

August 19, 2022

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

**Ref: Scrip Code: 523660 / WATERBASE**

Dear Madam / Sir,

**Sub: Summary of Proceedings of the 35<sup>th</sup> Annual General Meeting ('AGM'), Scrutinizer's Report and Voting Results of the 35<sup>th</sup> AGM of The Waterbase Limited ('the Company')**

Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13<sup>th</sup> April 2020, 5th May 2020, 13th January 2021, 8<sup>th</sup> December 2021 and 14th December 2021 followed by Circular No. 2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter referred to as "SEBI Circulars") and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 35<sup>th</sup> AGM of the Company was held on Thursday, August 18, 2022 at 12 Noon (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of its Members at a common venue, to transact the business as stated in the AGM Notice dated July 26, 2022 ('Notice').

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations, as amended.
- 2) The Scrutinizer's Report dated August 18, 2022, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended, along with the combined voting results of remote e-voting and e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended.



**Registered Office / Factory:**

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

**T:** +91 70759 33457 | **E:** info@waterbaseindia.com | **CIN:** L05005AP1987PLC018436



As per the Scrutinizer's Report, which has been countersigned by the Company Secretary, all the resolutions for the agenda items set out in the Notice of the 35<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.

The Scrutinizer's Report has also been uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

For The Waterbase Limited



T.B.Srikanth  
Company Secretary & Compliance Officer



Encl: as stated

**Proceedings of the 35<sup>th</sup> Annual General Meeting (AGM) of The Waterbase Limited., held on Thursday, August 18, 2022, at 12 Noon through Video Conferencing / Other Audio-Visual Means.**

The following persons were present through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

**Directors Present:**

S. No.	Name	Designation
1	Mr. Varun Aditya Thapar	Non- Executive Director and member of • Audit Committee and Nomination & Remuneration Committee and • Stakeholders Relationship Committee
2	Mr. Anil Kumar Bhandari	Independent Director and Chairman of • Audit Committee and • Nomination & Remuneration Committee
3	Ms. Shashikala Venkatraman	Independent Director and member of CSR Committee
4	Mr. Rahul Kapur	Independent Director and member of • Audit Committee and • Nomination & Remuneration Committee

**Key Managerial Personnel Present:**

S. No.	Name	Designation
1	Mr. Ramakanth V Akula	Chief Executive Officer (CEO)
2	Mr. R Sureshkumar	Chief Financial Officer (CFO)
3	Mr. T B Srikanth	Company Secretary and Compliance Officer

**Statutory Auditor and Secretarial Auditor:**

- 1) Mr. Abhijit Bandyopadhyay, Partner, M/s Deloitte Haskins & Sells LLP, Statutory Auditors of the company, was present.
- 2) Mr. Rengarajan A, from M/s Rengarajan & Associates, Secretarial Auditor of the company, was present.

**Scrutinizer of the 35<sup>th</sup> Annual General Meeting:**

Mr. K. J. Chandra Mouli, Partner, M/s BP & Associates, Company Secretaries in Practice, the Scrutinizer for the 35<sup>th</sup> AGM was also present through VC / OAVM.

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### **Proceedings:**

The 35<sup>th</sup> AGM of the Members of The Waterbase Limited ('the Company') was held on Thursday, August 18, 2022, at 12 Noon (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). The Meeting was conducted in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') owing to the continuation of Covid-19 pandemic situation.

The Company had availed the facilities provided by the Central Depositories Services Limited (CDSL) for convening the AGM through VC / OAVM, for remote e-voting and for e-voting at the AGM.

The Company Secretary welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

He also informed the members that due to certain health exigencies Mr. Vikramaditya Mohan Thapar, Chairman of the company could not attend the meeting. Considering the same as per Articles of Association of the Company and provisions of The Companies Act 2013 the members may elect any other Director as the Chairman.

The authorized representative of Nav Srijit Shakti Telangana Private Limited, proposed the name of Mr. Varun Thapar as the Chairman for the 35<sup>th</sup> Annual General Meeting. The same was seconded by Mr. K Ashok Kumar one of the shareholder.

Thereafter, Mr. Varun Aditya Thapar chaired the meeting. He welcomed all the shareholders to the 35<sup>th</sup> Annual General Meeting.

After confirming with the CS on the availability of quorum, he called the meeting to Order.

The Chairman then welcomed and introduced the other Directors on the Board of Waterbase to the members. He also informed that due to certain exigencies Mr. Ranjit Mehta Independent Director, could not attend the meeting.

He also confirmed that Chairman of the Audit Committee and Nomination and Remuneration Committee was present while for the Stakeholders Relationship Committee (SRC), Mr. Vikramaditya Mohan Thapar had delegated Mr. Vanil Thapar (Member, SRC) to represent, considering his non-availability.

Thereafter, he extended a warm welcome to the CEO, CFO, Statutory Auditors, Secretarial Auditors and the Scrutinizer.

The Chairman then briefed the members about the performance highlights of the company for the financial year 2021-22. He also explained in detail, the industry scenario, challenges faced

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by the company and the actions taken by the Company to overcome the challenges. He also briefed on the global market situation.

Thereafter he requested Mr. Ramakanth V Akula, Chief Executive Officer to brief the members on the Business and financial performance of the Company.

Mr. Ramakanth Akula then addressed the members and gave insights on the business performance, overall sectoral outlook and the various initiatives the company had taken in the last 1 year. He also highlighted on some of the recent developments in the sector and gave a broad global and sectoral overview.

Thereafter, the Chairman requested the Company Secretary to brief the businesses which were to be transacted during the AGM.

The Company Secretary then briefed the members that the following businesses need to be transacted at the AGM as per the notice dated July 26, 2022.

**Ordinary Business:**

1. Consideration of Audited Financial Statements for FY 2021-22, together with the reports of the Directors and Auditors thereon.
2. Re-appointment of Mr. Varun Aditya Thapar (DIN: 02322660) as Non – Executive Director, who retires by rotation and being eligible seeks reappointment
3. Re-appointment of Deloitte Haskins & Sells as the Statutory Auditors of the Company for another term of 5 years from the conclusion of the 35<sup>th</sup> Annual general Meeting

**Special Business:**

4. To approve the continuation of Directorship of Mr. Vikramaditya Mohan Thapar (DIN: 00030967) as a Non-Executive Director of the Company in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary then informed that few of the shareholders had registered as speaker shareholders for speaking at the AGM and requested the permission of the Chairman to allow the same.

The Chairman agreed and asked the Company Secretary to invite the speaker shareholders one by one.

Thereafter, the Company Secretary called the names of the speaker shareholders one by one and all of them expressed their views and raised questions. Further, the questions received through e-mail were also put up to the Board and the Senior Management.



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The Chairman, CEO and CFO responded to all the questions.

The Company Secretary then informed that a total of 59 members representing 2,83,49,963 shares constituting 68.43% of the share capital attended the AGM.

The Chairman then proposed a formal vote of thanks to all the Shareholders, Directors, and other Invitees who attended the AGM.

He also informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed within 48 hours from the conclusion of the Meeting and will also be made available on the website of the Company at [www.waterbaseindia.com](http://www.waterbaseindia.com). He authorized the Company Secretary to do the needful.

After completion of all deliberations, the e-voting module was extended for another 15 minutes to enable the members to cast their votes.

The meeting concluded at 2:30 p.m.

Post the conclusion of the e-voting, the Scrutinizers' report was received.

As per the report, all the proposed resolutions had been passed with requisite majority.

This is for your kind information and record.

For The Waterbase Limited



T.B. Srikanth  
Company Secretary & Compliance Officer



**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,

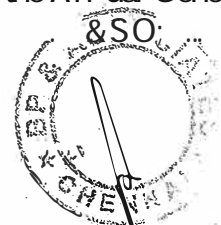
The Chairman of 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of The Waterbase Limited held on Thursday, the 18<sup>th</sup> August, 2022 at 12.00 pm IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai - 83, have been appointed as the Scrutinizer by the Board of Directors of The Waterbase Limited ("the Company") at its meeting held on 12<sup>th</sup> May, 2022 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 35<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of "The Waterbase Limited" held on Thursday, the 18<sup>th</sup> day of August, 2022 at 12.00 PM (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 08<sup>th</sup> April, 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> 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, 02/2021, 19/2021, 21/2021 dated 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December 2021 and 14<sup>th</sup> December 2021 followed by Circular No. 2/2022 dated 5<sup>th</sup> May 2022 issued by the Ministry of Corporate Affairs in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

We hereby state that, We are 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.



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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 9.00 AM on Monday, the 15<sup>th</sup> August, 2022 and ended at 5.00 PM on Wednesday the 17<sup>th</sup> August, 2022. 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., Thursday, 11<sup>th</sup> August, 2022 have cast their vote electronically were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 35<sup>th</sup> Annual General Meeting 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 evoting 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 evoting 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 .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.

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.



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

Item No- 1

**Ordinary Resolution - Consideration of Audited 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.	%
Remote e-Voting	28,189,359	100.00%	545	0.00%	-	28,189,904	100.00%
e-Voting	10	0.00%	10	0.00%	-	20	0.00%
<b>Total</b>	<b>28,189,369</b>	<b>100.00%</b>	<b>555</b>	<b>0.00%</b>	<b>-</b>	<b>28,189,924</b>	<b>100.00%</b>

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

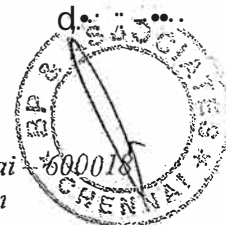
Item No – 2

**Ordinary Resolution - Re-appointment of Mr. Varun Aditya Thapar (DIN: 02322660) 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	28,189,184	100.00%	720	0.00%	-	28,189,904	100.00%
e-Voting	20	0.00%	-	0.00%	-	20	0.00%
<b>Total</b>	<b>28,189,204</b>	<b>100.00%</b>	<b>720</b>	<b>0.00%</b>	<b>-</b>	<b>28,189,924</b>	<b>100.00%</b>

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

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Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
, Èa ô □ ¥...o È¼	28,189,224	100.00%	680	0.00%	-	28,189,904	100.00%
-† ò È½	20	0.00%	-	0.00%	-	20	0.00%
<b>Total</b>	<b>28,189,244</b>	<b>100.00%</b>	<b>680</b>	<b>0.00%</b>	<b>-</b>	<b>28,189,924</b>	<b>100.00%</b>

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Item No – 4

**Special Resolution - To approve the continuation of Directorship of Mr. Vikramaditya Mohan Thapar (DIN: 00030967) as a Non-Executive Director of the Company in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
f @ ot̄ °-Vo Ò¾¼	28,189,184	100.00%	720	0.00%	-	28,189,904	100.00%
e-V ÷tinç	20	0.00%	-	0.00%	-	20	0.00%
<b>Total</b>	<b>28,189,204</b>	<b>100.00%</b>	<b>720</b>	<b>0.00%</b>	<b>-</b>	<b>28,189,924</b>	<b>100.00%</b>

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The Waterbase Limited - 35th Annual General Meeting


Consolidated Scrutinizer's Report

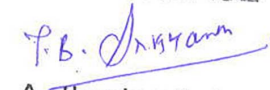


**BP & ASSOCIATES**  
Company Secretaries

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 35<sup>th</sup> 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 :F11720  
UDIN: F011720D000812333  
Place: Chennai  
Date: 18<sup>th</sup> August, 2022

COUNTER SIGNED AS PER APPROVAL  
For THE WATERBASE LTD.  
  
Authorised signatory

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