

Date: January 24, 2025

To Corporate Relationship Department BSE Limited,

Phiroze Jeejeebhoy Towers, 1st Floor, Dalal Street, Mumbai – 400001

Scrip Code: 526169

Sub: Postal Ballot Notice

Dear Sir,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations') as amended from time to time, we forward herewith a copy of the Postal Ballot Notice ('Notice') of the Multibase India Limited ('the Company') dated January 24, 2025, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the SEBI Listing Regulations for seeking approval of the Members of the Company on the following Business forming part of the Notice.

The resolutions proposed for approval through Postal Ballot are as under:

Sr.	No.	Particulars	Resolutions
1.		Appointment of Mr. Pankaj Holani (DIN 10843892) as	Special Resolution
		the Managing Director of the Company	
2.		Appointment of Mr. Jason Galinski (DIN:10845403) as	Ordinary Resolution
		the Non-Executive & Non-Independent Director of the	
		Company.	

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e., MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 17, 2025 ('Cut-off date'). Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), including any statutory modification or re-enactment thereof for the time being in force, approval of the Members is being sought for below item through postal ballot process:



Please find below the schedule of events of the Postal Ballot:

Sr.	Activity	Date
No.		
1.	Cut-off date for sending Postal ballot Notice to Members	Friday, January 17, 2025
2.	Date of completion dispatch of Postal ballot Notice	Friday, January 24, 2025
3.	Commencement of e-Voting	Saturday, 09:00 A.M. (IST) January 25, 2025
4.	Conclusion of e-Voting	Sunday, 05:00 P.M. (IST) February 23, 2025
5.	Scrutinizer's Report	By Tuesday, February 25, 2025
6.	Declaration of results	By Tuesday, February 25, 2025

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to its Members.

Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting are provided in the Notice. The members who have not registered / updated their e-mail id / bank details with the Company / RTA / Depository Participants ('**DP**') are requested to register / update them with the Company / RTA/DP.

The Notice is also available on the Company's website www.multibaseindia.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thanking You,

For Multibase India Limited

Parmy Kamani

Company Secretary & Compliance Officer

M. No.: A27788

Place: Mumbai Encl: as above



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice ("Notice") is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the SEBI Listing Regulations, 2015, as amended and Secretarial Standard – 2 on General Meetings ("SS - 2") issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, that the resolutions appended below as set out in this Notice, the details of which are set out in the Explanatory Statement attached to this Notice, are proposed for the consideration of the Members of the Company, to be passed by way of postal ballot only by voting through electronic means ("remote e-voting").

A detailed explanatory statement pertaining to said resolutions, in accordance with the provisions of Sections 102, 108, 110 and other applicable provisions of the Act setting out all the material facts and the reasons thereof is annexed hereto.

The Company has engaged the services of NSDL, for providing e-voting facilities in a secure manner.

In compliance with the aforesaid MCA Circulars, this Notice for postal ballot ("**Postal Ballot Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ the Company's Registrar and Share Transfer Agent ('**RTA**') or the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together referred to as "**Depositories**")/ their Depository Participants.

If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes to this this Postal Ballot Notice. Please note that the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members.

In compliance with the provisions of Section 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering remote e-voting facility to all Members to enable them to cast their votes



electronically. Members are requested to follow the procedure as stated in the Notes and instructions for casting of votes by e-voting.

The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, January 25, 2025, and ends on Sunday, February 23, 2025 at 5:00 p.m. (IST). The E-voting module will be disabled / blocked thereafter for voting by the Members.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Rishit Shah (M. No. FCS 9522, COP: 26870), Proprietor of Rishit Shah & Co., Practicing Company Secretaries, as the Scrutinizer (the "Scrutinizer") for conducting the postal ballot process through remote e-voting, in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

The Scrutinizer will submit his report to the Chairman, or in his absence to the Company Secretary, upon completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot will be announced not later than two working days from the conclusion of the e-voting.

The results declared along with the Scrutinizer's Report(s) will be placed on the Company's website www.multibaseindia.com and communicated to the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited ("BSE") at www.bseindia.com, in accordance with the provisions of the Companies Act, 2013 and the same shall be displayed on the NSDL website at www.evoting.nsdl.com and on the website of Company's Registrar and Share Transfer Agent (the "RTA"), i.e., MUFG Intime India Private Limited at https://linkintime.co.in

In the event the resolutions as set out in the Notice are assented to by the requisite majority of members of the Company, it shall be deemed to have been passed on the last date of remote evoting i.e., Sunday, February 23, 2025.

SPECIAL BUSINESS:

Item No. 1:

Appointment of Mr. Pankaj Holani (DIN: 10843892) as the Managing Director of the Company.

To consider and thought fit, to pass the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, the Company's Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning, and basis the recommendation of the Nomination and Remuneration Committee ("NRC") and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Pankaj Holani (DIN: 10843892) as the Managing Director of the Company not liable to retire by rotation, for the period of 3 (three) years with effect from



1st January 2025 to 31st December, 2027 (both days inclusive) on such terms and conditions and remuneration as set out in the resolution below and detailed in the explanatory statement annexed hereto;

A) Salary, Fixed Allowances and Bonus/Performance Linked Incentives:

(i) Base Salary & Supplementary/Flexi allowance:

Rs. 5,04,250/- p.m. in the scale of Rs. 4,50,000/- p.m. to Rs. 8,00,000/- p.m.

Increments within the scale as may be decided by the nomination and remuneration committee (NRC).

(ii) Fixed Allowances and Bonus/Performance Linked Incentives:

The Fixed Allowances, Bonus / Performance Linked Incentives and Perquisites, Benefits and Amenities payable to Mr. Pankaj Holani shall be subject to a maximum limit of `1,00,00,000/-(Rupees One Crore only) per annum.

The actual remuneration payable to Mr. Pankaj Holani shall be as decided by the Board of Directors and which shall be revised by the Board of Directors from time to time within the above ceiling of `1,00,00,000/- (Rupees One Crore only) per annum.

The terms of remuneration payable to Mr. Pankaj Holani shall be in compliance with the provisions of Sections 197 and 198 of the Act read with Schedule V to the Act.

B) Perquisites, Benefits and Amenities:

Mr. Pankaj Holani shall be entitled to the following perquisites, benefits and amenities:

(i) Car:

Mr. Pankaj Holani shall be entitled to Car benefit allowance as per the rules of the Company which forms part of the CTC.

(ii) Communication Expenses:

Mr. Pankaj Holani shall be entitled to reimbursement of expenses incurred towards the phone and other communication and/or internet connectivity facilities, as per the rules of the Company.

(iii) Medical Expenses:

Mr. Pankaj Holani shall be entitled to the Hospitalization Mediclaim Policy of `5,00,000/- (Rupees Five Lakhs only) for self, spouse & two children. Personal Accident Insurance and other perquisites as per the policies and rules of the Company.

(iv) Reimbursement of Expenses:

Mr. Pankaj Holani shall be entitled to reimbursement of expenses incurred by him for the purpose of the business of the Company as per the rules of the Company.

(v) Leave Travel Concession:

Mr. Pankaj Holani shall be entitled to Leave Travel concession as per the rules of the Company.

(v) Leave Encashment:

Mr. Pankaj Holani shall be entitled to Leave Encashment as per the rules of the Company.



(vi) Retiral Benefits:

Contribution to the Company's Provident Fund and Superannuation Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds.

The Gratuity will be payable in accordance with the Rules of the Company.

(vii) Leave:

Mr. Pankaj Holani will be entitled to leave on full pay as per applicable Rules of the Company.

(viii) Sitting Fees: Mr. Pankaj Holani shall not be entitled to any Sitting Fees for attending the Meetings of the Board of Directors or Committees thereof.

(ix) Minimum Remuneration:

Notwithstanding anything contained above, in the event in any financial year during Mr. Pankaj Holani's tenure as the Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him shall be subject to Section 197 of the Companies Act, 2013 and to the provisions of Section II (A) of Part II of Schedule V to the Companies Act, 2013 or any other law or enactment for the time being in force.

Provided that:

- A. The value of the perquisites/allowances and Company furnished accommodation would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule:
- B. The Company's contribution to provident fund, superannuation fund or any annuity fund and gratuity shall not be included in the computation of the ceiling on remuneration specified in the Act;
- C. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration specified in the Act;
- D. Any revision(s) in the remuneration, will be decided by the Board based on the recommendations of the NRC and the recommendation of NRC will be based on Company performance and Individual performance;

RESOLVED FURTHER THAT Mr. Pankaj Holani, Managing Director be and is hereby authorised to sign and execute all agreements, letters, undertakings, applications, returns, papers, receipts, forms and all such documents that require authentication in the name and on behalf of the Company and to do all or any of the acts, deeds, matters and things as may be considered expedient and necessary on behalf of the Company.

RESOLVED FURTHER THAT Mr. Pankaj Holani, Managing Director be and is hereby authorised to appear and act on behalf of the Company in all matters before the government authorities or any such authorities as may be required from time to time.

RESOLVED FURTHER THAT Mr. Pankaj Holani, Managing Director may, subject to the approval of the Board delegate any of his powers to any authorised personnel of the Company, in the interests of the Company, as may be required from time to time.

RESOLVED FURTHER THAT approval of the Members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds,



matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

RESOLVED FURTHER THAT Ms. Parmy Kamani, Company Secretary and Compliance Officer of the Company, be and is hereby, authorized to digitally sign and file necessary intimation of such change in designation with the Ministry of Company Affairs and Stock Exchange and take all necessary steps to give effect to the aforesaid resolution."

Item No. 2

Appointment of Mr. Jason Galinski (DIN:10845403) as the Non-Executive & Non-Independent Director of the Company.

To consider and thought fit, to pass the following resolution, as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the provisions of the Articles of Association of the Company, Mr. Jason Galinski (DIN: 10845403) who was appointed as an Additional Director (Non-executive & Non-independent) on November 26, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-executive Director and Non-Independent Director of the Company, liable to retire by rotation, as per the provisions of the Act.

RESOLVED FURTHER THAT so long as Mr. Jason Galinski (DIN: 10845403) functions as the Non-Executive Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

RESOLVED FURTHER THAT any one of the Directors or Ms. Parmy Kamani, Company Secretary and Compliance Officer of the Company, be and is hereby, authorized to digitally sign and file necessary intimation of such change in designation with the Ministry of Company Affairs and Stock Exchange and take all necessary steps to give effect to the aforesaid resolution."

By order of the Board of Directors For Multibase India Limited

Parmy Kamani Company Secretary & Compliance Officer M. No.: A27788

Place: Mumbai

Date: January 24, 2025



NOTES:

- 1. The Explanatory Statements setting out the material facts pursuant to Sections 102 and 110 of the Act and the other applicable provisions of the Act for the proposed Resolution are annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
- 2. In compliance with the MCA Circulars, this postal ballot notice is being sent by e-mail to all the Members, whose names appear on the Register of Members/list of beneficial owners as received from National Securities Depository Ltd ("NSDL") and Central Depository Services (India) Ltd ("CDSL") as on Friday, January 17, 2025 (the "Cut-Off Date") and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Ltd ("RTA").
- 3. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members holding shares in demat mode may update their e-mails addresses with their Depository Participants. Members holding physical shares may get their email addresses registered with RTA, MUFG Intime India Private Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html or their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail/ bank registration heading and follow the registration process as guided therein.
- 4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paidup share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.
- 5. The postal ballot notice is also placed on the website of the Company at https://www.multibaseindia.com/policies.php and on the website of the NSDL at www.evoting.nsdl.com shall also be available on the website of the Stock Exchange where the shares of the Company are listed i.e. BSE at www.bseindia.com
- 6. All material document(s) will be available electronically for inspection by the Members from the date of circulation of this Notice up to the conclusion of the remote e-voting period i.e., Sunday, February 23, 2025. Members seeking to inspect such documents may send a request to compliance.officer@multibaseindia.com mentioning their name, Folio No./ Client ID, DP ID and the documents they wish to inspect.
- 7. The Members are requested to read the instructions carefully and complete the remote evoting. The voting through electronic means will commence on Saturday, January 25, 2025 at 9:00 a.m. (IST) and will end on Sunday, February 23, 2025, at 5:00 p.m. (IST). Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. A Member cannot exercise his vote through a proxy.
- 8. The Board at its meeting held on November 26, 2024, has appointed Mr. Rishit Shah (M. No. FCS 9522, COP: 26870), Proprietor of Rishit Shah & Co., Practicing Company Secretaries, Mumbai, as the scrutinizer ("Scrutinizer") for conducting the remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other authorized officer of the Company. The results



of the remote e-voting conducted through postal ballot will be announced by the Chairman/Company Secretary on or before Tuesday, February 25, 2025.

- 9. In terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to cast votes by electronic means on their behalf (details of which are provided separately, hereinbelow), through their authorized representatives. Necessary authorization such resoultions etc are required to be submitted.
- 10. The proposed resolutions, if passed by the Members through postal ballot, are deemed to have been duly passed on the last date specified for the remote e-voting i.e., Sunday, February 23, 2025.
- 11. The results of the postal ballot will be placed on the Company's website at https://www.multibaseindia.com/policies.php and on the website of the NSDL at www.evoting.nsdl.com and shall also be available on the website of the Stock Exchange where the shares of the Company are listed i.e. BSE at www.bseindia.com in accordance with the provisions of SEBI Listing Regulations.
- 12. In case of any query/grievance in connection with the postal ballot including e-voting, Members may contact the at evoting@nsdl.com or call on 022 4886 7000 and 022 2499 7000.
- 13. Instructions and other information relating to remote e-voting is provided under the section "Electronic Voting Particulars".
- 14. Voting through Electronic Means:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to



see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js p

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access



the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.		
	securities in demat mode) login through their depository	the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
	free no. 1800 22 55 33



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

 Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user
b) For Members who hold shares in	ID is IN300***12******.
demat account with CDSL.	For example if your Beneficiary ID is 12******** then your user ID is 12*********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132729 then user ID is 132729001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace



the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, ie. Mr. Rishit Shah by e-mail to rishitshahco@gmail.com with a copy marked to evoting@nsdl.co.in and compliance.officer@multibaseindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 4886 7000 and 022 2499 7000 or send a request to Pallavi Mahatre at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.officer@multibaseindia.com
- In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance.officer@multibaseindia.com
- 3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1** (**A**) i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
- 4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE.

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company and pursuant to the performance evaluation of Mr. Pankaj Holani as the Managing Director, his background, experience and contribution to the Company through his wide knowledge in various fields the Board is of the view that his continued association would be beneficial to the Company. Accordingly, the Board at its meeting held on November 26, 2024 approved and recommended to the members of the Company appointment of Mr. Pankaj Holani as the Managing Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from January 01, 2025, to December 31, 2027 (both days inclusive).

The required details including a brief profile of Mr. Pankaj Holani, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

The information required under Clause (iv) of Paragraph 1 (B) of Section II in Part II of Schedule V of the Companies Act, 2013 is as under:

I. General Information

(1) Nature of Industry – Multibase India Limited ("the Company") was incorporated in the name of Synergy Polymers Limited on December 17, 1991. The name of the Company was changed to Synergy Multibase Limited and then to Multibase India Limited in 2007. The Company is a step-down subsidiary Company of DuPont de Nemorus, Inc. and a subsidiary Company of Multibase SA, France. The promoter company Multibase SA, France holds 75% equity shares in Multibase India Limited.

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

Multibase is a diverse yet integrated manufacturing company of thermoplastic elastomers and silicone-based products. It serves a wide array of industries, across automotive, electronics, consumer & Industrial segments collaborating with various customers and offering products, exporting to global markets.

- (2) Date or expected date of commencement of commercial production The Company commenced its operation on February 19, 1992.
- (3) In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus Not Applicable.



(4) Financial performance based on given indicators - Financial performance of the Company in the last three years is given here under:

(INR in Lacs)

Financial	Total Income	Total	Profit before Tax	Profit after Tax
Year		Expenses		
2023-24	7250.69	5751.25	1499.44	1115.22
2022-23	7680.62	6364.12	1316.50	978.86
2021-22	6539.09	5,676.31	862.78	633.93

(5) Foreign investments or collaborations, if any - Multibase SA holds 75% equity shares of the Company.

II. Information about the appointee:

- (1) Background details Mr. Pankaj Holani is a Chartered Accountant by profession with 15 years of proven track record and diverse experience in Finance. Mr. Holani started his career with VIOM Networks Ltd. (Formerly Wireless TT Info Services Ltd., a subsidiary of Tata Teleservices Ltd.) in the year 2008, where he was part of the Corporate Finance Team and handled multiple roles related to telecom service industry, which inter alia included MIS Reporting, Auditing, General ledger accounting, Accounts Payable/ Vendor Payments etc. He then joined PHI Seeds Private Limited in the year 2011 as a Deputy Manager Corporate Accounts and later became Manager of Corporate Accounting for Pioneer agriculture division. In 2019, joined Multibase India Limited as the Chief Financial Officer and handled Company's finance and accounts. Additionally, he is handling Global Accounting and Reporting process as Operations Manager.
- (2) Past Remuneration: Mr. Pankaj Holani drew Rs. 62.69 lacs per annum in his capacity as Chief Financial Officer of the Company.
- (3) Recognition or awards None
- (4) **Job profile and his suitability -** Mr. Pankaj Holani, is entrusted with substantial powers of management subject to the supervision and control of the Board of Directors. Mr. Pankaj Holani along with his team, has been instrumental in driving initiatives to grow the business of the Company.
- (5) Remuneration proposed By way of salary and perquisites (hereinafter referred to as "remuneration") at a maximum ceiling of Rs. 1 Crore (Rupees One crore only) per annum as the context may require. Salary to include basic salary, allowances, variable pay and performance-linked awards. The Board of Directors during the term of appointment, may, within the overall ceiling, fix such remuneration with such increment and vary the same from time to time, as it may, in its sole discretion, deem appropriate after taking into consideration all the relevant factors.

The specific terms of appointment including remuneration payable to Mr. Pankaj Holani as Managing Director and other main terms and conditions of the appointment are as stated in Resolution No.1 of the Notice.



- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee of the Board, considered the remuneration in line with the industry benchmarks in general, the profile and responsibilities of Mr. Pankaj Holani before approving the remuneration as proposed hereinabove.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any None

III. Other Information:

- (1) Reasons of loss or inadequate profits Since the beginning of FY-21, the Indian economy has witnessed the impact of COVID-19 outbreak, which has impaired the revenue and profits of businesses across the industry. The Company's gross margin shrunk on account of lower demands, increase in raw material prices, forex impact, and reduction in traded products margin resulting in reduced, profitability d. The performance of the Company during FY 23-24 has been better than that of FY 2022-23 and FY 2021-22 which was driven mainly on account of stiff competition in the domestic market for thermoplastic elastomer products and shifting of customer base.
- (2) Steps taken or proposed to be taken for improvement The Company believes that it is well-positioned to capture opportunities for growth and profitability, on the basis of its competitive strengths. The following factors/ steps are contributing to further improvements in this regard:
 - Rationalisation/reduction of direct cost
 - Productivity initiatives
 - · Centralisation and consolidation of several activities at the regional and headquarters level
 - Tight control and reduction of all indirect and discretionary spends
 - Restructured ways of doing business to address the new environment
- (3) Expected increase in productivity and profits in measurable terms With the current business portfolio, the Company is largely operating in the area of Automotive, Consumer & Industrial and Thermoplastic Additives. In Automotive, the Company is beginning to see some improvements in levels of demand, however it is expected that we will take time to see increase organic growth.

IV. <u>Disclosures:</u>

Necessary disclosures will be included in the Board of Directors' report under the heading 'Corporate Governance' in the Annual Report 2024-25:

- (1) All elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;
- (2) details of fixed component and performance linked incentives along with the performance criteria;
- (3) service contracts, notice period, severance fees; and



The office of Mr. Pankaj Holani will not be liable to retire by rotation. The terms and conditions of appointment of Mr. Pankaj Holani as the Managing Director would be made available for inspection to the Members based on their request which should state their DP/Client ID or Folio No. from their registered e-mail address to the Company at compliance.offier@multibaseindia.com

Mr. Pankaj Holani is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold equity shares of the Company by himself or on a beneficial basis.

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of members for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Pankaj Holani is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder and the SEBI Listing Regulations. Mr. Pankaj Holani, apart from being qualified, has been associated with the Company since 2019 and has 16 years of rich and varied industrial experience.

In terms of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the appointment of Mr. Pankaj Holani as the Managing Director of the Company for a term commencing from January 01, 2025 up to December 31, 2027 is being placed before the members for their approval. The Board recommends the Resolution for Item No. 1 set out in the Notice for approval by the members as a **Special Resolution**.

Except Mr. Pankaj Holani and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution.

Item No. 2

Pursuant to Section 149, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at its meeting held on November 26, 2024, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the appointment of Mr. Jason Galinski (DIN: 10845403), as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from November 26, 2024.

The Board noted that Mr. Jason Galinski has been employed with DuPont ('the ultimate holding Company') since 2002 and he is currently Global Integrated Operations Director for MultibaseTM, Adhesives & Fluids, and Tedlar® within Dupont's Corporate Materials and Mobility Group. He has rich experience in business, strategy, leadership, global operations etc. as more particularly set forth in her profile below. Accordingly, the Board is of the view that his extensive understanding of the operation of the business would add value and provide meaningful insights to the Company.

Further, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Jason Galinski would be beneficial to the Company.



Mr. Jason Galinski is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold equity shares of the Company by himself or on a beneficial basis.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the Members has to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board accordingly recommends the resolution of Item No. 2 set out in the Notice for approval by the members, as an **Ordinary Resolution**.

Except Mr. Jason Galinski and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution.



ANNEXURE

Brief Profile of Director(s) seeking continuation of Directorship pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of Director	Mr. Pankaj Holani	Mr. Jason Galinski
Age	40 years	48 years
DIN	10843892	10845403
Qualifications	Chartered Accountant	Bachelor's degree in Chemical
		Engineering
Experience and	He is a Chartered accountant by	He is graduated from the Lehigh
expertise in specific	profession with over 15+ years	University in 1998 with a Bachelor's
functional area	of proven track record and	degree in Chemical Engineering. In
	diverse experience in Finance.	2021, he went on to complete his
	Mr. Holani started his career	Certified Supply Chain Professional
	with VIOM Networks Ltd.	certification from the Association of
	(Formerly Wireless TT Info	Supply Chain Management.
	Services Ltd., a subsidiary of	
	Tata Teleservices Ltd.) in the	Mr. Galinski is currently working at
	year 2008, where he was part of	DuPont as the Global Integrated
	the Corporate Finance Team and	Operations Director for Multibase [™] ,
	has handled multiple roles	Adhesives & Fluids, and Tedlar®
	related to telecom service	within Dupont's Corporate Materials
	industry, which inter alia	and Mobility Group. During Jason's
	includes MIS Reporting,	23 years with DuPont, he has had
	Auditing, General ledger	positions in Mergers & Acquisitions,
	accounting, Accounts Payable/	Site Leadership, and Engineering
	Vendor Payments etc.	Management across multiple
		businesses in Rohm & Haas, Dow
	He then joined PHI Seeds	Corning and Dow. Prior to DuPont,
	Private Limited in the year 2011,	Jason worked at General Chemical
	as Deputy Manager Corporate	Corporation for 3 years and held a
	Accounts and later became	variety of Site Leadership and
	Manager Corporate Accounting	Engineering roles.
	for Pioneer agriculture division.	Jacob beings a best dieser C
	Later in 2019, he has taken up	Jason brings a broad range of
	the position of Chief Financial	experiences in multiple businesses
	Officer in Multibase India	with a variety of global operational
	Limited and handled Company's	and commercial facing leadership
	finance and accounts.	roles. Jason's experience in
	Additionally, he is handling	Environmental Health and Safety,
	Global Accounting and	Quality, Engineering, Supply Chain
	Reporting process as Operations	and Operational leadership is evident
	Manager.	through his many years at DuPont.



	HIGHE	
		He has experience in a range of market segments including automotive, industrial, electronics and aerospace.
Nature of Expertise in specific functional area	Finance and Accountancy	Operational
Date of first appointment on the Board	January 01, 2025	November 26, 2024
Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice	Nil	Nil
Terms and conditions of appointment/ continuation of Directorship	Appointed for a period of three years commencing from January 01, 2025 to December 31, 2027 (both days inclusive) & not liable to retire by rotation.	Appointed with effect from November 26, 2024 and liable to retire by rotation.
Details of remuneration sought to be paid	Detailed remuneration has been provided in the Explanatory Statement of this Notice	Nil
Details of last remuneration drawn in INR	Rs. 62.69 lacs per annum in his capacity as Chief Financial Officer of the Company.	Nil
Inter-se Relationship between • Directors • Key Managerial Personnel	None	None
Number of Meetings of the Board attended during the financial year 2024-25	Nil	Nil
Chairmanship/Mem bership of the Statutory Committee(s) of Board of Directors of the Company	NA	NA
Other Companies in which she/he is a Director excluding	None	None



Directorship in Private and Section		
8 Companies		
Chairmanship/Mem	None	None
bership of the		
Statutory		
Committee(s) of		
Board of Directors		
of other Public Ltd		
Companies in which		
he is a Director*		
Listed entity from	None	None
which the Director		
has resigned in the		
past three years		

Note(s): *Committee positions of Audit and Stakeholders Relationship Committee held in Public Ltd companies are considered.

By order of the Board of Directors For Multibase India Limited

Parmy Kamani Company Secretary & Compliance Officer M. No.: A27788

Place: Mumbai

Date: January 24, 2025