

**POLICY ON RELATED PARTY TRANSACTIONS  
OF  
MULTIBASE INDIA LIMITED  
(CIN No. L01122DD1991PLC002959)**

**74/5 – 6, Daman Industrial Estate  
Kadaiya, Nani Daman – 396 210 (UT)**

## 1. Introduction

The Company has formulated this policy for consideration and approval of related party transactions. The Policy has been formulated in terms of the Companies Act, 2013 read with the Rules framed there under and Clause 49 of the Listing Agreement and applicable accounting standards.

This Policy is applicable with effect from October 01, 2014 and would continue to adhere to the applicable provisions of Companies Act 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges, applicable accounting standards as amended from time to time.

The Board has approved the policy on the recommendation of the Audit Committee.

## 2. Scope

This policy covers Related Party Transactions including Material Related Party Transactions.

## 3. Definitions

- a) **“Audit Committee”** means “Audit Committee” constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013 and the Listing Agreement with the Stock Exchanges.
- b) **“Board of Directors”** means the “Board of Directors” of Multibase India Limited.
- c) **“Company”** means “Multibase India Limited”
- d) **“Key Managerial Personnel”** or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes:-
  - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
  - ii. Company Secretary; and
  - iii. Chief Financial Officer
  - iv. Such other officer as may be prescribed
- e) **“Arm’s length transaction”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- f) **“Policy”** means policy on Related party transactions including material related party transactions.
- g) A **material related party transaction** shall mean as defined under Clause 49(VII)(C) of the Listing Agreement as amended from time to time
- h) **“Related Party”** means a related party as defined under the Companies Act, 2013 or rules made there under and Clause 49 including any amendment or modification thereof, as may be applicable.
- i) **“Related Party Transaction”** means such transactions as specified under Section 188 of the Act or rules made there under and Clause 49(VII)(A) of the Listing Agreement including any amendment or modification thereof, as may be applicable.
- j) **“Relative”** means a relative as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- k) **“Transaction”** with a related party shall be construed to include a single transaction or a group of transactions.
- l) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Listing Agreement, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

#### **4. Policy framework:**

##### **A. Related Party transactions:**

The Company shall on the recommendation of the Audit Committee and approval of the Board of Directors or Shareholders of the Company, as required, shall enter into transactions with related party in compliance of the following:

- Section 188 of Companies Act 2013, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time; and
- Clause 49 of the Listing Agreement as amended from time to time; and
- Applicable Accounting Standards; and
- Such rules and regulations as may be prescribed by SEBI from time to time;

##### **B. Material Related Party transactions:**

The Company shall deal with material related party transactions in accordance with Clause 49 of the Listing Agreement as amended from time to time.

#### **5. Responsibilities**

The Audit committee shall review the related party transactions as provided by the management on quarterly basis and take appropriate action.

#### **6. Monitoring**

The Audit Committee will monitor this policy.

#### **7. Policy Review**

The Audit Committee will review this policy from time to time as necessary and make recommendations on any required changes to the Board for consideration and approval.

#### **8. Interpretation**

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 and rules made there under or Clause 49 of the Listing Agreement or any other statutory enactments/ rules, the provisions of such Act or Agreement or statutory enactments shall prevail over this Policy.

#### **9. Amendment(s)**

The Board of Directors may review or amend this policy, in whole or in part, from time to time, after taking into account the recommendations from the Audit Committee.