

THE WATERBASE LIMITED

CIN: L05005AP1987PLC018436

Registered Office: Ananthapuram Village, T P Gudur Mandal, Nellore - 524 344, Andhra Pradesh

Corporate Office: Thapar House, 37, Montieth Road, Egmore, Chennai - 600 008, Tamil Nadu

Email: investor@waterbaseindia.com, Website: www.waterbaseindia.com, Phone: 044-4566 1700**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE WATERBASE LIMITED WILL BE HELD ON THURSDAY, AUGUST 18, 2022, AT 12 NOON (IST), THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. Consideration of Audited Financial Statements together with the reports of the Directors and Auditors thereon.**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the year ended March 31, 2022, together with the Report of the Board of Directors and the Report of the Auditors thereon.

- 2. Re-appointment of Mr. Varun Aditya Thapar (DIN: 02322660) who retires by rotation.**

To appoint a Director in place of Mr. Varun Aditya Thapar (DIN: 02322660), who retires by rotation in accordance with section 152 of the Companies Act 2013 and being eligible, seeks re-appointment.

- 3. Re-appointment of Statutory Auditors.**

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and any other provisions as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a second term commencing from the conclusion of this Annual General Meeting until the conclusion of the Fortieth (40th) Annual General Meeting (AGM) of the Company to be held in 2027, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT any of the Director, CEO, CFO and the Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

- 4. To approve the continuation of Directorship of Mr. Vikramaditya Mohan Thapar (DIN: 00030967) as a Non-Executive Director of the Company in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the members be and is hereby accorded for continuation of Mr. Vikramaditya Mohan Thapar (DIN: 00030967) as Non - Executive Director of the Company on attaining and beyond the age of 75 years.

RESOLVED FURTHER THAT any of the Director, CEO, CFO and the Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By the Order of the Board of Directors

Sd/-

T B Srikanth

Chennai, India

July 26, 2022

Company Secretary

Mem No.: A50525

NOTES:

- The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3 and 4 forms part of this Notice. Additional information, pursuant to Regulations 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment and continuation of Directorship at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.

- Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 14th December 2021 followed by Circular No. 2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Pursuant to the above circulars, the 35th AGM of the Company shall be conducted through VC / OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Also, pursuant to the above circulars, Annual Report for the Financial Year 2021- 22 and Notice of the 35th AGM are sent only through electronic mode to the members of the Company. **The deemed venue for the 35th AGM shall be The Waterbase Limited, Ananthapuram Village, T.P. Gudur Mandal, Nellore, Andhra Pradesh 524 344.**

- For convenience of the members and proper conduct of AGM, members can login and join at least 15 minutes before the time scheduled for the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction.
- Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorisation etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorisation shall be sent by e-mail on Scrutiniser's e-mail address at chandramouli@bpcorpadvisors.com with a copy marked to investor@waterbaseindia.com,
- In case of Joint-Holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
- The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for FY 2021-22 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members who have not registered their e-mail address with the Company are requested to submit their request with the valid e-mail address to M/s. Cameo Corporate Services Ltd. at investor@cameoindia.com or update the details at their web portal <https://investors.cameoindia.com> by providing the details of Folio number, Certificate number, PAN, E-mail ID and Mobile Number and any such details required. Members holding shares in demat form are requested to register / update their e-mail address with the relevant Depository Participant with whom they hold their Demat Account. The Notice convening the 35th AGM along with the Annual Report for the FY 2021-22 will also be available on the website of the Company at www.waterbaseindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of CDSL at www.evotingindia.com.
- Book Closure, Record / Cut-off Date and Dividend:
 - The Register of Members and Share Transfer Books of the Company will be closed from August 12, 2022 to August 18, 2022 (both days inclusive) for the purpose of AGM for Financial Year 2021-22
 - The Cut-off date for the purpose of reckoning shareholders eligible to participate in the AGM and Remote e-voting is August 11, 2022.
 - The Board of Directors have not recommended any Final Dividend for the FY 2021-22.
- Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 (the Act), members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Company has already written to the Shareholders concerned intimating the particulars of the equity shares due for transfer. These details are also available on the Company's website www.waterbaseindia.com No claim shall lie against the Company in respect of these equity shares post their transfer to IEPFA. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. All correspondence w.r.t. the above should be addressed to the RTA of the Company viz **Cameo Corporate Services Ltd.** Account: The Waterbase Limited, Subramanian Building, No. 1, Club House

Road, Chennai 600 002. Phone: 044 - 2846 0390. Email: investor@cameoindia.com The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in Members' attention is particularly drawn to the "Corporate Governance Report" of the Annual Report in respect of unclaimed dividend(s).

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) is not processed from April 1, 2019, unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, at the earliest. Members may contact the Company's RTA, Cameo Corporate Services Ltd. at investor@cameoindia.com for assistance in this regard.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company at investor@cameoindia.com, kyc@cameoindia.com
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, the member may submit the same in Form ISR-3 or Form SH-14., as the case may be. The said forms can be downloaded from the Company's website at https://www.waterbaseindia.com/investor_relations.php Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at investor@cameoindia.com, kyc@cameoindia.com, in case the shares are held in physical form, quoting their folio no(s).
14. The Company has sent individual letters to all

the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, in Form ISR-1. The Form ISR-1 is also available on the website of the Company at https://www.waterbaseindia.com/investor_relations.php Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in Demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the website of the Company's RTA at <https://cameoindia.com/registry-and-share-transfer> It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA at investor@cameoindia.com, kyc@cameoindia.com for assistance in this regard.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
17. Members are requested to send all communications relating to shares and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:
Cameo Corporate Services Ltd, Account: The Waterbase Limited, Subramanian Building, No. 1, Club House Road, Chennai 600 002. Phone: 044 - 2846 0390; Email: investor@cameoindia.com ; Website: <https://cameoindia.com/registry-and-share-transfer>

18. Members who desires to raise/ask questions during the AGM are requested to send their request to investor@waterbaseindia.com by 5 p.m. on or before August 14, 2022. The speaker members are requested to maintain a time limit of 5 minutes to complete their questions. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

19. VOTING & AGM

I. Electronic Voting ("E-Voting")

- a. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the MCA Circulars, the Company is pleased to provide its members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the businesses to be transacted at the AGM and has engaged Central Depositories Services Limited (CDSL) to provide e-voting facility and for participation in the AGM through VC / OAVM facility.
- b. **The cut-off date for the purpose of determining the members eligible for participation in remote e-voting and voting during the AGM is August 11, 2022.** Please note that a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. If members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
- c. The **e-voting period** begins at **9:00 AM** on **August 15, 2022** and ends at **5:00 PM** on **August 17, 2022**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off / Record Date, may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- d. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

II. Voting and AGM Instructions:

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- b. Currently there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Case 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Case 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- c. **Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
 - I. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- II. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- III. Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.
- IV. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

d. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- I. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on “Shareholders” module.
 - c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d) Next enter the Image Verification as displayed and Click on Login.
 - e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f) If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- II. After entering these details appropriately, click on “SUBMIT” tab.
- III. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- IV. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- V. Click on the **EVSN** for the relevant **“THE WATERBASE LIMITED”** on which you choose to vote.
- VI. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- VII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- VIII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- IX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- X. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XI. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XII. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- XIII. Additional Facility for Non - Individual Shareholders and Custodians - for Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case

of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address chandramouli@bpcorpadvisors.com with a copy marked to investor@waterbaseindia.com, helpdesk.evoting@cdslindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

III. Instructions for Shareholders attending the AGM through VC / OAVM & E-Voting during meeting are as under:

- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- B. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- C. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- D. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- E. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- F. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- G. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance by August 14, 2022 to meeting mentioning their name, demat account number/folio number, email id, mobile number

at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries by August 14, 2022 mentioning their name, demat account number/folio number, email id, mobile number at investor@waterbaseindia.com. These queries will be replied to by the company suitably by email.

- H. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- I. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- J. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

IV. Process for Shareholders whose Email / Mobile No. are not registered with the Company / RTA / Depositories.

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN Card, AADHAR Card and Cancelled Cheque by email to the RTA's E-Mail i.e. investor@cameoindia.com or update the details at their web portal <https://investors.cameoindia.com> by providing the necessary details required therein.
- ii. For Demat shareholders please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

- V. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M

Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- 20. Any person who have acquired shares and become members of the company after the dispatch of the notice and holding shares as on Cut-Off/ Record Date of August 11, 2022, and who have updated their PAN with the Company/DP, should follow the instructions above mentioned to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to investor@cameoindia.com with a copy to helpdesk.evoting@cdslindia.com to obtain the details.
- 21. The 35th AGM has been convened through VC / OAVM in compliance with all applicable provisions of the Companies Act, 2013 read along with MCA Circulars.
- 22. All documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID investor@waterbaseindia.com till the date of AGM.
- 23. **Other Instructions:**
 - i. The Board of Directors have appointed Mr. Chandramouli J (Membership No. F11720), Partner, M/s. BP & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process as well as voting during the AGM in a fair and transparent manner.
 - ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.waterbaseindia.com and on the website of CDSL www.evotingindia.com immediately after declaration. The Company shall simultaneously communicate the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

T B Srikanth

Company Secretary

Mem No.: A50525

Chennai, India

July 26, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AS AMENDED

ITEM NO. 3

The Shareholders at the 30th AGM of the Company held on December 30, 2017, had approved the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Deloitte) (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company, to hold office till the conclusion of the 35th AGM of the Company to be held in the year 2022.

The Audit Committee in its meeting dated May 12, 2022, considering Deloitte's performance as statutory auditors of the Company during their present tenure and after due deliberation and discussion, recommended to the Board the re-appointment of Deloitte as the statutory auditors of the Company for a second term of five years to hold office from the conclusion of the 35th AGM till the conclusion of the 40th AGM of the Company to be held in the year 2027.

Based on recommendations of the Audit Committee, the Board of Directors at their meeting held on May 12, 2022, approved the re-appointment of Deloitte as the Statutory Auditors of the Company for a second term of 5 (five) years i.e. from the conclusion of 35th AGM till the conclusion of 40th AGM to be held in the year 2027, is subject to approval of the shareholders of the Company.

Deloitte has consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The remuneration to be paid to Statutory Auditors shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members as an Ordinary Resolution.

ITEM NO. 4

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no Listed company shall appoint or continue the directorship of any person as Non-executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Vikramaditya Mohan Thapar (DIN: 00030967) is the Chairman and Non - Executive Director (Non - Independent category) on the Board of the Company and his term is subject to retirement by rotation as per Section 152 of

the Companies Act, 2013. He was last reappointed as Non-Executive Director, by the shareholders in the 34th Annual General meeting held on September 23, 2021.

Mr. Vikramaditya Mohan Thapar will attain the age of 75 years in October 2022. Accordingly, to comply with the provisions of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-Executive Non-Independent Director on the Board of the Company is as under:

Mr. Vikramaditya Mohan Thapar is the Promoter and the Chairman of The Waterbase Limited, part of the flagship Karam Chand Thapar Group. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. With a vast experience of more than four decades, it was under his able leadership that the business of The Waterbase Limited was set up in 1987. His vast experience in handling the shrimp feed business had been instrumental in the success of the company. Considering the experience, expertise and valuable contribution of Mr. Vikramaditya Mohan Thapar, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 12, 2022, have recommended the continuation of Mr. Vikramaditya Mohan Thapar as Non-Executive Director on the Board of the Company.

Mr. Vikramaditya Mohan Thapar fulfills all conditions specified under the applicable laws for the position of Non-Executive Director of the Company. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. Further, he is also not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Details of Mr. Vikramaditya Mohan Thapar pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Mr. Vikramaditya Mohan Thapar is interested in the resolution set out of Item No. 4 of the Notice about continuation of his appointment.

Mr. Varun Aditya Thapar, Non-Executive Director, is the son of Mr. Vikramaditya Mohan Thapar. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

By Order of the Board of Directors

Sd/-

T B Srikanth

Chennai, India

July 26, 2022

Company Secretary

Mem No.: A50525

ANNEXURE:
DETAILS OF THE DIRECTORS BEING APPOINTED / RE-APPOINTED / CONTINUED AT THE 35th ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Particulars	Vikramaditya Mohan Thapar	Varun Aditya Thapar
Date of Birth & Age	26.10.1947 ; 74 years	06.03.1985 ; 37 years
Category of Directorship	Non-Executive Director	Non-Executive Director
DIN & Nationality	00030967 & Indian	02322660 & Indian
Date of first appointment to the Board	23.11.1988	05.02.2014
Qualification	B. Com, CA	MBA
Particulars of experience, attributes or skills that qualify the candidate for Board Membership	Mr. Vikramaditya Mohan Thapar is the Promoter Director and the Chairman of the company. It was under his leadership the Company was set up in 1987. His vast experience in handling the shrimp feed business had been instrumental in the success of the company.	Mr. Varun Thapar joined the company's Board in 2014. He has been actively engaged in the running and expansion of the company's business offerings. He brings in a system driven & diverse approach to the company and has been instrumental in taking the Company forward.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Mr. Vikramaditya Mohan Thapar is the father of Mr. Varun Aditya Thapar who is Non-Executive Director of the Company.	Mr. Varun Aditya Thapar is the son of Mr. Vikramaditya Mohan Thapar who is Non-Executive Director of the Company.
Directorship held in other Listed Companies	NIL	NIL
Memberships in the Committees of Board of other Listed Companies	NIL	NIL
Membership and Chairmanship in the Committees of the Board of the company	Stakeholders Relationship Committee - Chairman	Audit Committee - Member & Stakeholders Relationship Committee - Member
No. of shares held in the Company	53,750	1,69,800
Number of meetings of the Board attended during the Financial Year 2021-22 (Total Meetings = 4)	4	4
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Director liable for retirement by rotation. Eligible for Sitting fees & Commission as the Board may decide on the recommendation of NRC, subject to an overall cap of 1% of the Net Profit calculated as per Sec. 198 for all Non-Executive Directors taken together.	Director liable for retire by rotation. Eligible for Sitting fees & Commission as the Board may decide on the recommendation of NRC subject to an overall cap of 1% of the Net Profit calculated as per Sec. 198 for all Non-Executive Directors taken together.
Details of last drawn remuneration	Sitting fees of Rs. 1.20 Lakh paid for attending the Board / Committee Meetings in Fy'22.	Sitting fees of Rs. 2.00 Lakh paid for attending the Board / Committee Meetings in Fy'22.
Listed Entities from which has resigned as Director in past 3 years	NIL	NIL