



**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**

01st October 2020

Corporate Relationship Department
BSE Limited,
Floor No. 25, P J Towers,
Dalal Street,
Mumbai- 400 001.

Ref: Security code: 523660

Sub: Intimation regarding Summary of Proceedings of the 33rd Annual General Meeting of The Waterbase Limited (AGM / Meeting) and Scrutiniser's Report

Dear Sir/Madam,

The 33rd AGM of the Members of The Waterbase Limited ('the Company') was held on Tuesday, September 29, 2020 at 12.00 Noon. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Please find attached the summary of proceedings and the scrutinisers Report for the e-voting conducted at the meeting.

You are requested to take the same on your record.

Thanking you

For **The Waterbase Limited**

R. Achuthan
Company Secretary & 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





Summary of Proceedings of the 33rd Annual General Meeting of The Waterbase Limited (AGM / Meeting)

The 33rd AGM of the Members of The Waterbase Limited ('the Company') was held on Tuesday, September 29, 2020 at 12.00 Noon. (IST) through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Directors Present:

Mr. Vikram Thapar, Chairman, Mr. Anil Bhandari, Chairperson of the Audit Committee, Mr. Varun Thapar, Non-executive director and Mrs. Shashikala Venkatraman Independent Director were present at the Meeting through VC from their respective locations.

Statutory Auditors and Secretarial Auditors :

Mr. Abhijit Bandyopadhyay, Partner & Mr. Hemant Nahata, Senior Manager of the Statutory Auditors M/s. Deloitte Haskins & Sells LLP, Mr. A Rangarajan & Mrs. Usha partners of the Secretarial Auditors, M/s Arub & Associates, were present at the Meeting through VC from their respective locations.

Scrutiniser for the AGM:

Mr. Chandramouli, representative of BP & Associates, the Scrutiniser appointed to scrutinise the e-voting process at the 33rd AGM of the Company was also present at the Meeting through VC from his location.

Key Managerial Personnel present:

Mr. Ramakanth V Akula, Chief Executive Officer, Mr. R. Sureshkumar- Chief Financial Officer, Mr. R. Achuthan Company Secretary & Compliance Officer were present at the meeting through VC from their respective locations.

Summary of Proceedings of the Meeting:

Mr. Vikram Thapar, took the chair, welcomed the Members, Directors to the Meeting. The Chairman called the Meeting to order upon confirmation from the Company Secretary that requisite quorum is present.

The Chairman then informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging in to CDSL website. The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM.

Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 were available for inspection in electronic mode, should any Member request for the same.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2020 were taken as read. There were no qualifications, or adverse remarks in the Statutory and Secretarial Auditor's Reports.

The Chairman then delivered his message covering the macro-economic environment and future outlook. He then invited the CEO to speak about the performance of the Company and the strategy.

In terms of the Notice dated August 27, 2020 convening the 33rd AGM of the Company, the following business were transacted at the Meeting through e-voting. All Resolutions were Ordinary Resolutions.



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1. Consideration of Financial Statements together with the reports of the Directors and Auditors thereon:

To receive, consider and adopt :

- a. the Audited Standalone Financial Statements of the Company for the year ended 31st March 2020, together with the Report of the Directors' and the Report of the Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 together with the Report of the Directors' and the Report of the Auditors thereon.

2. Re-appointment of Mr. Varun Aditya Thapar who retires by rotation:

To appoint a Director in place of Mr. Varun Aditya Thapar (DIN: 02322660), who retires by rotation in accordance with section 152 of the Companies Act 2013 and being eligible, offers himself for re-appointment

3. To approve appointment of Ms. Shashikala Venkatraman as an Independent Director of the company.

Members who had registered as speakers and shared their questions were given an opportunity to ask questions and seek clarification(s). Mr.Varun Thapar, Non-executive Director and Mr. Ramakanth Akula, CEO appropriately responded to the questions raised.

Mr. Akula then took up the questions that had been received from shareholders through email and the questions were answered by Mr.Varun Thapar, Mr. Akula and Mr.Sureshkumar, CFO.

Post the question and answer session, the Chairman authorised Mr. R.Achuthan to carry out the e-voting process and conclude the Meeting. The Chairman further informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at www.waterbaseindia.com within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Meeting was closed.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.
All the Resolutions have been passed with requisite majority.

This is for your information and records.

Thanking you

Yours Sincerely

For The Waterbase Limited


R.Achuthan

Company Secretary & Compliance Officer



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BP & ASSOCIATES
Company Secretaries

Consolidated Scrutinizer's Report - The Waterbase Limited

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 33rd Annual General Meeting of the Equity Shareholders of The Waterbase Limited held on Tuesday, the 29th September, 2020 at 12.00 Noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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 of THE WATERBASE LIMITED ("the Company") at its meeting held on 27th August 2020 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the **33rd Annual General Meeting ("AGM")** of the Equity Shareholders of "The Waterbase Limited" held on Tuesday, the **29th September, 2020 at 12.00 Noon** (Indian Standard Time) through Video Conference (VC) / Other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the General Circular No. 14/2020 dated 08th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 5th May, 2020, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with Circular dated 12th May, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid 19 pandemic".

I hereby state that, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

1. 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 Annual General Meeting.






BP & ASSOCIATES

Company Secretaries

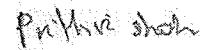
2. My responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
3. The e-Voting period remained open from Saturday, the 26th September, 2020 at 9.00 A.M and ended on Monday, the 28th September, 2020 at 5.00 p.m. 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., Tuesday, 22nd September, 2020 have casted their vote electronically were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 33rd Annual General Meeting of "THE WATERBASE LIMITED" (Item Number 1 to 3 of the Notice of the 33rd AGM of THE WATERBASE LIMITED).
4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

The votes were unblocked on Tuesday, the 29th September, 2020 after the meeting in the presence of two witnesses, namely, Mr. D. Rangarajan and Mr. Prithvi Shah

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

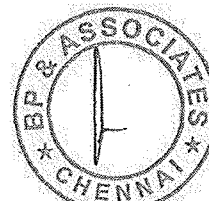


Name: D. Rangarajan



Name: Prithvi Shah

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.





6 The result of the E- voting is as under:

Item No - 1

Ordinary Resolution - Consideration of Financial Statements together with 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.	%
Remote e-Voting	251,79,277	100.00%	6	0.00%	-	251,79,283	100.00%
e-Voting at AGM	551	0.00%	-	0.00%	-	551	0.00%
Total	251,79,828	100.00%	6	0.00%	-	251,79,834	100.00%

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

Item No - 2

Ordinary Resolution - Re-appointment of Mr. Varun Adithya Thapar who retires by rotation:

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	251,79,077	100.00%	206	0.00%	-	251,79,283	100.00%
e-Voting at AGM	551	0.00%	-	0.00%	-	551	0.00%
Total	251,79,628	100.00%	206	0.00%	-	251,79,834	100.00%

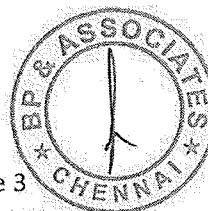
Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No - 3

Ordinary Resolution - To approve appointment of Ms. Shahikala Venkataraman 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.	%
Remote e-Voting	251,79,077	100.00%	206	0.00%	-	251,79,283	100.00%
e-Voting at AGM	551	0.00%	-	0.00%	-	551	0.00%
Total	251,79,628	100.00%	206	0.00%	-	251,79,834	100.00%

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





BP & ASSOCIATES
Company Secretaries

7 All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries

K.J. Chandra Mouli

Partner

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

UDIN:A025315B000807131

Place: Chennai

Date: 29th September, 2020

