

**Scrutinizer's Report on poll at the Annual General Meeting**

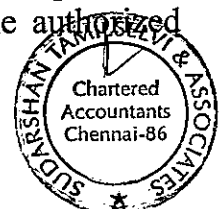
(Pursuant to Listing Agreement read with section 109 of the Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014

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

Dear sir,

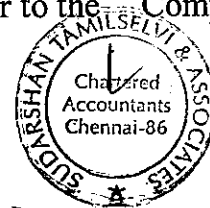
1. I S.Sudarshan, partner Sudarshan Tamilselvi & Associates, Chartered Accountants in practice (Membership no.200524 and FRN 005316S) have been appointed by the Board of Directors of THE Waterbase Limited (the company) as a scrutinizer for the purpose of scrutinizing the voting process and ascertaining 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 27<sup>th</sup> General Meeting(AGM) of the members of the Company, held on Monday, the 29<sup>th</sup> 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. Further to the above, I submit my report as under:

- i) I have issued separate Scrutinizer's Report dated 26<sup>th</sup> September, 2014 on the e-voting on the resolutions contained in the notice to the AGM
- ii) At the Annual General Meeting held on 29<sup>th</sup> September, 2014, after the time fixed for of poll by the Chairman , TWO Ballot Boxes kept for polling were locked in the presence of all the members present.
- iii) The Chairman announced that the members can make use of the poll sheet and drop the ballot sheets in the boxes kept in a separate room.
- iv) The locked boxes were opened after ensuring all the members present either in person/proxy voted and all poll papers were scrutinized . I have initialed the ballot papers and they were reconciled with the records maintained by the R&T agent viz. Cameo Corporate Services Ltd
- v) There was one blank ballot paper without signature and the same was considered as invalid.
- vi) All the valid poll papers were verified with the signature of the members/proxies in the attendance register and proxy form and the result of the poll taken at the AGM is given in Annexure A attached hereto.
- vii) All the poll papers were sealed and handed over to the Company Secretary for safe keeping.



Annexure A

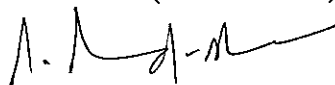
| Resolution  | Mode of voting  | Ballots received | Total shares | Votes infavour | Votes against | Invalid votes |
|---|-----------------|------------------|--------------|----------------|---------------|---------------|
| Item No1 Adoption of audited financial statements for the ye 31.3.2014 together with Directors report and Auditors report |                 |                  |              |                |               |               |
|   | Physical voting | 48               | 20150278     | 20150268       | 0             | 10            |
|   | Total           | 48               | 20150278     | 20150268       | 0             | 10            |
| Item No.2 Re appointment of Mr. Vikram Thapar as director   |                 |                  |              |                |               |               |
|   | Physical voting | 48               | 20150278     | 20150268       | 0             | 10            |
|   | Total           | 48               | 20150278     | 20150268       | 0             | 10            |
| Item No.3 Appointment of Statutory Auditors of the Company  |                 |                  |              |                |               |               |
|   | Physical voting | 48               | 20150278     | 20150268       | 0             | 10            |
|   | Total           | 48               | 20150278     | 20150268       | 0             | 10            |
| Item No.4.Appointment of Varun Aditya Thapar as director  |                 |                  |              |                |               |               |
|   | Physical voting | 48               | 20150278     | 20150268       | 0             | 10            |
|   | Total           | 48               | 20150278     | 20150268       | 0             | 10            |
| Item no.5. Appointment of Mr.Anil kumar Bhandari as Independent director  |                 |                  |              |                |               |               |
|   | Physical voting | 48               | 20150278     | 20150268       | 0             | 10            |
|   | Total           | 48               | 20150278     | 20150268       | 0             | 10            |
| Item No.6. Appointment of Lt.Gen.Summanwar as Independent Director  |                 |                  |              |                |               |               |
|   | Physical voting | 48               | 20150278     | 20150268       | 0             | 10            |
|   | Total           | 48               | 20150278     | 20150268       | 0             | 10            |

|  |                   |    |          |          |   |    |
|--|-------------------|----|----------|----------|---|----|
| Item No.7.Appointment of Nakul Kamani as Independent Director    | Physical voting   | 48 | 20150278 | 20150268 | 0 | 10 |
|  | Total             | 48 | 20150278 | 20150268 | 0 | 10 |
| Item no.8.Appointment of Mr.Ranjit Mehta as Independent Director | Physical voting   | 48 | 20150278 | 20150268 | 0 | 10 |
|  | Total             | 48 | 20150278 | 20150268 | 0 | 10 |
| Item no.9.Payment of Commission to Directors                     | Physical voting   | 48 | 20150278 | 20150268 | 0 | 10 |
|  | Total             | 48 | 20150278 | 20150268 | 0 | 10 |
| Item no.10.Borrowing powers of Board                             | Electronic voting |    |          |          |   |    |
|  | Physical voting   | 48 | 20150278 | 20150268 | 0 | 10 |
|  | Total             | 48 | 20150278 | 20150268 | 0 | 10 |

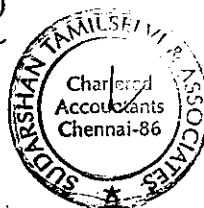
Thanking You,

Yours truly

For Sudarshan Tamilselvi & Associates  
 Chartered Accountants(FRN005316S)



S.Sudarshan, Partner(MN.200524)



Chennai  
 30<sup>th</sup> September ,2014