

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V Part C of the SEBI Listing Obligations & Disclosure requirements, 2015)

### I. Company's Philosophy

Continuous maintenance and enhancement of Stakeholders' value has always been at the helm of Company's objective. The vision of Multibase India Limited (MIL) is to strive continuously to give optimum returns to Stakeholders' and to uphold the core values of transparency, integrity, honesty, fairness and accountability, which are fundamental to the Company.

The Company endeavors and follows the best ethical and good corporate governance policy and thereby ensures the compliance with all applicable statutory and regulatory provisions of laws. It is firmly believed that good governance practices would ensure efficient conduct of the affairs of the Company and help the Company to achieve its goal of maximizing value for all its stakeholders.

Being part of the global Multibase group and DuPont DeNemours Inc., your Company is in addition guided by the DuPont policies related to Ethics, Code of Conduct and Compliance, which ensures practice of ethical business practices in normal course of operations.

### II. Board of Directors

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations). The Board of Directors of your Company consists of 6 (Six) Directors, comprising of 1 (One) Executive Director, 3 (Three) Independent Directors including 1 (One) Independent Woman Director, 2 (Two) Non-executive directors. Mr. H N Motiwala, Non-executive & Independent Director is the Chairman of the Board.

All the Non-executive directors are experienced, competent and renowned persons from their respective fields.

- i) Details of Composition and Category of Board, their attendance at the Board Meetings and last Annual General Meeting, Directorship held in other Companies, Committee Chairmanship / Membership held in other Companies as at March 31, 2021:

Sr. No.	Name of the Director	Category	No. of Board Meeting during the tenure of the Directors in the FY 2020-21		Attendance at the last AGM held on 29/09/2020	Directorship in other Public Companies	Committee position held in other Public Companies	
			Held	Attended			Chairman	Member
1.	Mr. Deepak Dhanak (DIN: 03157491)	Executive Director [Managing Director]	5	5	Yes	-	-	-
2.	Mr. Harish Narendra Motiwala (DIN: 00029835)	Independent & Non - Executive Director [Chairman]	5	5	Yes	7	5	3
3.	Mr. Ashok Chhabra (DIN: 00059677)	Independent & Non – Executive Director	5	5	Yes	-	-	-
4.	Ms. Bharti Dhar (DIN: 00442471)	Independent Non – Executive Director	5	5	Yes	1	-	2
5.	Mr. Krishan Phophalia Kumar (DIN: 08395171)	Non – Executive & Non-Independent Director	5	5	Yes	-	-	-
6.	*Mr. John Singer (DIN: 08416391)	Non – Executive & Non-Independent Director	1	0	NA	-	-	-
7.	**Mr. RT Paullin (DIN: 08759596)	Non – Executive & Non-Independent Director	4	3	Yes	-	-	-

\* upto 25<sup>th</sup> June, 2020

\*\* Appointed on Company's Board with effect from 25<sup>th</sup> June, 2020

- Directorship held in Private Companies, Non-profit Organizations (Under Section 8 of the Companies Act, 2013) and Foreign Companies is not included.

2. Only Audit Committee and Stakeholders Relationship Committee are taken into consideration as per the provisions of Regulation 25 of the Listing Regulations. None of the Directors of the Company held Directorship in more than 20 Companies (Public or Private), 10 public Companies, is a member of more than 10 committees or acts as a Chairman of more than 5 committees across all the Companies wherein he is a director. None of the Directors serves as Independent Director in more than 7 listed Companies.
- ii) None of the Non-Executive Directors of the Company have any pecuniary relationship and / or transaction with the Company. The disclosure of fees / compensation, if any, paid to the Non-Executive Directors is done at appropriate place later in this Report on Corporate Governance.
- iii) During the year 2020-21, the Board of Directors of your Company met 5 times on 25/06/2020, 27/08/2020, 24/09/2020, 11/11/2020 and 11/02/2021.

The intervening period between any two meetings did not exceed the period prescribed under the SEBI Listing Regulations and the amendments made thereof from time to time.

- iv) None of the Directors are related to each other.
- v) Web-link where details of familiarisation programme imparted to independent directors is disclosed: [www.multibaseindia.com](http://www.multibaseindia.com)
- vi) The compliance reports of all applicable laws are placed before the Board periodically. All the material and important items pertaining to the development and working of the Company is included with a detailed note in the Agenda and the same is circulated to the Board well in advance, so as to enable them to take strategic decisions. The information which could not be circulated to the Board, in advance, is placed at the table during the Board Meeting. The information as specified in Schedule IIA read with Regulation 17(7) of the SEBI Listing Regulations is provided to the Board as and when applicable and material.
- vii) The Board has adopted "Code of Conduct for Board Members and Senior Management of the Company". All the Board Members and Senior Management have affirmed the compliance with the said Code of Conduct during the year 2020-21. A declaration to this effect signed by Managing Director is appended to this Report of Corporate Governance. The Code of Conduct is also available on the web-site of the Company i.e., [www.multibaseindia.com](http://www.multibaseindia.com)
- viii) Particulars of Directorship of other companies

Sr. No.	Name of the Director	Name of the Company	Position
1.	Mr. Harish Narendra Motiwalla	Ashapura Minechem Limited	Independent Director
		Balkrishna Paper Mills Limited	Independent Director
		Excel Industries Limited	Independent Director
		Orient Abrasives Limited	Independent Director
		Hitech Corporation Limited	Independent Director
		Ashapura International Limited	Independent Director
		Ashapura Perfoclay Limited	Independent Director
		Geetanjali Trading And Investments Private Limited	Independent Director
		LIC Mutual Fund Trustee Private Limited :	Independent Director
2.	Mr. Ashok Chhabra	Signet Excipients Private Limited	Independent Director
3.	Ms. Bharti Dhar	Nitco Limited	Independent Director
		Vitasta Consulting Private Limited	Executive Director

- vii. (a) Following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business(es) for it to function effectively and those available with the Board as a whole:
- Finance and Accounting Skills: Leadership experience in handling financial management of a large organisation along with understanding of accounting, financial statements, financial controls and risk management.
  - Global Business: Experience in driving business success in market around the world, with an understanding of diverse business environment, economic conditions and broad perspective of global market opportunity.

- Operations management: Overseeing an organization's daily business activities. They are responsible for managing its resources, developing and implementing an operational plan and ensuring that procedures are carried out properly.
- Legal and Compliance: Experience in matters relating to compliances, understanding of changing regulatory framework.
- General Management and Governance: Strategic thinking, decision making, oversight to all dimensions of business and Board accountability, high standard of governance with changing regulatory framework.
- Human Resource Development: Experience to Human Resource Management in different corporates in various countries, understanding employee attitude in different countries, representation of gender, ethnic, geographical, cultural, or other perspectives that expand the Board's understanding of needs and viewpoints of customers, employees, governments and other stakeholders worldwide.

All the directors have the requisite skills, expertise and competence required for the effective functioning of the Board

None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

Following is the name of Directors who have above mentioned skills/expertise/competence

Sr. No.	Name of the Director	Skills/ Expertise/ Competence
1.	Mr. Deepak Dhanak	Operations management, General Management and Governance
2.	Mr. Harish Narendra Motiwalla	Finance and Accounting Skills, General Management and Governance
3.	Mr. Ashok Chhabra	Legal and Compliance, General Management and Governance, Finance and Accounting Skills
4.	Ms. Bharti Dhar	General Management and Governance, Human Resource Development
5.	Krishan Phophalia Kumar	Finance and Accounting Skills, General Management and Governance.
6.	John Singer (resigned w.e.f. 25.06.2020)	Global Business, General Management and Governance,
7.	Mr. RT Paullin (appointed w.e.f. 25.06.2020)	Global Business, Operations Management, Management and Governance

- ix) In the opinion of Board of Directors, the Independent Directors fulfill the conditions specified in SEBI Listing regulations and are Independent of the management.
- x) None of the Independent Director has resigned during the year under review.

#### **Audit Committee**

- i) Composition of the Audit Committee, particulars of meetings held and attended during the year 2020-21:

The composition of the Audit Committee is in conformity with Regulation 18 of the SEBI Listing Regulations entered into with Stock Exchange. The Audit Committee of the Board comprises of following members:

Sr. No	Name	Position Held	Category
1.	Mr. Harish Narendra Motiwalla	Chairman	Non-Executive Independent Director
2.	Mr. Ashok Chhabra	Member	Non-Executive Independent Director
3.	Mr. Krishan Phophalia	Member	Non-Executive Director

All the members of the Audit Committee are financially literate and considering their professional background and experience, have acquired respective management, financial, accounting and legal expertise. The Chairman of the Audit Committee is a Non-Executive Independent Director. Mr. H N Motiwalla, Chairman of the Audit Committee was present at the Annual General Meeting held on 29<sup>th</sup> September 2020.

The Chief Financial Officer of the Company, Statutory Auditors and Internal Auditors are invitees to the meetings of the Audit Committee. Ms. Sunaina Goraksh, Company Secretary acts as the Secretary to the Committee.

#### **Meetings and Attendance during the year 2020-21:**

During the year 2020-21, 4 meetings of the Audit Committee were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance			
		25/06/2020	27/08/2020	11/11/2020	11/02/2021
1	Mr. Harish Narendra Motiwalla	Present	Present	Present	Present
2	Mr. Ashok Chhabra	Present	Present	Present	Present
3	Mr. Krishan Phophalia	Present	Present	Present	Present

The minutes of Audit Committee Meeting are noted by the Board of Directors of the Company at the Board meeting after getting approved by the Audit Committee.

## ii) Terms of reference

The terms of reference of the Audit Committee includes the mandatory matters specified in Part C of Schedule II and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee are broadly detailed as under:

- a) Overseeing the Company's financial reporting process to ensure disclosure of financial information as per the requirements of Stock Exchange and the Company Law requirements and to ensure that the financial statements are correct, sufficient and credible.
- b) Review and examination of quarterly, half yearly and annual financial statements and the auditors' report thereon before submission to the Board for approval.
- c) Review of Management Discussion & Analysis of financial condition and results of operations, statement of significant related party transactions.
- d) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors, Internal Auditors and Cost Auditor and the fixation of audit fees and terms of appointment.
- e) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- f) Approval or any subsequent modification of transactions of the company with related parties.
- g) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- h) Review of adequacy of internal control systems, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit and further recommending to the Internal Auditors the nature and scope of internal audit. Evaluation of risk management systems.
- i) Scrutiny of inter-corporate loans and investments.
- j) Valuation of undertakings or assets of the company, wherever it is necessary.
- k) Review of reports of Statutory and Internal Auditors and replies of the management thereof.
- l) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- m) Review of the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- n) Review of the annual financial statements with the management before submission to the Board for approval, with particular reference to :
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on exercise of judgment of management.
  - Significant adjustments made in the financial statements arising out of audit findings.

- Compliance with listing and other legal requirements relating to financial statements.
  - Disclosures of any related party transactions.
  - Qualifications in the draft audit report.
- o) Review of management representation letters to be issued to the Statutory Auditors.
  - p) Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - q) Reviewing compliances as regards the Company's Whistle Blower Policy.
  - r) Approval of the appointment of the Chief Financial Officer (CFO) of the Company after assessing the qualifications, experience & background, etc. of the Candidate.
  - s) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  - t) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

**B. The audit committee mandatorily reviews the following information:**

1. Management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
6. statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

**III. Nomination and Remuneration Committee**

Composition of Nomination and Remuneration Committee and its terms of reference are pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

**i) Composition of the Nomination and Remuneration Committee, particulars of meetings held and attended during the year 2020-21:**

The Board has constituted Nomination and Remuneration Committee with following members:

Sr. No	Name	Position Held	Category
1.	Mr. Ashok Chhabra	Chairman	Non-Executive Independent Director
2.	Mr. Harish Narendra Motiwalla	Member	Non-Executive Independent Director
3.	Mr. Krishan Phophalia	Member	Non-Executive Director

The Company Secretary acts as the Secretary to the Committee.

During the year 2020-21, 3 meetings of the Nomination and Remuneration Committee were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance		
		25/06/2020	27/08/2020	11/02/2021
1	Mr. Harish Narendra Motiwalla	Present	Present	Present
2	Mr. Ashok Chhabra	Present	Present	Present
3	Mr. Krishan Phophalia	Present	Present	Present

**ii) Terms of reference:**

Identify persons who are qualified to become directors and persons who may be appointed in senior management of the Company in accordance with the criteria laid down for such position and recommend to the Board their appointment and removal,

Recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations

1. Carry out evaluation of every director's performance as per the criteria laid down.
2. Formulate, in accordance with the provisions of Companies Act, 2013 or guidelines or Listing Regulations as may be prescribed in this behalf, the criteria for determining qualifications, positive attributes and independence of a director
3. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Policy shall ensure:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
4. Recommend to the board, all remuneration, in whatever form, payable to senior management.
5. Formulate the criteria for evaluation of independent directors and the Board.
6. Devise a policy regarding observance of principles of diversity in the composition of the Board.
7. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
8. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
9. Carrying out such other function as may be necessary or incidental to the above under Companies Act, 2013, Listing Regulations or such other applicable regulations.

**iii) Employee Stock Option Scheme:**

The Company does not have any Employee Stock Option Scheme in place.

**iv) Performance Evaluation Criteria for Independent Directors:**

The Criteria for Performance Evaluation Criteria of Independent Directors are discussed in Annexure III annexed to the Directors' Report.

**v) Remuneration Policy:**

The Company's remuneration policy is based on three P's: Pay for responsibility, Pay for performance and Pay for growth. Through its Remuneration policy, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The remuneration to the Directors is determined by the Board within the statutory limits based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders and Central Government, if required.

During the year 2020-21, Mr. Deepak Dhanak, Managing Director was paid ₹ 71.76 Lac as Salary. He held 1 equity share in the Company as on March 31, 2021. He was re-appointed as the Managing Director for a period of 3 years commencing from March 2, 2020. The notice period is 3 months and severance fees is payable as per the statutory requirements.

The details of relationship between Directors inter-se, sitting fees paid to Non-Executive Directors during the year 2020-21 and the number of equity shares held by them is as follows:

Name	Relationship between Directors inter-se	Sitting fees paid for Board Meetings and Committee Meetings (In ₹)	Number of Equity Shares held in MIL as on March 31, 2021
Mr. Harish Narendra Motiwalla	-	7,60,000	NIL
Mr. Ashok Chhabra	-	7,60,000	5
Ms. Bharti Dhar	-	2,40,000	NIL
Mr. Krishan Phophalia Kumar	-	NIL	NIL
Mr. John Singer upto 25.06.2020	-	NIL	NIL
Mr. RT Paullin w.e.f. 25.06.2020	-	NIL	NIL

Remuneration Policy of the Company is available on Company's web-site [www.multibaseindia.com](http://www.multibaseindia.com)

#### VI. Stakeholders Relationship Committee (Earlier known as Shareholders / Investors' Grievance cum Share Transfer Committee)

The Stakeholders Relationship Committee comprises of the following directors and its terms of reference pursuant to the provisions of Part D of Schedule II and Section 178 of the Companies Act, 2013 is listed below:

- i) The Committee as of March 31, 2021 comprises of following members:

Sr.No	Name	Position Held	Category
1.	Mr. Ashok Chhabra	Chairman	Non-Executive Independent Director
2.	Mr. Harish Narendra Motiwalla	Member	Non-Executive Independent Director
3.	Mr. Deepak Dhanak	Member	Managing Director

The Company Secretary acts as the Secretary to the Committee.

- ii) **Terms of reference:**

The role of the committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

- iii) Name, Designation and Address of Compliance Officer:

**Ms. Sunaina Goraksh**

Company Secretary & Compliance Officer  
82, 83, 8<sup>th</sup> floor, 2 North Avenue,  
Makermaxity, Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051.

- iv) Procedure for approval and details of meetings and attendance during the year 2020-21:

The power to approve the share transfer / transmission and dematerialization and / or rematerialisation has been delegated to Link Intime India Pvt. Ltd., Registrar & Transfer Agents provided a prior written intimation of such requests is sent to the Company Secretary for confirmation before processing the requests. The requests for share transfer/transmission, dematerialization/rematerialisation and issue of new share certificates in lieu of old/worn-out/lost/defaced/split/consolidation, etc., is processed and attended atleast once in a week in co-ordination with Link Intime India Pvt. Ltd., Registrar & Transfer Agents of the Company.

All the above requests processed during a quarter are then taken into record during quarterly meetings of

Stakeholder's Relationship Committee.

During the year 2020-21, 4 meetings were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance			
		25/06/2020	27/08/2020	11/11/2020	11/02/2021
1	Mr. Ashok Chhabra	Present	Present	Present	Present
2	Mr. Harish Narendra Motiwalla	Present	Present	Present	Present
3	Mr. Deepak Dhanak	Present	Present	Present	Present

v) Details of Investors' Complaints/Grievance and their status:

The details of Investors' Complaints received and redressed by the Company and Link Intime India Pvt. Ltd. during the year 2020-21 is as follows:

Nature of Complaints	No. of complaints at the beginning of the year 01/04/2020	Number of Complaints Received 01/04/2020 to 31/03/2021	Number of Complaints Resolved 01/04/2020 to 31/03/2021	No. of complaints pending at the end of the year 31/03/2021
Non Receipt of Rep/Spl/Con/Dup	0	0	0	-
Non Receipt of Rejected DRF	0	0	0	-
Non Receipt of Share Certificate(s) - Transfer	0	0	0	-
Non receipt of stickers for change in the name of the company	0	0	0	-
Others	0	1	1	0
<b>Total</b>	<b>0</b>	<b>1</b>	<b>1</b>	<b>0</b>

V. Corporate Social Responsibility Committee

The "Corporate Social Responsibility Committee" is constituted pursuant to the provisions of Section 135 of the Companies Act, 2013.

The Committee as of March 31, 2021 comprises of following members:

Name	Position Held	Category
Mr. Harish Narendra Motiwalla	Chairman	Non-Executive Independent Director
Mr. Ashok Chhabra	Member	Non-Executive Independent Director
Mr. Deepak Dhanak	Member	Managing Director

The Company Secretary acts as the Secretary to the Committee.

During the year 2020-21, 2 meetings were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance	
		27/08/2020	11/02/2021
1.	Mr. Harish Narendra Motiwalla	Present	Present
2.	Mr. Ashok Chhabra	Present	Present
3.	Mr. Deepak Dhanak	Present	Present

Terms of Reference:

- 1) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013;
- 2) Recommend the amount of expenditure to be incurred on the activities referred to in clause (1); and
- 3) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

VI. Share transfer Committee:

The “Share Transfer Committee” is constituted in order to expedite the process of issue of duplicate share certificates/transfer /transmission and demat/remat requests.

The Committee as of March 31, 2021 comprises of following members:

Name	Position Held	Category
Mr. Deepak Dhanak	Chairman	Managing Director
Mr. Krishan Phophalia	Member	Non-Executive Director

The Company Secretary acts as the Secretary to the Committee.

During the year 2020-21, no meetings were held

Terms of Reference:

- 1) To approve the Share Transfer and Transmission, demat/remat requests;
- 2) To approve the issue of Duplicate Share Certificates issued by the Company; and
- 3) To perform such other functions as may be determined by the Board from time to time.

## VII. Meeting of Independent Directors

As required under Section 149 of the Companies Act, 2013 read with Schedule IV to Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, the Meeting of Independent Directors of the Company was held on 11<sup>th</sup> February 2021 inter-alia to review the performance of non-independent Directors and Board as a whole, the Chairperson of the Company and to assess the quality, quantity and flow of information between the management and the Board.

The terms and conditions of appointment of Independent Directors have been placed on the Company’s website at [www.multibaseindia.com](http://www.multibaseindia.com)

## VIII. General Body Meetings

- i) Details of last three Annual General Meetings (AGM):

Financial year	AGM No.	Day & Date	Venue	Time
2019-20	29 <sup>th</sup>	Tuesday, 29 <sup>th</sup> September, 2020	Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	11.00 a.m.
2018-19	28 <sup>th</sup>	Thursday, 26 <sup>th</sup> September 2019	Hotel Reevanta, Tin Batti, Devka Road, Nani Daman – 396210 (U.T)	11.00 a.m.
2017-18	27 <sup>th</sup>	Thursday, 6 <sup>th</sup> September 2018	Hotel Reevanta, Tin Batti, Devka Road, Nani Daman – 396210 (U.T)	11.00 a.m.

- ii) Details of Special resolutions passed in last three Annual General Meetings (AGM):

AGM No.	No. of Special resolutions passed	Particulars of Special resolutions
29 <sup>th</sup>	1	Re-appointment of Mr. Deepak Dhanak (DIN: 03157491) as Managing Director of the Company for a period of 3 years with effect from 2 <sup>nd</sup> March, 2020.
28 <sup>th</sup>	1	Continuation of the term of Mr. Harish Motiwala (DIN 00029835) being the age of 75 years, as an Independent Director of the Company.
27 <sup>th</sup>	0	None

- iii) Details of resolutions passed through Postal Ballot:

There were no resolutions passed by way of Postal ballot or by convening of any Extra-ordinary General Meeting during the financial year 2020-21.

Further, as on date of this Report, none of the resolutions are proposed to be passed through Postal Ballot.

As and when required, the Postal Ballot shall be conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.

## IX. Disclosures

### i) Related party transactions:

Related party transactions have been disclosed under Note 33 of Significant accounting policies & notes forming part of the financial statements of Audited Accounts in accordance with "Accounting Standard 18". The company has taken prior approval of the Audit Committee for entering into related party transactions which are in the ordinary course of business and at arm's length basis in compliance with Regulation 23 of SEBI Listing Regulations.

A statement in summary form of transactions with related parties in the ordinary course of business and at arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

During the year no material transactions were entered with related parties in conflict with the interest of the Company's business. All the transactions with related parties are entered at arm's length price. The Disclosure of interest in any of transaction is made to the Board every year by the Directors and as and when they become interested. Further, interested Directors neither participate nor vote in the transaction wherein they have potential interest.

The policy on dealing with related party transactions is disclosed on the website of the Company i.e., [www.multibaseindia.com](http://www.multibaseindia.com)

### ii) Disclosure of Accounting treatment:

The financial statements of the Company for the year ended March 31, 2021 are prepared in conformity with the Accounting Standards.

### iii) Reconciliation of Share Capital Audit:

A qualified Practicing Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL/ CDSL.

### iv) Risk Assessment:

The Company has an effective and efficient Risk Assessment and Management System to track, analyze and mitigate the risks associated with the Company. The Board of Directors periodically reviews the procedure of Risk Assessment and Management and thereby frame a properly defined network with help of which executive management can control risks. The details of risks associated with the Company and the ways to mitigate those risks are discussed in Management Discussion & Analysis Report annexed to the Directors' Report.

### v) Proceeds from public issues, rights issues, preferential issues, etc.:

During the year under review, the Company has not raised any proceeds through public issues, rights issues, preferential issues, etc.

### vi) Remuneration of Directors:

Details of remuneration paid to Directors has been disclosed in Clause IV "Nomination and Remuneration committee" Section of this report.

### vii) Subsidiary Company:

In terms of Regulation 24 of the SEBI Listing Regulations, your Company does not have any subsidiary company and hence the requirement of the said clause does apply to the Company.

### viii) Management:

- a) Management Discussion & Analysis report is attached to Directors' Report.
- b) There were no material financial and commercial transactions by Senior Management as defined in Regulation 23 of the SEBI Listing Regulations where they have personal interest that may have a potential conflict with the interests of the Company at large.

**ix) Shareholders:**

The brief profile and other information pertaining to Directorship held in other Companies, shareholding, etc, of the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting of the Company is attached to the Notice of Annual General Meeting.

**x) Compliances:**

- a) During last 3 years ending on March 31, 2021 there were no non-compliances, penalties, strictures imposed on the Company by Stock exchange, SEBI or any other statutory authority on any matter related to capital markets.
- b) The Company has complied with all the statutory requirements under SEBI Listing Regulations, 2015 to the extent applicable.
- c) Out of the non-mandatory requirement the Company has adopted the following:  
Modified opinion(s) in audit report - During the year under review, there was no qualification on the Company's financial statement.

**xi) Whistle Blower and access of personnel to the Audit committee:**

The Company has set up a Vigil mechanism by way of a Whistle Blower Policy as required under Section 177(9) of the Companies Act, 2013. The company's personnel have access to the Chairman of the Audit Committee in exceptional circumstances.

No person of the Company has denied access to the Audit Committee and there are no instances of any such access

**xii) Policy on Sexual Harassment at workplace**

The Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and the Company. During the year under review, there was no complaint of any sexual harassment at work place.

**xiii) Means of Communication:**

**a) Financial results**

The quarterly, half yearly and annual results of the Company in the format prescribed under Regulation 33 of the SEBI Listing Regulations are published in prominent dailies such as Financial Express and Gujarat Chitra and also posted on the website of the Company i.e., [www.multibaseindia.com](http://www.multibaseindia.com)

**b) Other information**

Important official news, if any is also posted on the Company's website [www.multibaseindia.com](http://www.multibaseindia.com), as and when released as well as sent to Stock Exchange.

The Company has also designated exclusive e-mail id for the use of investors in accordance Regulation 46(j) of the SEBI Listing Regulations which is [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com)

**xiv) CEO/CFO Certificate:**

The CEO/CFO Certificate for the year ended March 31, 2021 as required under Regulation 17(8) of SEBI Listing Regulations, 2015, was placed and taken on record at the Board Meeting of the Company held on 23<sup>rd</sup> June 2021

**xv) Certificate of compliance:**

The Certificate of Practising Company Secretary in compliance with Schedule V (E) of the SEBI Listing Regulations confirming compliance with all corporate governance requirements for the year ended March 31, 2021 is appended to this Report on Corporate Governance.

- xvi) The Certificate of Company Secretary in practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority is annexed herewith as a part of the report.
- xvii) Details relating to total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part are given in Note 29 to the Financial Statements.
- xviii) Disclosures in relation to Prevention of Sexual Harassment of Women at Workplace like number of complaints filed and disposed of during the year and pending as on 31<sup>st</sup> March, 2021 pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' report.
- xix) The policy for determining 'material' subsidiaries is disclosed on the website of the Company i.e., [www.multibaseindia.com](http://www.multibaseindia.com)

**xx) Insider Trading Code:**

The Company has laid down "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" ("the Code") in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"), SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2019 ("The PIT Regulations"), SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 ("The PIT Regulations") and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020 ("The PIT Regulations").

The Code is applicable to all Insiders of the Company including the Promoters, Member of Promoter's Group, Directors, Designated Persons and immediate relatives of Directors and Designated Persons.

The Company has also formulated "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and "Policy and Procedure for Inquiry in case of leak of Unpublished Price Sensitive Information" in compliance with the PIT Regulations.

All the Codes and Policy mentioned above are available on the Company's website.

**xxi) General Shareholders Information:**

- a) Annual General Meeting
  - Date : Tuesday, 21<sup>st</sup> September, 2021
  - Time : 11.00..AM
  - Venue : Audio Video conference
- b) Financial year 2021-22: 1<sup>st</sup> April 2021 to 31<sup>st</sup> March, 2022.
  - Tentative Calendar for the financial year:
 

Quarter Ending on June 30, 2021	: August 2021
Quarter Ending on September 30, 2021	: November 2021
Quarter Ending on December 31, 2021	: February 2021
Financial Year ended March 31, 2022	: May 2022
AGM is proposed to be held for financial year 2021-22	: September 2022
- c) Date of Book Closure : Wednesday, 15<sup>th</sup> September., 2021 to Tuesday, 21<sup>st</sup> September 2021 (Both days inclusive)
- d) Dividend Payment date : Credit/dispatch of final dividend will commence on or after September 21, 2021 and will be completed on or before October 20, 2021, subject to the approval of the shareholders at the Annual General Meeting.

e) Listing on Stock Exchange

: BSE Limited  
Phiroze Jeejeebhoy  
Towers, Dalal Street,  
Mumbai 400 001

The Company confirms that its Annual Listing fees for the year 2021-22 has been fully paid within stipulated time.

f) Stock Code

: 526169

g) Corporate Identification Number (CIN)

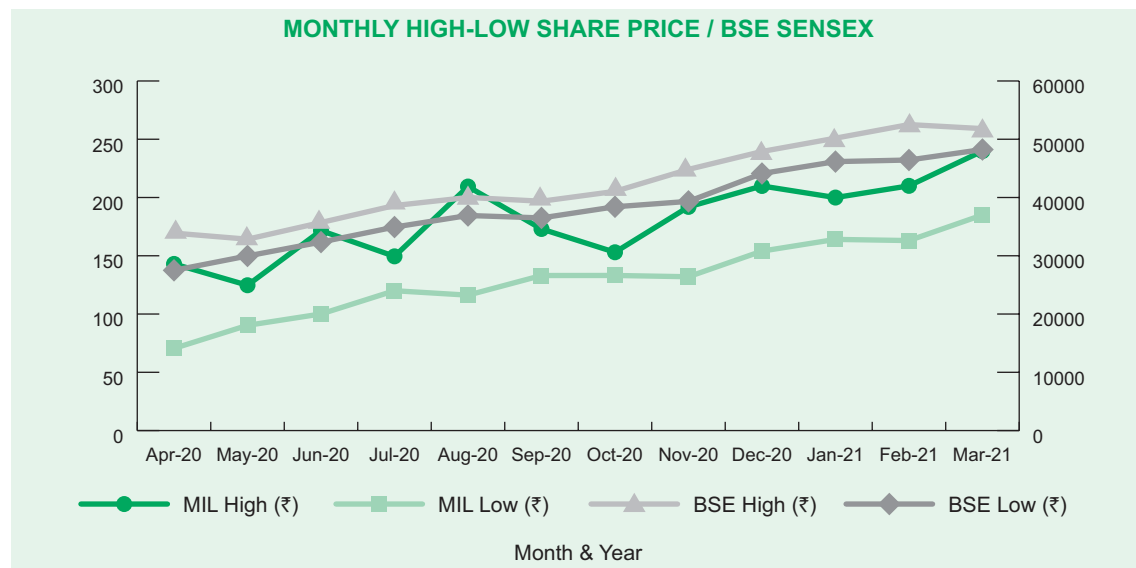
: L01122DD1991PLC002959

h) Stock Market Price Data :

Month & Year	Share Price of Multibase on BSE				BSE Sensex	
	Month's High (₹)	Month's Low (₹)	Month's Closing Price (₹)	Volume of shares traded (In no.)	Month's High (Index point)	Month's Low (Index point)
April 2020	143.00	70.50	108.55	1,45,483	33,887.25	27,500.79
May 2020	124.70	90.30	107.80	2,10,467	32,845.48	29,968.45
June 2020	171.60	100.05	142.65	4,11,284	35,706.55	32,348.10
July 2020	149.50	120.00	121.10	1,26,736	38,617.03	34,927.20
August 2020	209.40	116.20	155.15	3,67,717	40,010.17	36,911.23
September 2020	173.00	133.05	145.90	66,182	39,359.51	36,495.98
October 2020	153.00	133.10	137.00	70,907	41,048.05	38,410.20
November 2020	191.95	132.00	174.00	2,37,083	44,825.37	39,334.92
December 2020	209.90	154.00	193.60	3,65,945	47,896.97	44,118.10
January 2021	199.95	164.05	167.55	1,42,003	50,184.01	46,160.46
February 2021	210.00	163.05	192.15	1,83,240	52,516.76	46,433.65
March 2021	239.85	185.00	191.20	4,68,397	51,821.84	48,236.35

i) Performance of share price of the Company in comparison to BSE Sensex:

MIL Share Price and Sensex Movement (For FY 2020-21) Taken 100 as Base Point



- j) Registrar and Transfer Agents : Link Intime India Pvt. Ltd.  
C 101, 247 Park,  
LBS Marg, Vikhroli (West)  
Mumbai 400083  
Tel No.: +91 22 491 86 000  
Fax No.: +91 22 491 86 060  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

k) Share Transfer System:

In terms of Regulation 40(1) of the Listing Regulations, as amended, the securities can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019, except in case of requests received for transmission or transposition of securities. The members holding shares in physical form are requested to consider converting their holding to dematerialized form. Transfers of equity shares in an electronic form are effected through the depositories with no involvement of the Company.

The Shares of the Company are compulsorily traded in dematerialized form.

- l) Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account: Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, the Company is required to transfer all unclaimed shares to an "Unclaimed Suspense Account" and dematerialize the same subsequently.

In view of the above, the Company is in process of opening of the Demat account and three reminders were also sent vide letters dated 21<sup>st</sup> April, 2021, 10<sup>th</sup> May 2021 and 20<sup>th</sup> May 2021 respectively.

m) Distribution of shareholding as on March 31, 2021:

Equity Shares held	No. of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
1 to 500	7,941	90.0238	934,408	7.4042
501 to 1000	445	5.0448	350,882	2.7804
1001 to 2000	221	2.5054	319,951	2.5353
2001 to 3000	85	0.9636	209,190	1.6576
3001 to 4000	31	0.3514	110,207	0.8733
4001 to 5000	25	0.2834	115,077	0.9119
5001 to 10000	40	0.4535	297,631	2.3584
10001 to 99999999999	33	0.3741	10,282,654	81.4790
<b>TOTAL:</b>	<b>8,821</b>	<b>100.00</b>	<b>12,620,000</b>	<b>100.00</b>

Shareholding pattern as on March 31, 2021:

Category	No. of Shareholders	No. of Shares held	Percentage of Shareholding	No. Shares Pledged or otherwise encumbered	Percentage of Shares Pledged
<b>A Promoters' Holding</b>					
<b>1 Promoters</b>					
Indian	-	-	-	-	-
Foreign	1	94,64,994	75.00%	-	-
<b>B Public Shareholding</b>					
<b>2 Foreign Institutional Investors</b>	-	-	-	-	-
<b>3 Foreign Portfolio investors</b>	1	1,29,375	1.03%	-	-
<b>4 Non Institutional Investors</b>					
a. Bodies Corporate	63	1,30,457	1.03%	-	-
b. Indian Public	8,070	24,80,133	19.65%	-	-
c. Any other	-	-	-	-	-

Category	No. of Shareholders	No. of Shares held	Percentage of Shareholding	No. Shares Pledged or otherwise encumbered	Percentage of Shares Pledged
1. Clearing Member	34	8,226	0.07%		
2. Office Bearer	14	33	0.00%	-	-
3. NRIs	92	83,898	0.66%	-	-
4. NRN	174	1,80,533	1.43%	-	-
5. Hindu Undivided Family	240	1,41,272	1.12%	-	-
6. NBFCs registered with RBI	1	881	0.00%	-	-
7. Trust	1	198	0.00%	-	-
<b>Total (1+2+3)</b>	<b>8821</b>	<b>1,26,20,000</b>	<b>100%</b>	<b>-</b>	<b>-</b>

- n) Updating necessary KYC details of registered and/or joint holders holding shares in physical form:

SEBI has vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018, directed all the listed companies to record the Income Tax PAN, bank account details of all their shareholders holding shares in physical form and advise them to dematerialise their physical securities. Accordingly, the Company has sent letters by registered post to the shareholders holding shares in physical form at their last known address, advising them to register their Income Tax PAN (including that of joint holders, if any) and the bank account details. This was followed by two reminder letters to those shareholders who have not responded earlier. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest. The shareholders are also advised to intimate any change in address and/or name, submit National Electronic Clearing Service (NECS) or Electronic Clearing Service (ECS) mandates, nominations, e-mail address, contact numbers, etc., if not so done, by writing to the Company's Registrar & Share Transfer Agents, Link Intime India Pvt Ltd., At C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400 083, phone: 022-49186270, fax: 022-49186060, email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), website: [www.linkintime.co.in](http://www.linkintime.co.in) for providing efficient and better services. Members holding securities in dematerialised form are requested to intimate such changes to their respective depository participants.

- o) Dematerialization of shares and liquidity:

SEBI vide notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, stated that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories. In compliance with the aforesaid circulars, the members are requested to dematerialize their shares promptly.

The Company's Shares are traded in Stock Exchange in dematerialized form and are available for trading in both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2021, 95.64% of outstanding Equity shares of the Company are held in dematerialized form.

ISIN No. of the Company's Equity Shares is: INE678F01014

- p) Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date and likely impact on equity: NIL
- q) Plant Location : Multibase India Limited  
74/5-6, Daman Industrial Estate,  
Kadaiya Village, Nani Daman – 396210 (U.T.).

r) Address for Correspondence : Registered Office  
 74/5-6, Daman Industrial Estate,  
 Kadaiya Village, Nani Daman – 396210(U.T.).  
 Tel No. : 0260 6614400  
 Fax No. : 0260 2221578  
 Email:compliance.officer@multibaseindia.com

Compliance Officer **Ms. Sunaina Goraksh**  
 82,83, 8<sup>th</sup> Floor,  
 2 North Avenue Maker Maxity,  
 Bandra Kurla Complex,  
 Bandra East, Mumbai-400051.  
 Tel No.: +91-22-4071-6000  
 Fax No.: +91-22-4022-0749  
 Email:compliance.officer@multibaseindia.com

Details of Credit ratings to be provided, if any: None

For and on behalf of the Board

Place: Mumbai,  
 Date: June 23, 2021

**H. N. Motiwalla**  
 Non-Executive Chairman  
 DIN: 00029835

**Deepak Dhanak**  
 Managing Director  
 DIN: 03157491