

Scrutinizer's Report

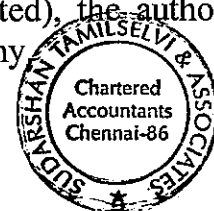
(Pursuant to section 108 of the Companies Act, 2013 and rule 20(30)(xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman,
Of 27th Annual General Meeting of the Members of
THE Waterbase Ltd (the company)
To be held on 29th day of September, 2014
At the Registered Office of the Company at Anantapuram Village, TP Gudur
Mandal, Nellore -524344

Dear sir,

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 e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 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, to be held on 29th day of September, 2014 at the Registered Office of the Company at Anantapuram Village, TP Gudur Mandal, Nellore - 524344

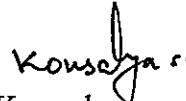
2.The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice to the 27th Annual General Meeting(AGM) of the members of the company. My responsibility as a scrutinizer for the e-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. Further to the above, I submit my report as under:

- i) The e-voting period remained open from 23rd September 2014 at 9 AM to 25th September, 2014 till 6 PM.
- ii) The members of the Company as on the "cut-off" date ie 22nd August, 2014 were entitled to vote on the resolutions (item nos 1 to 10 as set out in the Notice of the 27th AGM of the Company)
- iii) The votes case were unblocked on the 25th September at 6.15 pm in the presence of 2 witnesses, K.Chandrasekar and Mrs. Kousalya s ,who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.


Name: K.Chandrasekar


Name: Kousalya s

iv) Thereafter the details containing inter-alia , list of Equity Shareholders , who voted "for" and "against" each of the resolutions that were put to vote, were generated from e-voting website of CDSL (Central Depository Services India Private Limited (<https://www.evotingindia.com>) and based on such reports generated, the result of e-voting is as under:

Resolution	Mode of voting	Ballots received	Total shares	Votes infavour	Votes against	Invalid votes
Item No1 Adoption of audited financial statements for the ye 31.3.2014 together with Directors report and Auditors report	e-voting	15	122277	122277	0	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122277	0	0

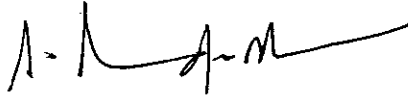
Resolution	Mode of voting	Ballots received	Total shares	Votes infavour	Votes against	Invalid votes
Item No.2 Re appointment of Mr. Vikram Thapar as director	Electronic voting	15	122277	122275	2	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122275	2	0
Item No.3 Appointment of Statutory Auditors of the Company	Electronic voting	15	122277	122277	0	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122277	0	0
Item No.4.Appointm ent of Varun Aditya Thapar as director	Electronic voting	15	122277	122275	2	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122275	2	0
Item no.5. Appointment of Mr.Anil kumar Bhandari as Independent director	Electronic voting	15	122277	122275	2	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122275	2	0
Item No.6. Appointment of Lt.Gen.Summa nwar as Independent Director	Electronic voting	15	122277	122275	2	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122275	2	0
Item No.7.Appointm ent of Nakul Kamani as Independent Director	Electronic voting	15	122277	122277	0	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122277	0	0
Item no.8.Appointme nt of Mr.Ranjit Mehta as Independent Director	Electronic voting	15	122277	122277	0	0
	Physical voting	0	0	0	0	0
	Total	15	122277	122277	0	0

Resolution	Mode of voting	Ballots received	Total shares	Votes infavour	Votes against	Invalid votes
Item no.9.Payment of Commission to Directors	Electronic voting	15	122277	121775	502	0
	Physical voting	0	0	0	0	0
	Total	15	122277	121775	502	0
Item no.10.Borrowing powers of Board	Electronic voting	15	122277	121775	502	0
	Physical voting	0	0	0	0	0
	Total	15	122277	121775	502	0

Thanking You,

Yours truly

For Sudarshan Tamilselvi & Associates
Chartered Accountants(FRN005316s)



S.Sudarshan, Partner(MN.200524)

Chennai
26th September ,2014

