/- per equity share for the financial year ended March 31, 2026.

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

To appoint a Director in place of Mr. S. Varadarajan (DIN:02353065), 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. S. Varadarajan (DIN:02353065), as a Director of the Company, who is liable to retire by rotation."

SPECIAL BUSINESS

4. Approval for remuneration payable to Mr. Rohan Mittal, Related Party, holding office or place of profit

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), on the recommendations and approvals of the Nomination & Remuneration Committee, the Audit Committee and the Board of Directors, the consent of the Members, be and is hereby accorded for the remuneration payable to Mr. Rohan Mittal, (Promoter Group), a related party holding office or place of profit, being the relative of the Promoter and Chairman & Managing Director of the Company who was appointed as the Key Managerial Personnel and Senior Management Personnel in the capacity of "Head - Strategy & Business Growth, GCC Region", or such other designation as the Board of Directors of the Company may decide from time to time, for an amount not exceeding INR 1,50,00,000/- (Indian Rupees One Crore and Fifty Lakhs only) per annum, as detailed in the Explanatory Statement attached hereto, for a period of three (3) years effective from September 01, 2026."

"**RESOLVED FURTHER THAT** the Board of Directors, as per the recommendations of the Nomination and Remuneration Committee and the Audit Committee, be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration from time to time, in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the person holding office or place of profit within the maximum limits approved by the Members of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committees thereof), be and is 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 2025-26

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 and Fifty Thousand 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 2025-26, 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 is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable including powers / authority to settle any question, difficulty, doubt that may arise in respect of the matters aforesaid and to take all steps and / or other formalities as may be required to give effect to the above resolution."

6. **Appointment of Mr. Samaresh Parida (DIN:01853823), as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Circulars, Orders and Notifications issued thereunder, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Samaresh Parida (DIN:01853823) who was appointed as an Additional Director of the Company in the capacity of the Independent Director by the Board of Directors effective from June 26, 2026, as recommended by the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of three (3) consecutive years, i.e. from June 26, 2026 upto June 25, 2029 (both days inclusive) and he shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include the Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable including powers/ authority to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and to take all steps and/or other formalities as may be required to give effect to the above resolution."

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

Anup Kumar Samal
Company Secretary & Compliance Officer
Membership No.: FCS 4832

Date: June 26, 2026
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

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 and 6 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) and declaration(s) for the said appointment / re-appointment.

3. The 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). The 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 the 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. The Members may note that the Board, at its meeting held on May 21, 2026, has recommended a final dividend of INR 5/- per equity share for the financial year ended March 31, 2026. The record date for the purpose of determining list of Members eligible to receive the final dividend is fixed as **Friday, July 17, 2026**. The final dividend, once approved by the Members in the ensuing AGM, will be paid on or before September 10, 2026, through various modes. To avoid delay in receiving dividend, the Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar to an Issue and Share 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. The Members may note that the Income-tax Act, 2025, ("the IT Act") as amended by the Finance Act, 2026, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of the 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, the 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 393(1) 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 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 held liable for all consequences under the IT Act and tax shall be deducted at the higher rates as provided in Section 397(2) of the IT Act, 2025 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 2026-27 does not exceed INR 10,000/- and also in cases where the Members provide Form 121, 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 the Members providing Form 121 or any other document as mentioned above.

For non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 393(2) 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 159 of the IT Act, non-resident Shareholders have the option to be governed by the provisions of the Double Taxation 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 217 of the Income-tax Rules, 2026
- Copy of the Tax Residency Certificate for FY 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by the Shareholders / authorized signatory
- E-filed Form 41

- 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 393(2) 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 July 20, 2026**. The Members are requested to visit www.wabag.com for more instructions and information on this subject. No communication would be accepted from the Members after July 20, 2026 regarding tax-withholding matters. The Shareholders may write to Investor@cameoindia.com / companysecretary@wabag.in for any clarifications on this subject.

The Shareholders can check their tax credit in Form 168 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. The Members are requested to address all correspondence, including dividend-related matters, to the Registrar to an Issue and Share 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 31st AGM through VC/OAVM facility and voting through electronic means including remote e-Voting.**

a. As per the Ministry of Corporate Affairs ("MCA") General Circular Nos. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024 and 14/2020 dated April 08, 2020 (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 31st 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 31st 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 31ST AGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 31ST 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 to an Issue and Share 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 31st AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Members may note that the Notice and Annual Report for FY 2025-26 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 to an Issue and Share 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 **Thursday, August 06, 2026 to Wednesday, August 12, 2026 (both days inclusive)** for the 31st AGM scheduled to be held on Wednesday, August 12, 2026.

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 31st 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 31st AGM through VC/ OAVM mode by following the procedure as mentioned in point No. 16, which shall be kept open for the Members from 4.00 P.M. (IST) i.e. thirty (30) minutes before the scheduled time to start the 31st AGM and the Company may close the window for joining the VC/OAVM facility thirty (30) minutes after the scheduled time to start the 31st 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 31st 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. The 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, the 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 2025-26, the Company has transferred to the IEPF Authority, the unclaimed dividend for the FY 2017-18 amounting to INR 3,00,932/- pertaining to 878 Members and 5839 shares pertaining to 161 Members in respect of whom dividend had remained unclaimed for seven (7) consecutive years.

The unclaimed dividend amount 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 the Members having unclaimed / unpaid dividend(s) and share(s) before transfer of such dividend(s) and share(s) to the IEPF Authority. The 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, 2026 on the website of the Company www.wabag.com and such details are available with the Ministry of Corporate Affairs.

Registrar to an Issue and Share 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. The Members are requested to submit their PAN, KYC and nomination details to the Company's RTA. The 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. The 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/POD1/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. The 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. The 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 the 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. The 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. The 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, the 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. The 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 **Friday, August 07, 2026 from 9.00 A.M. (IST) and ends on Tuesday, August 11, 2026 at 5.00 P.M. (IST)**. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., **Wednesday, August 05, 2026,** 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 cast by the Member, the Member shall not be allowed to change it subsequently.

v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Wednesday, August 05, 2026**. 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 no 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. **Wednesday, August 12, 2026**.

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. The 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 the 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. The 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 www.wabag.com.

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

The remote e-Voting period begins on **Friday, August 07, 2026, at 9.00 A.M. IST** and ends on **Tuesday, August 11, 2026, 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. **Wednesday, August 05, 2026** 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	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 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 held 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. 5. The Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by 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. 3. 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. 4. 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 & e-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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	The 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	The 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 the Shareholders other than Individual Shareholders holding securities in demat mode and the 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**************
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 the 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) The 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 the 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 the Shareholders and e-Voting user manual for the 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 the 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 the Shareholder / Member may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.

4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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.

3. The 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.

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

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. The 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 the 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.

2. The Members are encouraged to join the Meeting through Laptops for better experience.

3. Further the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. The Members who would like to express their views/have questions may send their queries in advance at least **7 days prior to the 31st AGM i.e. till Tuesday, August 04, 2026** mentioning their name, demat account number/folio number, e-mail id, mobile number to companysecretary@wabag.in. These queries will be replied by the Company by e-mail or answered during the AGM suitably.

6. The 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 31st AGM i.e., till Friday, August 07, 2026** mentioning their name, demat account number/folio number, e-mail id, mobile number to companysecretary@wabag.in.

7. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

8. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast 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.

9. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

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

1. **For Physical Members -** Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to Company/RTA e-mail id.

2. **For Demat Members -** Please update your e-mail id & mobile no. with your respective Depository Participant (DP).

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

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 31st AGM:

Item No. 3

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

As per the provisions of Section 152(6) of the Act and Article 108 of the Articles of Association of the Company, not less than one-third of the Directors, who are liable to retire by rotation, shall retire and being eligible offer themselves for re-appointment at the Annual General Meeting (AGM) of the Company. The Directors to retire by rotation at every AGM shall be those who have longest in office since their last appointment. Mr. S. Varadarajan (DIN:02353065) was appointed as the Whole Time Director & Chief Growth Officer by the Members at the 28th AGM of the Company held on August 11, 2023 for a term of five (5) years commencing from June 01, 2023 upto May 31, 2028 and the remuneration payable to him is in accordance with the terms and conditions approved by the Members at the said AGM.

As per the provisions of Section 149(13) of the Act, the Independent Directors of the Company shall not be liable to retire by rotation. The Managing Director of the Company shall also not be liable to retire by rotation, 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. S. Varadarajan, Whole Time Director & Chief Growth Officer of the Company, is the Director liable to retire by rotation and being eligible, offers himself to get re-appointed at this AGM by way of an Ordinary Resolution.

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

Pursuant to Section 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, the resolution as set out at Item No. 3 seeks the approval of the Members for the appointment of Mr. S. Varadarajan as a Director in the capacity of Whole Time Director & Chief Growth Officer, retiring by rotation.

Except Mr. S. Varadarajan, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying notice. Mr. S. Varadarajan is not related to any Director and Key Managerial Personnel of the Company and he is also one of the Promoter of the Company.

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

Brief resume of Mr. S. Varadarajan:

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

During the last 29 years of his service in the Company, he played an active role in demerger of the Company and was part of the management team that carried out management buyout in the year 2005.

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

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

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

Mr. S. Varadarajan is a Graduate in Commerce and Post Graduate in Public Administration. Mr. S. Varadarajan is also an Associate Member of the Institute of Cost and Management Accountants of India and the Institute of Company Secretaries of India with over 40 years of experience. He was honoured with CFO-100 Award for three (3) years consecutively for his achievements by CFO India magazine.

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

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

Item No. 4

Approval for remuneration payable to Mr. Rohan Mittal, Related Party, holding office or place of profit

Mr. Rohan Mittal, over the years, has held various positions in the Projects and Sales & Marketing department of the Company and elevated to the role of Head - Strategy & Business Growth, GCC during the FY 2023-24, spearheading business opportunities in the Middle East Region.

Mr. Rohan currently heads "Strategy and Business Growth" for the GCC Region (MEA Cluster) and plays a critical role in the Company's MEA cluster and overall business growth. He is actively involved in strategic decision-making, regularly engages with key stakeholders including the investors, customers, and vendors, and participates periodical Board Meetings of the Company. He is responsible for overseeing key operational and strategic activities in the GCC/MEA Region.

Considering the significance of his role and responsibilities, the Board of Directors of the Company, based on the evaluation and recommendation of the Nomination and Remuneration Committee and the Audit Committee at their meetings held on May 20, 2026 and May 21, 2026:

a. nominated Mr. Rohan Mittal as the Key Managerial Personnel (KMP) by including him as part of the Senior Management of the Company and re-designating him as Head - Strategy & Business Growth, GCC (Key Managerial Personnel & Senior Management Personnel); and

b. approved and recommended for the approval of the Members by way of an Ordinary Resolution, a remuneration of an amount not exceeding INR 1,50,00,000/- (Indian Rupees One Crore and Fifty Lakhs only) per annum, for a period of three (3) years effective from September 01, 2026.

The annual remuneration will be paid as per the HR Policies and Rules of the Company, which *inter-alia* includes the following components:

- Basic Salary / Special / Additional Allowance / Performance Pay / HRA / Company Leased Accommodation / Medical Expenses Reimbursement / Life Insurance / Personal Accident Insurance / Leave Travel Concession / Encashment of leave, contribution to various statutory funds, provision of car and telephone at his residence for his use, other amenities and benefits / Other Allowances / Perquisites

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Rajiv Mittal (Father of Mr. Rohan Mittal), Chairman & Managing Director and also the Promoter of the Company is concerned or interested financially or otherwise in the resolution at Item no. 4 of this notice.

The provisions of Section 188(1) of the Companies Act, 2013 which governs the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the Shareholders.

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

Brief resume of Mr. Rohan Mittal:

Mr. Rohan Mittal is a graduate in B.Tech Chemical Engineering from Alagappa College of Technology. He also holds a certification in Critical Analytical Thinking from Stanford Graduate School of Business and a Global Master Certificate in Integrated Supply Chain Management from Michigan State University.

Mr. Rohan Mittal, an agile and passionate water industry professional with close to eight years of experience at VA TECH WABAG Limited, plays a key role in shaping WABAG's strategic direction, business expansion and market positioning across the Gulf Cooperation Council (GCC) Region.

In his current role, Mr. Rohan is responsible for driving regional growth strategies, identifying new market opportunities and supporting the execution of large and complex water infrastructure projects. Under his leadership, the GCC Region has emerged as a significant growth market for WABAG, reflecting his focused and consistent leadership efforts. He has been instrumental in securing several landmark projects in the Middle East, including major desalination and wastewater treatment facilities such as Al-Haer ISTP, Yanbu SWRO, Hadda ISTP, Al Jouf BWRO, Doha SWRO at Kuwait, Ajman STP and many other where WABAG is a preferential bidder. He also plays a key role in the development of the CIS market for WABAG.

Mr. Rohan's professional journey at WABAG has provided him with broad exposure across engineering, proposals, strategy and leadership support functions. He brings a strong understanding of process design, plant development and project delivery, complemented by sound strategic and managerial insight.

During his tenure with the India Cluster, he played a critical role in the successful execution of the Koyambedu TTRO project, one of India's largest TTRO plants and in securing the 400 MLD Perur SWRO project, South-East Asia's largest desalination plant.

His contributions to high-impact initiatives reflects his ability to translate advanced technologies into scalable and sustainable infrastructure solutions that address pressing water scarcity challenges.

In recognition of his contributions to process and plant development in the water sector, Mr. Rohan Mittal was conferred the NOCIL Award for Excellence in Design or Development of Process, Plant and Equipment – 2025 by the Indian Institute of Chemical Engineers, on the occasion of CHEMCON 2025.

Item No. 5

Ratification of remuneration payable to the Cost Auditor for the FY 2025-26

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 2025-26.

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 2025-26 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, 2026.

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 the ratification or approval by the Members.

Item No. 6

Appointment of Mr. Samaresh Parida (DIN:01853823), as an Independent Director of the Company

Pursuant to Section 161 of the Act, read with Article 101 of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") at their meeting held on June 26, 2026 had appointed Mr. Samaresh Parida (DIN:01853823), as an Additional Director in the capacity of the Independent Director of the Company with immediate effect i.e. June 26, 2026, to hold office till the conclusion of the 31st Annual General Meeting and subject to the approval of the Members at the 31st Annual General Meeting, appointment as an Independent Director to hold office for the first term of three (3) consecutive years, from June 26, 2026 to June 25, 2029, on such terms and conditions as the Board may determine and agreeable to Mr. Samaresh Parida.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Samaresh Parida, for the office of the Independent Director to be appointed as such under the provisions of Section 149 of the Act and Regulations 16, 17 and 25 of the SEBI LODR.

The Company has received from Mr. Samaresh Parida (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules 2014, (ii) 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 sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR.

Pursuant to Section 149 and other applicable provisions of the Act, Rules made thereunder and the SEBI LODR, the resolution as set out at Item No. 6 seeks approval of the Members for the appointment of Mr. Samaresh Parida (DIN: 01853823) as an Independent Director of the Company for an initial term of term of three (3) consecutive years, from June 26, 2026 to June 25, 2029. He will not be liable to retire by rotation.

Mr. Samaresh Parida will be entitled to receive the Non-Executive Director remuneration in the form of commission on quarterly basis within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act, from time to time, as approved by the Members of the Company earlier and as per the Nomination, Evaluation & Remuneration Policy of the Company, which shall be decided by the Board of Directors, from time to time.

In the opinion of the Board and based on its evaluation, Mr. Samaresh Parida, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. A brief resume of Mr. Samaresh Parida, nature of his expertise in specific functional areas, names of companies in which he holds Directorship and Membership/ Chairmanship of the Board Committees, shareholding and relationships amongst the Directors' inter-se, as stipulated under the SEBI LODR and the Act, are provided in this notice.

A copy of the draft letter for the appointment of Mr. Samaresh Parida, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the website of the Company www.wabag.com.

Except Mr. Samaresh Parida, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying notice. Mr. Samaresh Parida is not related to any Director, Promoter and KMPs of the Company. The Board recommends the Special Resolution set out at Item No. 6 of the notice for approval by the Members.

Brief resume of Mr. Samaresh Parida:

Mr. Samaresh Parida (aged about 65 years), a Chartered Accountant, a Cost Accountant and MBA from Indian Institute of Management, Ahmedabad, is a Board Leader with 40+ years of global experience (in various capacity as an Independent Director, Audit Committee Chairman, Business Strategist and Compliance & Governance Advisor) across strategy, finance, governance, M&A, and business transformation in Banking, Telecom, FMCG, Automotive, Manufacturing, and Technology across India, USA, Latin America, and Russia;

He acted as an Independent Director (including Chairman of the Audit Committee) in IDBI Bank Limited (from August 13, 2018 till May 18, 2026) and was overseeing financial reporting, controls and regulatory compliance and closely involved with evaluation of project financing for specific projects and evaluation of infra companies for corporate loans;

Since May 04, 2026, he is acting as an Independent Director (Audit Committee Chairman) in a Danish MNC (Carlsberg India Limited) with role in Strategic growth, governance, compliance in IPO journey;

Since August 27, 2022, he is acting as an Independent Director (as Audit Committee Chairman) in Shaily Engineering Plastics Limited and contributing to strategy, governance enhancement and leadership mentoring with significant value creation;

Since October 26, 2024, he is acting as an Independent Director (Chairman of the Audit Committee) in Sudeep Pharma Limited and advising on strategy, governance, in addition to overseeing the IPO and listing;

Prior Leadership Roles - He acted as:

- Executive Director - Strategy, Vodafone Group;
- CFO & Finance Director - Global Strategic Initiatives, PepsiCo, New York;
- CFO - LCV Business India, Toyota Motor Corporation;
- Management Consultant, Accenture;

He currently advises clients across Telecom, FMCG, Technology, Manufacturing, and Pharmaceuticals in India, USA, and UK.

Given his extensive expertise in financial oversight, risk management, regulatory compliance, and strategic transformation, the Board considers his appointment as an Independent Director to be of immense value to the Company.

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 Director	**Mr. S. Varadarajan**	**Mr. Samaresh Parida**
DIN	02353065	01853823
Date of Birth	September 23, 1965	September 01, 1960
Age	60 years	65 years
Date of first Appointment	June 24, 2015	June 26, 2026
Qualifications	B. Com, P.G. (Public Administration), CMA & CS	MBA (Indian Institute of Management Ahmedabad), Chartered Accountant & Cost Accountant
Nature of Expertise in specific functional area	Finance and Accounts	Business Strategy • Audit Committee Leadership • Financial Inclusion • Governance & Risk • M&A • Business Transformation • Regulatory & Compliance Oversight
Brief Resume	Refer Explanatory Statement to Item No. 3	Refer Explanatory Statement to Item No. 6
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	Refer Explanatory Statement to Item No. 6
Terms and condition of appointment / re-appointment including proposed remuneration	Refer Explanatory Statement to Item No. 3	Refer Explanatory Statement to Item No. 6
Details of Remuneration for FY 2025-26	INR 3,18,37,829/-	NA
Directorships in other companies (excluding foreign companies, & Section 8 companies)	Nil	1) Tiivra Ventures Private Limited 2) Shaily Engineering Plastics Limited 3) Matrix Comsec Private Limited 4) Sudeep Nutrition Private Limited 5) Sudeep Pharma Limited 6) Carlsberg India Limited
Listed entities from which the Director has resigned in the past three (3) years	Nil	IDBI Bank Limited (Date of Cessation: May 18, 2026)

Membership of Committees/ Chairmanship in other Companies (Regulation 26(1) of the SEBI LODR	Nil	**Audit Committee:** 1) Shaily Engineering Plastics Limited 2) Sudeep Pharma Limited **Stakeholders Relationship Committee:** Shaily Engineering Plastics Limited
Membership of Committees/Chairmanship in VA TECH WABAG LIMITED	**Member** 1. Stakeholders Relationship Committee 2. Risk Management & Monitoring Committee 3. Corporate Social Responsibility Committee 4. Sustainability Committee 5. Capital Allocation Committee	Nil
No. of Board Meetings attended during the year	5/5	NA
No. of Equity Shares held:		
1) Own	21,85,762	Nil
2) Beneficial basis	Nil	Nil
Relationships between Directors inter-se	Nil	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: June 26, 2026
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	Wednesday, August 12, 2026 at 4.30 P.M. (IST)
Mode	Video Conference and Other Audio-Visual Means (VC/OAVM)
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/
Record date for Dividend	Friday, July 17, 2026
Cut-off date for e-Voting	Wednesday, August 05, 2026
E-voting start time and date	9.00 A.M. IST, Friday, August 07, 2026
E-voting end time and date	5:00 P.M. IST, Tuesday, August 11, 2026
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 to an Issue and Share 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 E-mail ID: investor@cameoindia.com Investor Portal: https://wisdom.cameoindia.com/