

To,  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
PJ Towers, Dalal Street,  
Mumbai – 400 001

**September 08, 2015**

**Sub: ADDITIONAL SET** for Application under clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation (“Scheme”) of Pinnae Feeds Limited (‘PFL’) with The Waterbase Limited (‘TWL’) and their respective Shareholders and Creditors.

Dear Sir,

With reference to the captioned subject, we are submitting herewith an ADDITIONAL SET of the following documents for obtaining in-principle approval under clause 24(f) of the Listing Agreement:

<b>Sr. No.</b>	<b>Documents to be submitted along with application under Clause 24(f) of the Listing Agreement</b>	<b>Annexure</b>
1.	Certified copy of the draft Scheme of Amalgamation (“Scheme”) of Pinnae Feeds Limited with The Waterbase Limited and their respective Shareholders and Creditors	Refer <b>Annexure 2</b>
2.	Certified copy of Valuation report from Independent Chartered Accountant <b>as applicable</b> as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	Refer <b>Annexure 3</b>
3.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 2 above	Refer <b>Annexure 4</b>
4.	Certified copy of Fairness Opinion issued by Merchant Banker	Refer <b>Annexure 5</b>
5.	Shareholding pattern pre and post Amalgamation as per Clause 35 of the Listing Agreement for Transferee Company and pre amalgamation shareholding of the Transferor Company.	Refer <b>Annexure 6</b>
6.	Financial details of TWL and PFL for the last 3 financial years	Refer <b>Annexure 7B</b>
7.	Compliance Report as per clause 49 of the listing agreement	Refer <b>Annexure 8</b>



8.	Complaint report as per <b>Annexure III</b> . (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Will be submitted in due course as per SEBI circular CIR/CFD/DIL/5/2013 dated February 4, 2013
9.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per <b>Annexure IV</b>	Refer <b>Annexure 9</b>
10.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a) is not applicable, then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Approval from the shareholders through postal ballot and e-voting is applicable.

Further, we would like to inform you that we have emailed the soft copy of the above mentioned documents to [bse.schemes@bseindia.com](mailto:bse.schemes@bseindia.com).

We would be glad to provide any additional information/ documents/ clarifications as may be required.

Thanking You,

Yours faithfully,  
**For The Waterbase Limited**

  
**G. Venkatram**  
Company Secretary