



FORM NO.MGT - 13

Report of Scrutinizer - The Waterbase Limited

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
THE CHAIRMAN
THE WATERBASE LIMITED
ANANTHAPURAM VILLAGE, T P GUDUR MANDAL,
SPSR NELLORE - 524344, ANDHRA PRADESH.

Respected Sir,

I, K.J. CHANDRA MOULI, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on 9th August, 2019 as the Scrutinizer for the purpose of "poll", conducted at the venue of the 32th Annual General Meeting held on 20th September, 2019 at 12.00 Noon at Hotel Minerva Grand, Grand Trunk Road, Saraswathi Nagar, Dargamitta, SPSR Nellore, Andhra Pradesh 524003.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Two Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholders did not match with the records have been treated as invalid and kept separately.
4. The votes were unblocked on Friday, the 20th September, 2019 after the meeting in the presence of two witnesses, namely, Mr. V.S.Devendran and Mr. S. Bharathi.

They have signed below in confirmation of the votes being unblocked in their presence.

Name: V.S.Devendran

Name: S. Bharathi



5. The result of the Poll is as under:

Item No - 1

Ordinary Resolution - Consideration of Financial Statements together with the reports of the Directors and Auditors thereon:

(i) Voted in **favour** of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |

(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

Item - 2

Ordinary Resolution - Declaration of Dividend:

(i) Voted in **favour** of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100.00% |



(ii) Voted against the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |

(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

Item - 3

Ordinary Resolution - Re-Appointment of Ms. Jyoti Thapar (DIN: 00031035) who retires by rotation:

(i) Voted in favour of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100.00% |

(ii) Voted against the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |

(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |



(d) Item - 4

Special Resolution - To approve the continuation of Directorship of Mr. Anil Kumar Bhandari (DIN: 00031194) as a Director of the Company:

(i) Voted in **favour** of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100.00% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |

(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

Item - 5

Ordinary Resolution - To approve appointment of Mr. Anil Kumar Bhandari (DIN: 00031194) as Independent Director of the company:

(i) Voted in **favour** of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100.00% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |



(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

Item – 6

Ordinary Resolution - To approve appointment of Mr. Ranjit Mehta (DIN:03172264) as Independent Director of the Company:

(i) Voted in **favour** of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100.00% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |

(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

Item – 7

Ordinary Resolution - To approve change in designation of Mr. Rahul Kapur (DIN: 00020624) as Independent Director of the Company:

(i) Voted in **favour** of the Resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 27405487 | 100.00% |




(ii) Voted **against** the resolution:

| Number of members present and voting (in person and proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 4 | 4 | 0.00% |

(iii) Invalid Votes:

| Number of members present and voting (in person and proxy) | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

For BP & Associates
Company Secretaries


K.J. CHANDRA MOULI
Partner

C.P. No: 15708 | M. No : 25315



Place: Chennai

Date: 21th September, 2019



BP & ASSOCIATES

Company Secretaries

Consolidated Scrutinizer's Report on Remote E-Voting & Poll conducted at the 32nd AGM of The Waterbase Limited held on September 20, 2019

To,
THE CHAIRMAN
THE WATERBASE LIMITED
ANANTHAPURAM VILLAGE, T P GUDUR MANDAL,
SPSR NELLORE - 524344, ANDHRA PRADESH.

Dear Sir,

Sub: Passing of Resolution(s) through electronic voting and Poll pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended.

I, K. J. Chandra Mouli, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on 9th August, 2019 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the "poll", conducted at the venue of the 32nd Annual General Meeting held on 20th September, 2019 at 12.00 Noon at Hotel Minerva Grand, Grand Trunk Road, Saraswathi Nagar, Dargamitta, SPSR Nellore, Andhra Pradesh-524003 pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby state that, I am familiar and well versed with the concept of electronic voting system and poll as prescribed under the said Rules.

The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the 32nd Annual General Meeting.

My responsibility as scrutinizer for the e-voting process and for the poll at the AGM is restricted to make Consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, the authorized agency engaged by the Company to provide facilities for e-voting and votes casted by the Shareholders via Ballot paper at the meeting venue when Poll conducted.

The E-Voting period begun at 9 AM on 17th September 2019 and ended at 5 PM on 19th September 2019. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 13th September 2019 have cast their vote electronically.

At the venue of the 32nd AGM of the company held on Friday, September 20, 2019, the Chairman suo motu ordered to conduct the "Poll" by the physical Ballot Forms to those Members present in the meeting but could not earlier participate in the Remote E-voting to record their votes.

On September 20, 2019, after Poll was conducted at the venue of the AGM - the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. Thereafter, the Ballot Forms were entered by me in CDSL E-Voting platform and the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. V. S. Devendran and Ms. S. BHARATHI who acted as the witnesses:

Name: Mr. V.S.Devendran

Name: Ms. S. Bharathi



Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the Poll conducted at the venue of the AGM, the details of which are as follows:

| Details | Remote E-Voting | Poll Conducted in AGM | Total Voting |
|--|--|-----------------------|--------------|
| Number of members who cast their votes | 18 | 18 | 36 |
| Total number of Shares held by them | 10335 | 27405491 | 27415826 |
| Valid votes | As per details provided under each one of the Resolution(s) mentioned hereunder. | | |
| Invalid/Abstained Votes | Various as mentioned under each of the Resolution. | | |

The results of the e-voting together with that of the poll are as under:

Item No - 1

Ordinary Resolution - Consideration of Financial Statements together with the reports of the Directors and Auditors thereon:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|--------------|--------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10101 | 0.04% | 234 | 0.00% | - | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0.00% | - | 27405491 | 99.96% |
| Total | 27415588 | 100.00% | 238 | 0.00% | - | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 2

Ordinary Resolution - Declaration of Dividend:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|-----------|--------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10131 | 0.04% | 204 | 0% | - | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0% | - | 27405491 | 99.96% |
| Total | 27415618 | 100.00% | 208 | 0% | - | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 3

Ordinary Resolution - Re-Appointment of Ms. Jyoti Thapar (DIN: 00031035) who retires by rotation:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|--------------|--------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10096 | 0.04% | 239 | 0.00% | 0 | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0.00% | 0 | 27405491 | 99.96% |
| Total | 27415583 | 100.00% | 243 | 0.00% | 0 | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.



Item No - 4

Special Resolution - To approve the continuation of Directorship of Mr. Anil Kumar Bhandari (DIN: 00031194) as a Director of the Company:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|-----------|--------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10096 | 0.04% | 239 | 0% | 0 | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0% | 0 | 27405491 | 99.96% |
| Total | 27415583 | 100.00% | 243 | 0% | - | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Special Resolution passed with requisite Majority.

Item No - 5

Ordinary Resolution - To approve appointment of Mr. Anil Kumar Bhandari (DIN: 00031194) as Independent Director of the company:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|--------------|--------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10096 | 0.04% | 239 | 0.00% | 0 | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0.00% | 0 | 27405491 | 99.96% |
| Total | 27415583 | 100.00% | 243 | 0.00% | - | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 6

Ordinary Resolution - To approve appointment of Mr. Ranjit Mehta (DIN:03172264) as Independent Director of the Company:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|--------------|--------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10096 | 0.04% | 239 | 0.00% | 0 | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0.00% | 0 | 27405491 | 99.96% |
| Total | 27415583 | 100.00% | 243 | 0.00% | - | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.



Item No - 7

Ordinary Resolution - To approve change in designation of Mr. Rahul Kapur (DIN: 00020624) as Independent Director of the Company:

| Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained Votes | Total | |
|----------------|----------------------------------|----------------|------------------------------|--------------|--------------------------------|-----------------|----------------|
| | Nos. | % | Nos. | % | | Nos. | % |
| e-Voting | 10096 | 0.04% | 239 | 0.00% | 0 | 10335 | 0.04% |
| Poll* | 27405487 | 99.96% | 4 | 0.00% | 0 | 27405491 | 99.96% |
| Total | 27415583 | 100.00% | 243 | 0.00% | - | 27415826 | 100.00% |

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,
For BP & Associates
Company Secretaries


K. J. CHANDRA MOULI
Partner
C P No: 15708 | M. No : 25315



Place: Chennai
Date: 21th September, 2019