

**SCRUTINIZER'S COMBINED REPORT OF E-VOTING AND PHYSICAL VOTING OF MEMBERS OF  
THE WATERBASE LIMITED AT THE AGM ON WEDNESDAY, THE 30<sup>th</sup> SEPTEMBER, 2015**

To

The Chairman of the 28<sup>nd</sup> Annual General Meeting of the Members of The Waterbase Limited (the company) held on Wednesday, the 30<sup>th</sup> September, 2015 at the Registered Office of the Company at Ananthapuram Village, T P Gudur Mandal, Nellore, Andhra Pradesh – 524 344

Dear Sir,

**Sub: Passing of Resolutions through E-voting and poll conducted at the 28<sup>th</sup> Annual General Meeting (AGM)**

1. I, S. Sudarshan, Partner of Sudarshan Tamilselvi & Associates, Chartered Accountants in practice (Membership Number 200524 and Firm Registration Number 0053165) have been appointed by the Board of Directors of the Company as scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting as per the terms of the Listing Agreement and pursuant to the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions mentioned in the notice to the 28<sup>th</sup> AGM of the Company, held on Wednesday, the 30<sup>th</sup> day of September, 2015 at the Registered Office of the Company at Anantapuram Village, T P Gudur Mandal, Nellore, Andhra Pradesh – 524 344.
2. The management of the Company is responsible to ensure the compliance with the requirement of the provisions of the Companies Act, 2013 and the Rules therein relating to voting through electronic means and voting through ballot at the venue of the AGM on the resolutions mentioned in the Notice to the 28<sup>th</sup> AGM. My responsibility as a scrutinizer, for the voting process, is restricted to make a Scrutinizer's report of the votes casted "in-favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL (Central Depository Services India Private Limited), the authorized agency to provide e-voting facilities engaged by the company and the report on physical ballots casted at the venue of the AGM.
3. I have rendered scrutinizers' report separately as required by the provisions of the Companies Act, 2013 in Form MGT-13 and hereby, I am submitting the consolidated Scrutinizer's report pursuant to Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 on all the resolutions contained in the Notice of the aforesaid AGM.
4. The results of the e-voting together with the poll is summarized below:



**Resolution No 1 in the Notice of AGM:**

Description of resolution		To Adopt the audited financial statements of the Company for the year ended 31 <sup>st</sup> March 2015 together with the Reports of the Board of directors and the auditors thereon					
Resolution required		Ordinary Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20253347	52.47%	20253347	0	100%	0
Public	18349903	537346	1.39%	536896	450	99.92%	0.08%
<b>TOTAL</b>	<b>38603250</b>	<b>20790693</b>	<b>53.86%</b>	<b>20790243</b>	<b>450</b>		

**Resolution No 2 in the Notice of AGM:**

Details of agenda		Confirmation of Interim Dividend of Re. 1 per equity share and declaration of final dividend of 50 paise per equity shares for the Financial year ended 31 <sup>st</sup> March, 2015					
Resolution required		Ordinary Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20253347	52.47%	20253347	0	100%	0
Public	18349903	537346	1.39%	537346	0	100%	0
<b>TOTAL</b>	<b>38603250</b>	<b>20790693</b>	<b>53.86%</b>	<b>20790693</b>	<b>0</b>		



**Resolution No 3 in the Notice of AGM:**

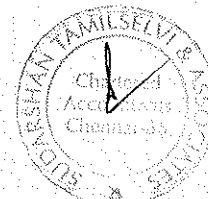
Details of agenda		Re-appointment of Mrs. Jyoti Thapar as director, who retires by rotation and offers herself for Re-appointment					
Resolution required		Ordinary Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20179847	52.27%	20179847	0	100%	0
Public	18349903	537346	1.39%	536896	450	99.92%	0.08%
<b>TOTAL</b>	<b>38603250</b>	<b>20717193</b>	<b>53.66%</b>	<b>20716743</b>	<b>450</b>		

**Resolution No 4 in the Notice of AGM:**

Details of agenda		Ratification of appointment of Statutory Auditors for the financial year 2015-16					
Resolution required		Ordinary Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20253347	52.47%	20253347	0	100%	0
Public	18349903	537346	1.39%	536896	450	99.92%	0.08%
<b>TOTAL</b>	<b>38603250</b>	<b>20790693</b>	<b>53.86%</b>	<b>20790243</b>	<b>450</b>		

**Resolution No 5 in the Notice of AGM:**

Details of agenda		Approval of Material Related Party transaction with Pinnac Feeds Limited as required under clause 49 of the Listing Agreement					
Resolution required		Special Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	0	0	0	0	0	0
Public	18349903	535601	1.38%	535151	450	99.92%	0.08%
<b>TOTAL</b>	<b>38603250</b>	<b>535601</b>	<b>1.38%</b>	<b>535151</b>	<b>450</b>		



**Resolution No 6 in the Notice of AGM:**

Details of agenda		Modification and Fixation of the Borrowing powers of the Board under section 180(1)(c) of the Companies Act, 2013 up to Rs. 100 Crore					
Resolution required		Special Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20253347	52.47%	20253347	0	100%	0
Public	18349903	537346	1.39%	537346	0	100%	0
TOTAL	38603250	20790693	53.86%	20790693	0		

**Resolution No 7 in the Notice of AGM:**

Details of agenda		Authorization for Creation of charges on the assets of the Company under section 180(1)(a) of the Companies Act, 2013					
Resolution required		Special Resolution					
Mode of voting		E-voting/Poll					
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20253347	52.47%	20253347	0	100%	0
Public	18349903	537346	1.39%	536896	450	99.92%	0.08%
TOTAL	38603250	20790693	53.86%	20790243	450		

Yours truly

For Sudarshan Tamilselvi & Associates  
 Chartered Accountants (FRN005316s)




**S. Sudarshan**

Partner - MN.200524

Chennai, 30th September 2015

