

BY HAND

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of WAPCOS Limited will be held on Friday, the 23rd March, 2018 at 3:00 P.M. at its Registered Office at 5th Floor, Kailash, 26, K.G. Marg, New Delhi-110 001 to transact the following business: -

SPECIAL BUSINESS

Issue of Bonus Shares

To consider and, if thought fit, to pass, with or without modification, the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to recommendations of the Board of Directors and approval of the Ministry of Water Resources, River Development and Ganga Rejuvenation, consent of the Members be and is hereby accorded to the Board of Directors to capitalize a sum of Rs. 35,00,00,000 (Rupees Thirty Five Crore) out of the sums standing to the credit of General Reserve and to apply this sum of Rs.35,00,00,000 (Rupees Thirty Five Crore) for paying up in full at par 35,00,000 (Thirty Five Lakh) equity shares of Rs. 100/- (Rupees One Hundred) each in the Capital of the Company to be allotted and distributed as fully paid up bonus shares to the holders of equity shares of Rs.100/- (Rupees One Hundred) each in the Company, whose names appear in the Register of

Members of the Company on the date of allotment, in the ratio of 35:65 i.e. thirty five equity shares of Rs. 100/- each for every sixty five equity shares of Rs. 100/- each held by them and that such new equity shares shall rank pari passu with the existing equity shares.”

“RESOLVED FURTHER THAT the Bonus Shares so allotted shall be eligible for dividend in full that may be declared after their allotment.”

“RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board of Directors be and is hereby authorized to do such acts, matters and things, whatever, including settling any question, any dispute or difficulty that may arise with regard to or in relation to the issue or allotment of the Bonus Shares.”

By order of the Board

Sd/-

(K.K. Kandwal)

Company Secretary

DATE : 16.3.2018

PLACE : New Delhi

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company. **Proxies in order to be effective must be received in the enclosed Proxy Form at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.**
3. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice

ANNEXURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors in its 223rd Meeting held on 29.11.2017, subject to approval of the Ministry of Water Resources, River Development & Ganga Rejuvenation and further subject to consent of members in a general meeting, recommended the issue of Bonus Shares worth Rupees 35 crore in the ratio of 35:65 i.e. thirty five equity shares of Rs. 100/- each for every sixty five equity shares of Rs. 100/- each held by members. The Ministry of Water Resources, River Development & Ganga Rejuvenation has conveyed approval of the President to the issue of Bonus Shares of Rs. 35 crore vide their letter No. U-23012/3/2017-PSU/65 dated 08.02.2018. Now, consent of the members is required for issue of Bonus Shares. Accordingly, the Members are requested to consider the special resolutions favourably.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolutions except to the extent of holding shares by Directors on behalf of the Government.

All concerned documents can be inspected on any working day between 2.00 P.M. and 4.00 P.M. at the Registered Office of the Company prior to the Extraordinary General Meeting. Such documents will be available at the time of the meeting also.

By order of the Board

Sd/-

(K.K. Kandwal)

Company Secretary

DATE : 16.3.2018

PLACE : New Delhi