



**The
Waterbase
Limited**

Corporate Office :

Thapar House | 37 Montieth Road
Egmore | Chennai | 600008 | India.

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www.waterbaseindia.com

January 12, 2016

Mr. Wilber Fernandez / Mr. Subramanian
Manager Dept of Corporate Services
BSE Ltd,
Floor 25, PJ Towers, Dalal Street,
Mumbai- 400 001

Dear Sir,

Sub: Report on Corporate Governance under Regulation 27 (2)(b) of the SEBI (Listing Obligations And Disclosure Requirement) Regulation, 2015 for the Quarter ended 31.12.2015

We are enclosing herewith the report on Compliance with Corporate Governance requirements under Regulation 27 (2)(b) of the SEBI (Listing Obligations And Disclosure Requirement) Regulation, 2015 for the Quarter ended 31.12.2015. Request you to take the same on record.

The hard copy has been sent to you by courier.

Yours Faithfully
For The Waterbase Limited

G.Venkatram
Company Secretary & Compliance Officer

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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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31ST DECEMBER, 2015

1. Name of Listed Entity : The Waterbase Limited
2. Quarter ending : 31st December 2015

I. Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category(Chairperson/Executive/Non-Executive/Independent/Nonminee)	Date of Appointment in the current term/cessation.	Tenure	No of Directorship in listed entities including this listed entity.	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity.	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity.
Mr.	Vikramaditya Mohan Thapar	PAN: ABNPT6299A DIN: 00030967	Chairperson	23/11/1988	NA	NA	4 (Four)	1 (One)
Mrs.	Jyoti Thapar	PAN: ABWPT8527E DIN: 00031035	Non-Executive	27/07/1989	NA	NA	Nil	Nil
Mr.	Varun Aditya Thapar	PAN: ADOPT2612A DIN: 02322660	Non-Executive	05/02/2014	NA	NA	4 (Four)	Nil
Mr.	Rahul Kapur	PAN: AAGPK4537Q DIN: 00020624	Non-Executive	29/10/2015	NA	NA	Nil	Nil



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Mr.	Anil Kumar Bhandari	PAN: ACLPB8346F DIN: 00031194	Independent	01/04/2014	5 Years	2 (Two)	2 (Two)	1 (One)
Mr.	Lt.Gen. Deepak Summanwar	PAN: ALEPS9990C DIN: 02017830	Independent	01/04/2014	5 Years	2 (Two)	3 (Three)	Nil
Mr.	Nakul Kamani	PAN: AFRPK0463M DIN: 00891344	Independent	01/04/2014	5 Years	1 (One)	1 (One)	Nil
Mr.	Ranjit Mehta	PAN: AAGPM2125E DIN: 03172264	Independent	01/04/2014	5 Years	1 (One)	2 (Two)	Nil
II. Composition of Committees								
Name of Committee		Name of Committee members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)			
Audit Committee		1. Mr. Vikramaditya Mohan Thapar 2. Mr. Anil Kumar Bhandari 3. Lt.Gen. Deepak Summanwar 4. Mr. Nakul Kamani 5. Mr. Ranjit Mehta			Promoter & Non-Executive Chairperson (Independent) Independent Independent Independent			
Nomination & Remuneration Committee		1. Mr. Anil Kumar Bhandari 2. Lt.Gen. Deepak Summanwar 3. Mr. Nakul Kamani 4. Mr. Ranjit Mehta			Chairperson (Independent) Independent Independent Independent			
Risk Management Committee (if applicable)		Nil			Nil			
Stakeholders Relationship Committee		1. Mr. Vikramaditya Mohan Thapar 2. Mr. Varun Aditya Thapar			Chairperson (Non-Executive) Non-Executive			



III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter.	Date(s) of Meeting (if any) in the relevant quarter.		Maximum gap between any two consecutive (in number of days).	
12 th August, 2015 26 th August, 2015	29 th October, 2015		Sixty Three Days	
IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter.	Whether requirement of Quorum met (details).	Date(s) of meeting of the committee in the previous quarter.	Maximum gap between any two consecutive meetings in number of days.	
29 th October, 2015	Yes	12 th August, 2015 26 th August, 2015	Sixty Three Days	
V. Related Party Transactions				
Subject			Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained			Yes	
Whether shareholder approval obtained for material RPT			Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes	
VI. Affirmations				
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015				
I. Audit Committee				
II. Nomination & Remuneration committee				
III. Stakeholders relationship committee				
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				



4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report shall be placed before Board of Directors in their forthcoming meeting for comments/observations/advice.

For The Waterbase Limited




G. Venkatram
Company Secretary

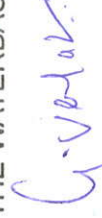


REPORT ON MATERIAL RELATED PARTY TRANSACTIONS WITH PINNAE FEEDS LIMITED UPTO 31st DECEMBER 2015 (i.e. FROM 1st OCTOBER, 2015 TO 31st DECEMBER, 2015)

As per the Regulation 27 (2)(b) of the SEBI (Listing Obligations And Disclosure Requirement) Regulation, 2015 details of all transactions with Related Parties as defined under Regulation 2(1)(zc) of SEBI (Listing Obligations And Disclosure Requirement) Regulation, 2015 is given below:

Sl. No	Name of the Related Party	Nature of related party relationship	Nature of transaction	Value of Transaction during the period 1st October, 2015 to 31st December, 2015 (in Rs. Crores)	Remarks
1	Pinnae Feeds Limited	Entity which is controlled by the Promoter	Purchase of Finished Feed (Net of Discount)	19.38	Shareholders' approval has been obtained in the General Meeting held on 30th September, 2015
			Deputation of Manpower	0.21	As above

For THE WATERBASE LTD.



Company Secretary