



THE WATERBASE LTD.

P.B. No. 4902, # 22, (Old # 8), Sadasivam Street, Gopalapuram, Chennai - 600 086, India.
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Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: The Waterbase Limited

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	Separate meeting of Independent Directors will be held as per the requirement of the Companies Act/ Listing Agreement.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	NA	The Company does not have any Subsidiaries.
VI. Risk Management	49 (VI)	Yes	The requirement of Risk Management Committee is not applicable to the
VII. Related Party Transactions	49 (VII)	Yes	





VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Details of transaction with Pinnac Feeds Limited is given in Annexure-1
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosed in Annual Report 2013-14. Will be complied with at the time of preparation of Financial Statements for 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15
(D) Management	49 (VIII D)	Yes	Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15
(E) Shareholders	49 (VIII E)	Yes	Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	
IX. CEO/CFO Certification	49 (IX)		Complied for 2013-14. Will be complied for 2014-15
X. Report on Corporate Governance	49 (X)	Yes	Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15
XI. Compliance	49 (XI)	NA	Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15

For **THE WATERBASE LIMITED**


G VENKATRAM
COMPANY SECRETARY



Annexure-1

REPORT ON MATERIAL RELATED PARTY TRANSACTIONS WITH PINNAE FEEDS LIMITED UPTO 31ST DECEMBER, 2014 (i.e. FROM 1ST APRIL, 2014 TO 31ST DECEMBER, 2014)

As per the Clause 49 (VIII) (a) of the Listing Agreement, details of all material transactions with Related Parties (which is defined as transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements)

Sl. No	Name of the Related Party	Nature of related party relationship	Nature of transaction	Value of Transaction during the period 1 st April, 2014 to 31 st December, 2014 (in Rs. Crores)	Remarks
1	Pinnac Feeds Limited	Entity which is controlled by the Promoter	Purchase of Finished Feed	29.41	Audit Committee's approval has been obtained on November 10, 2014. Shareholders' approval will be obtained in the forthcoming General Meeting*
			Deputation of Manpower	0.58	As above

***Note:** Approval of the shareholders shall be obtained in the forthcoming AGM of the Company for the year 2014-15 as the transaction is covered under Clause 49 (VII) (B) of the Listing Agreement. Since the contracts were existing prior to the date of Circular No. CIR/CFD/POLICY CELL/2/2014, as specified by the Circular, approval from shareholders shall be taken in the first General Meeting held after 1st October, 2014 i.e. in the forthcoming general meeting.