

Corporate Office:

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June 1, 2021

To
The Manager
Listing Department,
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Ref: Scrip Code: 523660 / WATERBASE

Dear Madam / Sir,

Sub: Annual Secretarial Compliance Report for the period ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 read with SEBI Circular ref No. CIR/CFD/CMDI/27/2019 dated 08.02.2019, the Annual Secretarial Compliance Report dated May 26, 2021 for the year ended March 31, 2021 issued by M/s Arub & Associates, Practicing Company Secretaries is attached herewith.

You are requested to take the information on record.

Thanking you

For The Waterbase Limited

T B Srikkanth

CS & Compliance Officer





SECRETARIAL COMPLIANCE REPORT OF THE WATERBASE LIMITED (CIN L05005AP1987PLC018436) FOR THE YEAR ENDED 31ST MARCH, 2021

We ARUB & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by The Waterbase Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable during the Review Period);

Office: Flat No. 6/4 Ram Swathi Towers, 5 & 7 Dr. Durgabai Deshmukh Road, R.A. Puram, Chennai - 600028 Tel: 044-42815343,E-Mail: ubaindia@gmail.com/csarengarajan@gmail.com Website: |www.arub.co.in

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities)
 Regulations, 2008 (not applicable during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations (not applicable during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and based on the above examination, we hereby report that, during the Review Period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendment thereto and read with clarification in this context issued by BSE vide Circular No. LIST/COMP/01/2019-20 dated 02-04-2019 the trading restriction should be made applicable from end of quarter till 48 hours after the financial results. The intimation regarding the closure of Trading window should be given prior to the closure of trading window.		The Trading Window of the company for dealing in Company's securities was closed for Designated Persons and their Immediate Relative(s) with effect from 01st January 2021 till the end of 48 hours after the declaration of financial results for the quarter ended 31st December 2020. The intimation regarding closure trading window was made only on 7th January, 2021. However, same should have been done prior to the closure of trading window i.e. 1st January, 2021.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There were **no actions** taken against the listed entity/ its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder in so far as appears from my examination of those records.

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. C	Observations of Obs			
	Observations of Obs he Practicing mad		Actions taken by the	Comments of the
		retarial	isted entity, if any	Practicing Company
		npliance		Secretary on the
				actions taken by the
		ort for the		listed entity
	yea			
		ne years are to mentioned)		
	100	menuonea)		
1.	The Comments F	1 1	m 1 11	
\ 1.		or year ended 1st March, 2020,	The company has paid a	
	1 1 -	ne Corporate	fine of Rs 2000/- for the delay of one day, as	
		Governance	required by BSE letter	
			LIST/COMP/Reg 27(2)	
	1	quarter ended		
		30th June 2019	, ,	, , ,
	delay of one day	was filed on 16th		21/Jun-19/523660/
	1 1.	July 2019 with a		135/2019-20 and
		delay of one day		complied with the
				requirement of said
				letter
2.	As per	As per		
	Regulation 18(1)	Regulation 18(1)		complied with the
	(b) of SEBI	(b) of SEB		1 1
	(Listing	(Listing Obligations and	particular regulation d silent on the means o	
	Obligations and Disclosure	Disclosure	rounding off of	f SEBI (Listing Obligations and
	Requirement)	Requirements)	_	Disclosure
	Regulations, 2015	Regulations,	Company has	Requirements)
	Two-thirds of the	2015 Two-third		1 -
	members of audit	of the membe		in the meeting of its
	committee shall	of audit T		
	be independent		ad of rounding off to the	- 1
	directors. The	constituted		
		Audit	only when the fract	
	1 ,	Committee	is greater than 0.5,	
	constituted an			Directors and 1 Non-
	Audit Committee			
	comprising of 5			1 -
	Director out of		than 0.5, and	Further, The Company
	which only 3 are	independent		has also remitted the
	independent	Director inst		
	Director instead		1100	
	of 4.	shall	be three Independen	
		independent	Directors, and tw	1
		directors.	non-executive no	1
			independent dire	ectors.

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	The Trading	The Trading	Subsequently, in the interest of best Corporate governance practices, the Company has immediately, in the next meeting of its Board of Directors held on 09th Aug 2019, has reconstituted the Audit Committee with 3 Independent Directors and 1 Non-independent Directors. Further, The Company has also remitted the fine of Rs. 94000/-levied by BSE.	
3.	The Trading Window of the company for dealing in Company's securities was closed for Designated Persons and their immediate relative(s) with effect from 01st October 2019 till the end of 48 hours after the declaration of financial results for the quarter ended 30th September 2019. Intimation regarding closure trading window was	The Trading Window of the company for dealing in Company's securities was closed for Designated Persons and their immediate relative(s) with effect from 01st October 2019 till the end of 48 hours after the declaration of financial results for the quarter ended 30th September 2019. Intimation regarding closure trading window was made 11th October, 2019. However, same should have been done prior to the closure of		



made 11th	trading	
October,	window i.e. 181	
2019.	October, 2019.	
However,		
same should		
have been		
done prior to		
the closure		
of trading		
window i.e.		
1st October,		
2019.		

For ARUB & ASSOCIATES Company Secretaries Firm Registration No. P2015TN044500

USHA BALA SUBRAMANIAN Practising Company Secretary C P No. 7444 Agre

Usha Balasubramanian

Partner

FCS:9267, CP: 7444

UDIN Number: F009267C000370925

DATE: 26th March, 2021

PLACE: Chennai