



# The Waterbase Limited

CIN: L05005AP1987PLC018436

Registered Office: Ananthapur Village, Nellore, Andhra Pradesh - 524344

Tel: 044 45661700

Email: investor@waterbaseindia.com / Website: www.waterbaseindia.com

## NOTICE OF POSTAL BALLOT

### To the Members of The Waterbase Limited

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with the General circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act, Rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the special resolution as set out in this notice is proposed for consideration by the Members of The Waterbase Limited ("Company") for passing through Postal Ballot by Electronic means ("E-voting").

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions are annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice (the 'Notice').

In terms of the requirements specified in the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 5, 2024 (the 'cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed Resolutions are restricted to e-voting only i.e., by casting votes electronically instead of submitting postal ballot forms.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL'), agency engaged for providing e-voting facility. The instructions for remote e-voting are provided in this Postal Ballot Notice. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and will also be available on the website of CDSL.

The Members are requested to carefully read the remote e-voting instructions indicated in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.

### SPECIAL BUSINESS:

#### 1. RE-APPOINTMENT OF MR. RAHUL KAPUR (DIN: 00020624) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 YEARS COMMENCING FROM MAY 15, 2024.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed thereunder, Regulation 17 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), (including any statutory modification(s) or reenactment (s) thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Mr. Rahul Kapur (DIN: 00020624), who was re-appointed as an Independent Director of the Company by the Board w.e.f. May 15, 2024, in terms of Section 161 of the Act, and in respect



of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for re-appointment as an Non-Executive Independent Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, on the Board for a second term from May 15, 2024 to May 14, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**2. RE- APPOINTMENT OF MS. SHASHIKALA VENKATRAMAN (DIN: 02125617) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 YEARS COMMENCING FROM NOVEMBER 14, 2024.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, Regulation 17 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), (including any statutory modification(s) or reenactment( s) thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Ms. Shashikala Venkatraman (DIN: 02125617), who was re-appointed as an Independent Director of the Company by the Board w.e.f. November 14, 2024, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for re-appointment as an Non-Executive Independent Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, on the Board for a second term from November 14, 2024 to November 13, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**By order of the Board of Directors  
For The Waterbase Limited**

**Place: Chennai  
Date: July 9, 2024**

**Sd/-  
Bala Arumugam  
Company Secretary**

**Notes:**

1. The explanatory statement pursuant to the provisions of Sections 102, 110 of the Act read with applicable Rules made thereunder and Secretarial Standard-2 on General Meetings (“SS-2”), stating all material facts and the reasons thereof for the proposed resolution set forth in the Notice is annexed to and forms part of this Notice.
2. The MCA vide Circular dated September 25, 2023 has extended the timeline upto September 30, 2024 or until further orders whichever is earlier for convening of extraordinary general meetings and passing of Resolutions through Postal Ballot as per the prescribed framework on account of COVID 19 Pandemic. The MCA Circulars provide that the communication of assent / dissent of the members in the Postal Ballot will take place only through e-voting . The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means (“remote e-voting”).
3. For voting through remote e-voting as per the facilities arranged by the Company, members are requested to read the instructions in the Notes under the section “Process and manner of voting electronically using CDSL e-voting system” of this Notice.
4. In accordance with the MCA and SEBI Circulars, the Company is sending this Notice for Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at [www.waterbaseindia.com](http://www.waterbaseindia.com). The Notice can also be accessed from the website of the Stock



Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and will also be available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-voting facility) [www.evotingindia.com](http://www.evotingindia.com).

5. The Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on Friday, July 5, 2024 and whose e-mail IDs are registered with the Company / Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the RTA of the Company, M/s Cameo Corporate Services Limited at [investors@cameo.com](mailto:investors@cameo.com) with details of folio number and attaching a self-attested copy of PAN card. Details are available at [www.waterbaseindia.com](http://www.waterbaseindia.com).
6. In accordance with the MCA Circulars, Members can vote only through the remote e- voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e. Friday, July 5, 2024, will only be considered for the purpose of e-voting . A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.
7. The remote e-voting period will commence from **9.00 a.m on Sunday, July 14, 2024 and ends at 5.00 p.m on Monday, August 12, 2024**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members as per para (6) above, are therefore requested to give their assent / dissent for the resolutions contained in this notice by remote e-voting during the time period mentioned above.
8. The Company has, in compliance with Rule 22 (5) of the Rules, appointed Mr. M Francis (C.P. No 14967) Practising Company Secretary (Membership No: F10705) of M/s. M Francis & Associates. Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
9. The Scrutinizer after the conclusion of the remote e-voting on **Monday, August 12, 2024**, will submit the Consolidated Scrutinizer's Report within the prescribed time to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting .
10. The Result of the Postal Ballot will be announced by the Chairman of the Company or any other person authorized by him.
11. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company at [www.waterbaseindia.com](http://www.waterbaseindia.com), website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will also be available on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
12. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
13. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the Equity Shares registered in the name of the members as on Friday, July 5, 2024. Once the vote is cast on the Resolution, it cannot be modified.
14. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
15. Members are requested to cast their vote through the e-voting process from **9.00 a.m on Sunday, July 14, 2024 and ends at 5.00 p.m on Monday, August 12, 2024**. Votes cast during the above time schedule will only be eligible for being considered. In case vote is not cast during the above time schedule it will be strictly considered that no vote has been received from the shareholder.
16. The Resolutions, if passed by the requisite majority shall be deemed to have been passed on Monday, August 12, 2024, the last date specified for receipt of votes through the e-voting process.
17. The vote in this Postal Ballot cannot be exercised through proxy.



18. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting . Members seeking to inspect such documents can send an email to investor@waterbaseindia.com
19. Members may send their queries related to item included in the Postal Ballot notice on the email investor@waterbaseindia.com in from their registered email address, mentioning their name, folio number / DP ID- Client ID as applicable, mobile number, copy of PAN Card.
20. **The instructions for Shareholders for e-voting are as under:**
- Pursuant to the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the members facility to exercise their right to vote through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
  - Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The details of the process and manner for remote e-voting is explained herein below
  - Procedure of login for Individual shareholders holding the securities in demat mode and access remote e-voting as devised by Depositories / Depository Participants are given below:

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :**

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

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

- The voting period begins on **9.00 a.m on Sunday, July 14, 2024 and ends at 5.00 p.m on Monday, August 12, 2024.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, July 5, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</p> <p>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.</p>

**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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(ii) Login method for Remote e-voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders need to login to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,



- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant The Waterbase Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **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 delinked 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 viz; investor@waterbaseindia.com and francis.acs@csfrancisandassociates.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id i.e. investor@cameoindia.com or update the details at their web portal <https://investors.cameoindia.com> by providing the necessary details required therein.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

If you have any queries or issues regarding 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 at toll free no. 1800 22 55 33.



**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)**

**Item No.1: Re-appointment of Mr. Rahul Kapur (DIN: 00020624) as an Independent Director for a second term of 5 years commencing from May 15, 2024.**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors by way of circular resolution on May 14, 2024, re-appointed Mr. Rahul Kapur (DIN: 00020624) as an Independent Director of the Company with effect from May 15, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

The Board of Directors, as per the recommendations of the NRC re-appointed Rahul Kapur (DIN: 00020624) as an Independent Director w.e.f. May 15, 2024, not liable to retire by rotation, for a period of 5 consecutive years upto to May 14, 2029, subject to the approval by the Members of the Company. Mr. Rahul Kapur has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mr. Rahul Kapur has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Mr. Rahul Kapur is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Rahul Kapur on the Board, and accordingly recommends the re-appointment of Mr. Rahul Kapur as an Independent Director for a second term of 5 years, as proposed in Resolution no. 1 for approval by the Members as a Special Resolution. He also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Also he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Rahul Kapur is independent of the management.

As per Sections 149 and 152 of the Act and the Rules made thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The Company has also received a notice in writing under Section 160(1) of the Act from a member proposing candidature of Mr. Rahul Kapur as a director of the Company. He has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him. Accordingly, approval of the Members is being sought for the re-appointment of Mr. Rahul Kapur as a Director and also as an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link [https://waterbaseindia.com/investor\\_relations.php](https://waterbaseindia.com/investor_relations.php).

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Rahul Kapur, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

**Item No.2: Re-appointment of Ms. Shashikala Venkatraman (DIN: 02125617) as an Independent Director for a second term of 5 years commencing from November 14, 2024.**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors by way of circular resolution on May 14, 2024, re-appointed Ms. Shashikala Venkatraman (DIN: 02125617) as an Independent Director of the Company with effect from November 14, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').





The Board of Directors, as per the recommendations of the NRC re-appointed Ms. Shashikala Venkatraman (DIN: 02125617) as an Independent Director w.e.f. November 14, 2024, not liable to retire by rotation, for a period of 5 consecutive years upto to November 13, 2029, subject to the approval by the Members of the Company. Ms. Shashikala Venkatraman has given a declaration to the Board that she meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Ms. Shashikala Venkatraman has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Ms. Shashikala Venkatraman is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering her experience, the Board deems it desirable and in the interest of the Company to continue Ms. Shashikala Venkatraman on the Board, and accordingly recommends the re-appointment of Ms. Shashikala Venkatraman as an Independent Director for a second term of 5 years, as proposed in Resolution no. 2 for approval by the Members as a Special Resolution. She also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Also, she meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Ms. Shashikala Venkatraman is independent of the management.

As per Sections 149 and 152 of the Act and the Rules made thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The Company has also received a notice in writing under Section 160(1) of the Act from a member proposing candidature of Ms. Shashikala Venkatraman as a director of the Company. She has conveyed her consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from her. Accordingly, approval of the Members is being sought for the re-appointment of Ms. Shashikala Venkatraman as a Director and also as an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link [https://waterbaseindia.com/investor\\_relations.php](https://waterbaseindia.com/investor_relations.php).

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Ms. Shashikala Venkatraman, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

**By order of the Board of Directors  
For The Waterbase Limited**

**Place: Chennai**

**Date: July 9, 2024**

**Sd/-  
Bala Arumugam  
Company Secretary**



**DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS.**

Name of the Director	Mr. Rahul Kapur
DIN	00020624
Date of Birth	April 06, 1963
Date of first appointment on the Board :	May 15, 2019
Qualifications	Management post-graduate from U.K
Brief Resume / Experience, Expertise (Including expert in specific functional area)	<p>Mr. Rahul Kapur (61 years), a Management post-graduate from U.K., is the Founder and Managing Director of Avitech Nutrition Pvt Ltd. Avitech Nutrition Pvt Ltd is a leading producer of premixes and additives for the animal feed sector.</p> <p>Starting his career in 1984, Mr. Rahul Kapur has gained experience in diverse sectors as Animal Genetics and Veterinary Biologicals before establishing Avitech in 1996.</p> <p>Mr. Rahul Kapur is a Director at Keggfarms Pvt Ltd, Indovax Pvt Ltd, Immunetic Life Sciences Pvt Ltd, The Waterbase Ltd and VSK - Keggfarms Corporate Holdings Pvt Ltd.</p> <p>Mr. Kapur is Trustee of SNK Sammark, VSK Baithak and JMK Charitable Trust. With over three decades of experience, Mr. Rahul Kapur is a leading and well recognised member of the animal health and production industry.</p>
Terms and conditions of the appointment / reappointment	Appointed for a second term of consecutive 5 years commencing from May 15, 2024.
Remuneration last drawn (excluding sitting fee, if any) - FY 24	Nil
Remuneration proposed to be paid (except sitting fees and commission)	Nil
Sitting fees paid for the financial year 2023-24	₹ 2.30 lakhs
Shareholding in the Company as on March 31, 2024	Nil
Directorship in other companies as on March 31, 2024	<ol style="list-style-type: none"> <li>1. Avitech Nutrition Private Limited</li> <li>2. PML Mercantile Limited</li> <li>3. Indovax Private Limited</li> <li>4. VSK- Keggfarms Corporate Holdings Private Limited</li> <li>5. Immunetic Lifesciences Private Limited</li> <li>6. Keggfarms Private Limited</li> <li>7. Trak Creatives LLP</li> <li>8. Vidya Vana Learning LLP</li> </ol>
No of Meetings of the Board attended during the year	4
Listed Company from which he resigned the directorship during the past three years	Nil
Inter-se relationship with any Director / Key Managerial personnel	Mr. Rahul Kapur is not related to any of the Directors or Key Managerial Personnel of the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.

**DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

Name of the Director	Ms. Shashikala Venkatraman
DIN	02125617
Date of Birth	August 02, 1961
Date of first appointment on the Board	November 14, 2019
Qualifications	Masters in Management and Advanced Management
Brief Resume / Experience, Expertise (Including expert in specific functional area)	<p>With over 35 + years of experience in global work settings, she has worked and lived in India, Middle East, UK and USA. She has MBA from Bombay University and has completed Executive Development program from London Business School, UK and AFM program from XLRI, India</p> <p>Since 2008 she has been an independent consultant, offering advisory services, especially in the area of brand building and marketing. She has worked with both start-ups and established businesses in sectors like FMCG, Retail, Retail Real Estate, Media and Healthcare. She is on the advisory panel of Multiples Private Equity and Multiples Good Faith Foundation.</p> <p>In 2014, she co-founded My Liveable City, a social venture. My Liveable City is a knowledge platform devoted to urbanisation issues and educates, informs and influences through print, digital, in person workshops and training programs. Today MLC has a wide network of expert practitioners – knowledge contributors from over 60 cities across the globe and also collaborates with premier global academic institutions in its pursuit of developing cities that are sustainable, equitable and liveable for all. She serves as an Independent Director on the Board of The Waterbase Limited, a publicly listed Company.</p> <p>In her last corporate avatar from 2002-2008, she was the COO of Worldwide Media, a JV between BBC and Times Group in India. Leading a team of 150+ at WWM, she re-positioned and launched afresh two iconic brands Femina and Filmfare, and expanded the brand portfolio through franchises. This resulted in significant double digit top line and bottom line growth for the company</p> <p>She has previously worked with The Cambridge Group (USA), British Airways (UK), PepsiCola (MEA), Nielsen-Amer (MEA), MARG &amp; Lintas-Pathfinders (India).</p>
Terms and conditions of the appointment / reappointment	Appointed for a second term of consecutive 5 years commencing from November 14, 2024.
Remuneration last drawn (excluding sitting fee, if any) FY 24	Nil
Remuneration proposed to be paid (except sitting fees and commission)	Nil
Sitting fees paid for the financial year 2023-24	₹ 1.80 lakhs
No of Meetings of the Board attended during the year	3
Directorship in other companies as on March 31, 2024	Ironman Media and Advisory Services Private Limited
No of Meetings of the Board attended during the year	3
Listed Company from which he resigned the directorship during the past three years	Nil
Inter-se relationship with any Director / Key Managerial personnel	Ms. Shashikala Venkatraman is not related to any of the Directors or Key Managerial Personnel of the Company
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.