

**SCRUTINIZER'S COMBINED REPORT OF E-VOTING AND PHYSICAL VOTING OF MEMBERS OF
THE WATERBASE LIMITED AT THE AGM ON MONDAY, THE 29TH SEPTEMBER, 2014**

To
The Chairman of
27nd Annual General Meeting of the members of The Waterbase Limited,(the company) held on the
29th September, 2014 at the Registered Office of the Company at Ananthapuram Village, T.P.Gudur
Mandal, Nellore-524344 , Andhra Pradesh

Dear Sir,

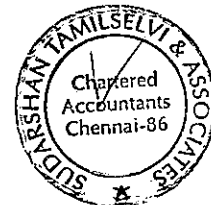
Sub: Passing of Resolutions through E-voting and poll conducted at the 27th Annual General Meeting

1. I S.Sudarshan, partner Sudarshan Tamilselvi & Associates, Chartered Accountants in practice (Membership no.200524 and FRN 005316S) have been appointed by the Board of Directors of The Waterbase Limited (the company) as a scrutinizer for the purpose of scrutinizing the voting process and ascertaining the result of such voting carried out as per the terms of listing agreement read with provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Companies(Management and Administration) Rules, 2014 on the resolutions contained in the notices to the 27th General Meeting(AGM) of the members of the Company, held on Monday, the 29th day of September, 2014 at the Registered Office of the Company at Anantapuram Village, TP Gudur Mandal, Nellore -524344

2.The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice to the 27th Annual General Meeting(AGM) of the members of the company. My responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's report of the votes cast "infavour" 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.

3.At the 27th Annual General Meeting of the Company held on 29th September, 2014, the Chairman had suo-motto called for a poll to facilitate members who present in the meeting and who could not participate in the e-voting to record their votes through poll process. The Chairman had appointed me as the Scrutinizer for the same.

The results of the e-voting together with poll is summarized below:



Resolution No 1 in the Notice of AGM:

Description of resolution	Adopt the audited financial statements of the Company for the year ended 31 st March 2014 together with the Reports of the Board of directors and the auditors thereon
Resolution required	Ordinary
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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19198	0	100%	0
TOTAL	38603250	20272545		20272545			

Resolution No 2 in the Notice of AGM:

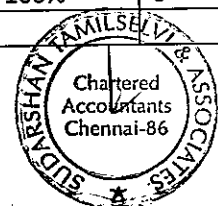
Details of agenda	Appointment of director in place of Mr.Vikram M Thapar who retires by rotation and being eligible offers himself for reappointment
Resolution required	Ordinary
Mode of voting	E-voting/Poll

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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19196	2	99.99%	0.01%
TOTAL	38603250	20272545		20272543	2		

Resolution No 3 in the Notice of AGM:

Details of agenda	Appointment of auditors of the company
Resolution required	Ordinary
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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19198	0	100%	0
TOTAL	38603250	20272545		20272545			



Resolution No 4 in the Notice of AGM:

Details of agenda	Appointment of Mr. Varun Aditya Thapar as Director of the company
Resolution required	Ordinary
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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19196	2	99.99%	0.01%
TOTAL	38603250	20272545		20272543	2		

Resolution No 5 in the Notice of AGM:

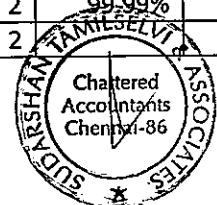
Details of agenda	Appointment of Mr. Anil Kumar Bhandari as Independent Director
Resolution required	Ordinary
Mode of voting	E-voting/Poll

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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19196	2	99.99%	0.01%
TOTAL	38603250	20272545		20272543	2		

Resolution No 6 in the Notice of AGM:

Details of agenda	Appointment of Lt Gen Deepak Summanwar (Retd) as Independent Director
Resolution required	Ordinary
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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19196	2	99.99%	0.01%
TOTAL	38603250	20272545		20272543	2		



Resolution No 7 in the Notice of AGM:

Details of agenda	Appointment of Mr. Nakul Kamani as Independent Director
Resolution required	Ordinary
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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19198	0	100%	0
TOTAL	38603250	20272545		20272545			

Resolution No 8 in the Notice of AGM:

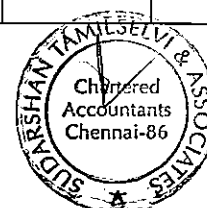
Details of agenda	Appointment of Mr. Ranjit Mehta as Independent Director
Resolution required	Ordinary
Mode of voting	E-voting/Poll

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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	19198	0	100%	0
TOTAL	38603250	20272545		20272545			

Resolution No 9 in the Notice of AGM:

Details of agenda	Payment of Commission to Directors
Resolution required	Special
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	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	18696	502	97.39%	2.61%
TOTAL	38603250	20272545		20272043	502		



Resolution No 10 in the Notice of AGM:

Details of agenda	Borrowing powers of the Board
Resolution required	Special
Mode of voting	E-voting/Poll

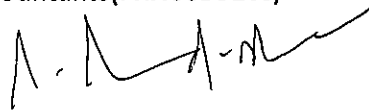
Category	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	20253347	20253347	100%	20253347	0	100%	0
Public	18349903	19198	0.10%	18696	502	97.39%	2.61%
TOTAL	38603250	20272545		20272043	502		

Thanking You,

Yours truly

For Sudarshan Tamilselvi & Associates

Chartered Accountants(FRN005316s)



S.Sudarshan, Partner(MN.200524)

Chennai

30th September ,2014

