

**Format of Quarterly Compliance Report on Corporate Governance**
**Name of the Company: The Waterbase Limited**
**Quarter ending on: 30<sup>th</sup> June, 2015**

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks   |
|---|-----------------------------|--------------------------|---|
| II. Board of Directors                                  | 49 (II)                     |                          |   |
| (A) Composition of Board                                | 49 (IIA)                    | Yes                      |   |
| (B) Independent Directors                               | 49 (IIB)                    | Yes                      |   |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC)                    | Yes                      |   |
| (D) Other provisions as to Board and Committees         | 49 (IID)                    | Yes                      |   |
| (E) Code of Conduct                                     | 49 (IIE)                    | Yes                      |   |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | Yes                      |   |
| III. Audit Committee                                    | 49 (III)                    |                          |   |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | Yes                      |   |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | Yes                      |   |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | Yes                      |   |
| (D) Role of Audit Committee                             | 49 (IIID)                   | Yes                      |   |
| (E) Review of Information by Audit Committee            | 49 (IIIE)                   | Yes                      |   |
| IV. Nomination and Remuneration Committee               | 49 (IV)                     | Yes                      |   |
| V. Subsidiary Companies                                 | 49 (V)                      | NA                       | The Company does not have any Subsidiaries.                                   |
| VI. Risk Management                                     | 49 (VI)                     | Yes                      | The requirement of Risk Management Committee is not applicable to the Company |
| VII. Related Party Transactions                         | 49 (VII)                    | Yes                      |   |
| VIII. Disclosures                                       | 49 (VIII)                   |                          |   |
| (A) Related party transactions                          | 49 (VIIIA)                  | Yes                      | Details of transaction with Pinnac Feeds Limited is given in Annexure-1       |


**Registered Office / Factory:**

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

T: 0861 2165009 | 2165021 | 2165023 | E: info@waterbaseindia.com | CIN: L05005AP1987PLC018436



|   |             |     |  |
|---|-------------|-----|--|
| (B) Disclosure of Accounting Treatment                                  | 49 (VIII B) | Yes | Disclosed in Annual Report 2013-14. Will be complied with in the Financial Statements for 2014-15. |
| (C) Remuneration of Directors   | 49 (VIII C) | Yes | Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15.        |
| (D) Management  | 49 (VIII D) | Yes | Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15.        |
| (E) Shareholders  | 49 (VIII E) | Yes | Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15.        |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | NA  |  |
| IX. CEO/CFO Certification   | 49 (IX)     | Yes | Complied with for 2014-15. Disclosure will be made in the Annual Report for 2014-15.               |
| X. Report on Corporate Governance                                       | 49 (X)      | Yes | Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15.        |
| XI. Compliance  | 49 (XI)     | Yes | Disclosed in Annual Report 2013-14. Will be complied with in the Annual Report for 2014-15.        |

For THE WATERBASE LIMITED

**G VENKATRAM**  
COMPANY SECRETARY

**Registered Office / Factory:**

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ISO 9001 : 2008  
Shrimp Feed

**Annexure-1**
**REPORT ON MATERIAL RELATED PARTY TRANSACTIONS WITH PINNAE FEEDS LIMITED  
 UPTO 30<sup>th</sup> JUNE, 2015 (i.e. FROM 1<sup>ST</sup> APRIL, 2015 TO 30<sup>th</sup> JUNE, 2015)**

As per the Clause 49 (VIII) (a) of the Listing Agreement, details of all material transactions with Related Parties (which is defined as transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements).

| Sl. No | Name of the Related Party | Nature of related party relationship       | Nature of transaction                        | Value of Transaction during the period 1 <sup>st</sup> April, 2015 to 30 <sup>th</sup> June, 2015 (in Rs. Crores) | Remarks  |
|--------|---------------------------|--|--|---|--|
| 1      | Pinnae Feeds Limited      | Entity which is controlled by the Promoter | Purchase of Finished Feed (Net of Discounts) | 33.64   | Audit Committee's approval has been obtained on November 10, 2014. Shareholders' approval will be obtained in the forthcoming General Meeting* |
|        |                           |  | Deputation of Manpower                       | 0.29  | As above   |

**\*Note:** Approval of the shareholders shall be obtained in the forthcoming AGM of the Company as the transaction is covered under Clause 49 (VII) (B) of the Listing Agreement. Since the contracts were existing prior to the date of Circular No. CIR/CFD/POLICY CELL/2/2014, as specified by the Circular, approval from shareholders shall be taken in the first General Meeting held after 1<sup>st</sup> October, 2014 i.e. in the forthcoming general meeting.

For THE WATERBASE LTD.

  
 Company Secretary