

BY HAND

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of WAPCOS Limited will be held on Thursday, the 1st August, 2019 at 11:00 A.M. at 3rd Floor, Kailash, 26, K.G. Marg, New Delhi-110 001 to transact the following business:

SPECIAL BUSINESS

1. Appointment of Smt Preeti Madan (DIN: 08384644) as a Non-official Part-time Director (Independent Director) of the Company

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

“Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, Smt Preeti Madan (DIN: 08384644) be and is hereby appointed as a Non-official Part-time Director (Independent Director) of the Company for a period of three years from the date of notification of her appointment or until further orders from the Ministry of Jal Shakti, Department of Water Resources, River Development and Ganga Rejuvenation, whichever is earlier, in terms of Ministry of Jal Shakti, Department of

Water Resources, River Development and
Ganga Rejuvenation letter No.14/1/2013-
PSU/317 dated 22.07.2019.”

By order of the Board

Sd/-

(K.K. Kandwal)
Company Secretary

DATE : 25.07.2019

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

A letter No.14/1/2013-PSU/317 dated 22.07.2019 has been received from Ministry of Jal Shakti, Department of Water Resources, River Development & Ganga Rejuvenation vide which Smt Preeti Madan has been appointed as a Non-official part-time Director i.e. Independent Director on WAPCOS Board by the President for a period of three years from the date of notification of her appointment, or until further orders, whichever is earlier.

The terms and conditions of her appointment, as contained in the above mentioned letter, are as follows:

“The payment of TA/DA and sitting fees to above said non-official Director for attending meetings of the Board of Directors shall be in accordance with the instructions issued by the Department of Public Enterprises on the subject from time to time.

Smt Preeti Madan will not be employed by WAPCOS Ltd. as Consultant or in any other capacity during her tenure as non-official Director in WAPCOS Ltd.”

As per provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under, the appointment of Smt Preeti Madan, Non-official Director (Independent Director), is required to be made in the

General Meeting. The Board of Directors has recommended the appointment. The resume of Smt Preeti Madan is given below:

“Born on 22nd February, 1958 and an alumnus of the Lady Shriram College (BA Eco Hons: 1975-78) and the Delhi School of Economics (Masters in Economics: 1978-80), Ms Preeti Madan joined the Indian Economic Service in 1981 and served for 37 years in increasing positions of responsibility in State/UT Governments and the Central Government. She acquired a Post Graduate Diploma in Management (1977-99) from Concordia University (Montreal, Canada) during the course of her career.

Besides holding various cadre posts of the Indian Economic Service, she served on deputation basis, as Deputy Secretary in the Ministry of Textiles; Director in the Department of Economic Affairs; Joint Secretary in the Ministries of Woman and Child Development and Minority Affairs; and as Member Secretary of the National Commission for Women (Sept 2015- Dec 2016) at Additional Secretary level. She also served as a Chief Finance Officer in the National Institute of Fashion Technology (NIFT), during the period when first five similar institutions were being established across the country.

Ms Madan was involved in formulation and implementation of policy relating to Infrastructure (Department of Economic Affairs) and Industrial Promotion (DIPP). During her tenure as Director in the Department of Economic Affairs, she was also involved in

bilateral and multilateral negotiations in the Financial Services sector.

She superannuated from the Government service at the post of Principal Economic Adviser, Department of Industrial Policy & Promotion, where she dealt with issues relating to industrial policy, including fiscal and investment matters. During this period Ms Madan co-chaired the Task Force on Make in India and Transfer of Technology for the Mumbai-Ahmadabad High Speed Rail Project (MAHSR).”

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolution. The members are requested to consider the ordinary resolution favourably.

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 : 25.07.2019
PLACE : New Delhi**

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74899DL1969GOI005070
 Name of the company : WAPCOS LIMITED
 Registered office : 5TH FLOOR, "KAILASH", 26 K.G. MARG,
 NEW DELHI – 110 001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m./p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

