



**Format of Quarterly Compliance Report on Corporate Governance**

**Name of the Company:** The Waterbase Limited

**Quarter ending on:** 30<sup>th</sup> June, 2015

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	
(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 Company
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA) <i>Certified Copy</i> For THE WATERBASE LTD.	Yes	Details of transaction with Pinnac Feeds Limited is given in Annexure-1

*W*

*G. Venkatesh*  
Company Secretary



**Registered Office / Factory:**

Ananthapuram Village | T.P. Gudur Mandal | Nellore | Andhra Pradesh | 524344.

T: 0861 2165009 | 2165021 | 2165023 | E: info@waterbaseindia.com | CIN: L05005AP1987PLC018436



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(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosed in Annual Report 2013-14. Will be complied with in the 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)	Yes	Complied with for 2014-15. Disclosure will be made in the Annual Report 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)	Yes	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

For THE WATERBASE LTD.

  
 Company Secretary

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Annexure-1

**REPORT ON MATERIAL RELATED PARTY TRANSACTIONS WITH PINNAE FEEDS LIMITED  
UPTO 30<sup>th</sup> JUNE, 2015 (i.e. FROM 1<sup>ST</sup> APRIL, 2015 TO 30<sup>th</sup> JUNE, 2015)**

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 <sup>st</sup> April, 2015 to 30 <sup>th</sup> June, 2015 (in Rs. Crores)	Remarks
1	Pinnae Feeds Limited	Entity which is controlled by the Promoter	Purchase of Finished Feed (Net of Discounts)	33.64	Audit Committee's approval has been obtained on November 10, 2014. Shareholders' approval will be obtained in the forthcoming General Meeting*
			Deputation of Manpower	0.29	As above

**\*Note:** Approval of the shareholders shall be obtained in the forthcoming AGM of the Company 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 1<sup>st</sup> October, 2014 i.e. in the forthcoming general meeting.

For THE WATERBASE LTD.

*G. V. Varadachari*  
Company Secretary

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