



BP & ASSOCIATES

Company Secretaries

FORM NO. MGT - 13

REPORT OF SCRUTINIZER FOR THE WATERBASE LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
THE CHAIRMAN,
THE WATERBASE LIMITED,
ANANTHAPUR VILLAGE, NELLORE
ANDHRA PRADESH - 524 344

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting-Reg

I, K J Chandra Mouli, Partner of BP & Associates, Company Secretaries, Chennai - 83, was appointed as scrutinizer for the 31st Annual General Meeting ("AGM") of the members of "THE WATERBASE LIMITED ("the Company") held on Thursday, the 27th September, 2018 at 12:00 Noon at Hotel Minerva Grand, Grand Trunk Road, Saraswathi Nagar, Dargamitta, Nellore, Andhra Pradesh - 524003 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and sub rule (xii) of Rule 20(4) of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 9.00 A.M. on Monday, the 24th September, 2018 up to 5.00 P.M. on Wednesday, the 26th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 20th September, 2018 were entitled to vote on the proposed 6 (Six) resolutions (Item No 1 to 6) as mentioned in the Notice of 31st Annual General Meeting of the Company.
3. The e-votes were unblocked on Thursday, the 27th September, 2018 at 02.40 PM in the presence of two witnesses, namely, Mr. D. Rangarajan and Mr. Vikneswaran.S.R

They have signed below in confirmation of the votes being unblocked in their presence.

Name: D Rangarajan

Name: Vikneswaran.S.R

4. Thereafter the details containing, inter-alia, list of shareholders, who voted "For" or "Against", were downloaded from the e-voting website of M/s. Central Depository Services Ltd (<https://www.evotingindia.com/>)





5. The result of the e- voting is as under:

A. ITEM NO- 1: ORDINARY RESOLUTION - Consideration of Financial Statements together with the reports of the Directors and Auditors thereon.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Votes cast
Voted in favour of the resolution	20	4437	100.00
Voted against the resolution	0	0	0.00
Invalid votes	0	0	0.00
Total	20	4437	100.00

B. ITEM – 2: ORDINARY RESOLUTION - Declaration of Dividend.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Votes cast
Voted in favour of the resolution	20	4437	100.00
Voted against the resolution	0	0	0.00
Invalid votes	0	0	0.00
Total	20	4437	100.00

C. ITEM – 3: ORDINARY RESOLUTION - Re-Appointment of Mr. Rahul Kapur (DIN: 00020624) who retires by rotation

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Votes cast
Voted in favour of the resolution	18	4289	96.66
Voted against the resolution	1	100	2.25
Invalid votes	0	0	0.00
Total	19	4389	98.92





D. ITEM – 4: ORDINARY RESOLUTION - Ratification of Appointment of Auditors

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Votes cast
Voted in favour of the resolution	18	4189	94.41
Voted against the resolution	1	200	4.51
Invalid votes	0	0	0.00
Total	19	4389	98.92

E. ITEM – 5: SPECIAL RESOLUTION - To consider and approve Employee Stock Option Plan

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Votes cast
Voted in favour of the resolution	18	3737	84.22
Voted against the resolution	2	700	15.78
Invalid votes	0	0	0.00
Total	20	4437	100.00

ITEM – 6: SPECIAL RESOLUTION - To consider and approve Grant of option, equal to or exceeding one per cent of the issued capital under the Employee Stock Option Plan to identified employees, during any one year.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Votes cast
Voted in favour of the resolution	18	3737	84.22
Voted against the resolution	2	700	15.78
Invalid votes	0	0	0.00
Total	20	4437	100.00



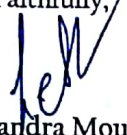


BP & ASSOCIATES
Company Secretaries

6. The Register, all other papers and relevant records relating to e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours Faithfully,


K J Chandra Mouli,
Partner of BP & Associates,
Company Secretaries
C P No: 15708
Place: Chennai
Date: 28th September, 2018





BP & ASSOCIATES
Company Secretaries

**COMBINED SCRUTINIZER REPORT FOR E-VOTING
OF
THE WATERBASE LIMITED**

To,
THE CHAIRMAN,
THE WATERBASE LIMITED,
ANANTHAPUR VILLAGE, NELLORE
ANDHRA PRADESH - 524 344

Dear Sir,

**SUB: PASSING OF RESOLUTIONS THROUGH E-VOTING AND POLL CONDUCTED AT THE 31ST
ANNUAL GENERAL MEETING.**

I, K.J. Chandra Mouli, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

- i. The Board of Directors of The Waterbase Limited (Company) at its meeting held on 03rd August, 2018 for the purpose of Scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - ii. The Chairman of the 31st Annual General Meeting of the Company for conducting poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 31st Annual General Meeting of the members of the Company.
2. The Management of the Company is responsible to ensure the compliance requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 31st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Central Depository Services Ltd, the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Annual General Meeting.
 3. The e-voting results were unblocked by me on 27th September, 2018 at 02:40 P.M in the presence of two witnesses. (Please refer my scrutinizer report on e-voting dated 28th September, 2018).
 4. At the 31st Annual General Meeting of the Company held on 27th September, 2018, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.



T : 044-42047894
E : secretariat@bpcorpadvisors.com
W : www.bpcorpadvisors.com

New No. 74, (Old No.62), Third Floor,
Akshaya Flats, 12th Avenue,
Ashok Nagar, Chennai-83.



BP & ASSOCIATES
Company Secretaries

The results of the e-voting together with that of the poll are as under:

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	4437	0.019%	0	0.000%	0	4437	0.019%
	Poll	23606336	99.981%	0	0.000%	0	23606336	99.981%
	Total	23610773	100.000%	0	0.000%	0	23610773	100.000%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	4437	0.019%	0	0.000%	0	4437	0.019%
	Poll	23606336	99.981%	0	0.000%	0	23606336	99.981%
	Total	23610773	100.000%	0	0.000%	0	23610773	100.000%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	4289	0.018%	100	0.000%	48	4437	0.019%
	Poll	23606336	99.982%	0	0.000%	0	23606336	99.981%
	Total	23610625	99.999%	100	0.000%	48	23610773	100.000%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	4189	0.018%	200	0.001%	48	4437	0.019%
	Poll	23606336	99.982%	0	0.000%	0	23606336	99.981%
	Total	23610525	99.999%	200	0.001%	48	23610773	100.000%
Item No: 5 of the Notice (Special Resolution)	e-Voting	3737	0.016%	700	0.003%	0	4437	0.019%
	Poll	23606336	99.984%	0	0.000%	0	23606336	99.981%
	Total	23610073	99.997%	700	0.003%	0	23610773	100.000%
Item No: 6 of the Notice (Special Resolution)	e-Voting	3737	0.016%	700	0.003%	0	4437	0.019%
	Poll	23606336	99.984%	0	0.000%	0	23606336	99.981%
	Total	23610073	99.997%	700	0.003%	0	23610773	100.000%

All the resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,
Yours Faithfully,

KJ Chandra Mouli,
Partner of BP & Associates,
Company Secretaries
C P No: 15708
Place: Chennai
Date: 28th September, 2018

