



**The
Waterbase
Limited**



Corporate Office :

T: +91 44 45661700

Thapar House | 37 Montieth Road

F: +91 44 45661799

Egmore | Chennai | 600008 | India. www.waterbaseindia.com

June 1, 2021

To
The Manager
Listing Department,
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Ref: Scrip Code: 523660 / WATERBASE

Dear Madam / Sir,

Sub: Annual Secretarial Compliance Report for the period ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 read with SEBI Circular ref No. CIR/CFD/CMDI/27/2019 dated 08.02.2019, the Annual Secretarial Compliance Report dated May 26, 2021 for the year ended March 31, 2021 issued by M/s Arub & Associates, Practicing Company Secretaries is attached herewith.

You are requested to take the information on record.

Thanking you

For The Waterbase Limited

T.B. Srikanth

T B Srikanth
CS & Compliance Officer



Registered Office / Factory:

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

T: +91 91000 18037 | 91000 18038 | E: info@waterbaseindia.com | CIN: L05005AP1987PLC018436



**SECRETARIAL COMPLIANCE REPORT OF
THE WATERBASE LIMITED (CIN L05005AP1987PLC018436)
FOR THE YEAR ENDED 31ST MARCH, 2021**

We ARUB & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by The Waterbase Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable during the Review Period);



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations (not applicable during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and based on the above examination, we hereby report that, during the Review Period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendment thereto and read with clarification in this context issued by BSE vide Circular No. LIST/COMP/01/2019-20 dated 02-04-2019 the trading restriction should be made applicable from end of quarter till 48 hours after the financial results. The intimation regarding the closure of Trading window should be given prior to the closure of trading window.	-	The Trading Window of the company for dealing in Company's securities was closed for Designated Persons and their Immediate Relative(s) with effect from 01 st January 2021 till the end of 48 hours after the declaration of financial results for the quarter ended 31 st December 2020. The intimation regarding closure trading window was made only on 7 th January, 2021. However, same should have been done prior to the closure of trading window i.e. 1 st January, 2021.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There were **no actions** taken against the listed entity/ its promoters /directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as appears from my examination of those records.



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Corporate Governance Report for the quarter ended 30th June 2019 was filed on 16th July 2019 with a delay of one day	For year ended 31st March, 2020, the Corporate Governance Report for the quarter ended 30th June 2019 was filed on 16th July 2019 with a delay of one day	The company has paid a fine of Rs 2000/- for the delay of one day, as required by BSE letter LIST/COMP/Reg 27(2) & Reg 17 to 21/Jun-19/523660/135/2019-20	The Company has paid a fine of Rs 2000/- for the delay of one day, as required by BSE letter LIST/COMP/Reg 27(2) & Reg 17 to 21/Jun-19/523660/135/2019-20 and complied with the requirement of said letter
2.	As per Regulation 18(1) (b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 Two-thirds of the members of audit committee shall be independent directors. The Company had constituted an Audit Committee comprising of 5 Director out of which only 3 are independent Director instead of 4.	As per Regulation 18(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Two-thirds of the members of audit The Company had constituted an Audit Committee comprising of 5 Director out of with only 3 are independent Director instead of 4 committee shall be independent directors.	As per the reply given by the Company to BSE's notice, since the particular regulation is silent on the means of rounding off of fractions, the Company has construed two-third using the mathematical concept, of rounding off to the next higher number only when the fraction is greater than 0.5, and to round off to the lower number when the fraction is lesser than 0.5, and reconstituted the Audit Committee with three Independent Directors, and two non-executive non-independent directors.	The Company has complied with the requirement of Regulation 18(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the meeting of its Board of Directors held on 09 th Aug 2019, and has reconstituted the Audit Committee with 3 Independent Directors and 1 Non-Independent Directors. Further, The Company has also remitted the fine of Rs. 94000/- levied by BSE.



			<p>Subsequently, in the interest of best Corporate governance practices, the Company has immediately, in the next meeting of its Board of Directors held on 09th Aug 2019, has reconstituted the Audit Committee with 3 Independent Directors and 1 Non-independent Directors.</p> <p>Further, The Company has also remitted the fine of Rs. 94000/- levied by BSE.</p>	
3.	<p>The Trading Window of the company for dealing in Company's securities was closed for Designated Persons and their immediate relative(s) with effect from 01st October 2019 till the end of 48 hours after the declaration of financial results for the quarter ended 30th September 2019. Intimation regarding closure trading window was</p>	<p>The Trading Window of the company for dealing in Company's securities was closed for Designated Persons and their immediate relative(s) with effect from 01st October 2019 till the end of 48 hours after the declaration of financial results for the quarter ended 30th September 2019. Intimation regarding closure trading window was made 11th October, 2019. However, same should have been done prior to the closure of</p>	-	-

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	made 11 th October, 2019. However, same should have been done prior to the closure of trading window i.e. 1 st October, 2019.	trading window i.e. 1 st October, 2019.		
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For ARUB & ASSOCIATES
Company Secretaries
Firm Registration No. P2015TN044500

USHA BALA SUBRAMANIAN
Practising Company Secretary
C P No. 7444



Usha Balasubramanian
Partner
FCS:9267, CP: 7444
UDIN Number : F009267C000370925

DATE: 26th March, 2021

PLACE: Chennai