

## 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 Dow Corning Corporation, your Company is in addition guided by the Dow Corning 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, 2 (Two) Independent Directors, 3 (Three) Non-executive directors including 1(One) Woman director. The Chairman of the Board is selected at every Board meeting by the Board amongst the Independent Directors of the Company.

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, 2016:

Sr. No.	Name of the Director	Category	No. of Board Meeting during the tenure of Directors in FY 2015-16		Attendance at the last AGM held on 29.09.2015	Directorship in other public companies <sup>1</sup>	Committee position held in other public companies <sup>2</sup>	
			Held	Attended			Chairman	Member
1	Mr. Deepak Dhanak Managing Director (DIN: 03157491)	Executive	5	5	Yes	-	-	-
2	Mr. Harish Narendra Motiwalla (DIN: 00029835)	Independent	5	5	Yes	6	5	3
3	Mr. Ashok Chhabra (DIN: 00059677)	Independent	5	5	Yes	-	-	-
4	Mr. Krishna Joshi (DIN: 00339957)	Non-Executive	5	4	Yes	-	-	-
5	Ms. Suely Mori (DIN 07046468)	Non-Executive	5	1	No	-	-	-
6	Mr. Peter Cartwright <sup>3</sup> (DIN 06797101)	Non-Executive	5	2	No	-	-	-
7	Mr. Michel Rens <sup>4</sup> (DIN: 07430742)	Non-Executive	1	1	NA	-	-	-

<sup>1</sup> Directorship held in Private Companies, Section 25 Companies and Foreign Companies is not included.

<sup>2</sup> Only Audit Committee and Stakeholders Relationship Committee are taken into consideration as per the provisions of Regulation 25 of the SEBI Listing Regulations. None of the Directors of the Company 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.

<sup>3</sup> Resigned w.e.f. February 10, 2016.

<sup>4</sup> Appointed as Additional Director w.e.f. February 10, 2016.

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- 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 2015-16, the Board of Directors of your Company met 5 times on 30/05/2015, 04/08/2015, 29/09/2015, 23/10/2015 and 10/02/2016.

The intervening period between any two meetings did not exceed the period of one hundred and twenty days as prescribed under Regulation 17 of the SEBI Listing Regulations.

- iv) 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.
- v) 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 2015-16.

A declaration to this effect signed by Managing Director is appended to this Report of Corporate Governance. The Code of Conduct is available on the website of the Company i.e., [www.multibaseindia.com](http://www.multibaseindia.com)

### III. Audit Committee

- i) Composition of the Audit Committee, particulars of meetings held and attended during the year 2015-16:

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:

Name	Position Held	Category
Mr. Harish Narendra Motiwalla	Chairman	Non-Executive Independent Director
Mr. Ashok Chhabra	Member	Non-Executive Independent Director
Mr. Krishna Joshi	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. The Chairman of the Audit Committee was present at the previous Annual General Meeting held on 29<sup>th</sup> September 2015.

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 2015-16:

During the year 2015-16, four 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			
		30/05/2015	04/08/2015	23/10/2015	10/02/2016
1	Mr. Harish Narendra Motiwalla	Present	Present	Present	Present
2	Mr. Ashok Chhabra	Present	Present	Present	Present
3	Mr. Krishna Joshi	Absent	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.

**IV. Nomination and Remuneration Committee (Earlier known as Remuneration Committee)**

The Board of Directors, at their meeting held on May 31, 2014, renamed the Committee as "Nomination and Remuneration Committee" and enhanced its terms of reference 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 2015-16:

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

Name	Position Held	Category
Mr. Harish Narendra Motiwalla	Chairman	Non-Executive Independent Director
Mr. Ashok Chhabra	Member	Non-Executive Independent Director
Mr. Krishna Joshi	Member	Non-Executive Director

The Company Secretary acts as the Secretary to the Committee.

During the year 2015-16, 1 meeting of Nomination and Remuneration Committee was held on 10/02/2016 and was attended by all the members.

- ii) Terms of reference:

1. 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,
2. 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
3. Carry out evaluation of every director's performance as per the criteria laid down.
4. Formulate, in accordance with the provisions of the Act or guidelines or Listing Agreement as may be prescribed in this behalf, the criteria for determining qualifications, positive attributes and independence of a director
5. 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
6. Formulate the criteria for evaluation of independent directors and the Board.
7. Devise a policy regarding observance of principles of diversity in the composition of the Board.
8. Carrying out such other function as may be necessary or incidental to the above under Companies Act, 2013, Listing Agreement, or such other applicable regulations.

- iii) Employee Stock Option Scheme:

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

- iv) 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 2015-16, Mr. Deepak Dhanak, Managing Director was paid ₹ 37.67 Lacs as Salary, and ₹ 0.22 Lacs

as Perquisites. He does hold 1(one) equity share in the Company as on March 31, 2016. His tenure is of 3 years commencing from March 2, 2014 till March 1, 2017. 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 2015-16 and the number of equity shares held by them is as follows:

<b>Name</b>	<b>Relationship between Directors inter-se</b>	<b>Sitting fees paid for Board Meetings and Committee Meetings (In ₹)</b>	<b>Number of Equity Shares held in MIL as on March 31, 2016</b>
Mr. Harish Narendra Motiwalla	-	4,80,000	NIL
Mr. Ashok Chhabra	-	4,80,000	NIL
Ms. Suely Mori	-	0	NIL
Mr. Krishna Joshi	-	0	NIL
Mr. Peter Cartwright <sup>1</sup>	-	0	NIL
Mr. Michel Rens <sup>2</sup>	-	0	NIL

<sup>1</sup> Resigned w.e.f. February 10, 2016

<sup>2</sup> Appointed as Additional Director w.e.f. February 10, 2016.

Except of Mr. Harish Narendra Motiwalla and Mr. Ashok Chhabra, none other Non-Executive Directors were paid any Sitting Fees during FY 2015-16 since they have voluntarily waived off the sitting fees payable to them.

**V. 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, 2016 comprises of following members:

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

The Company Secretary acts as the Secretary to the Committee.

ii) Name, Designation and Address of Compliance Officer:

Ms. Sunaina Goraksh  
 Company Secretary  
 5<sup>th</sup> Floor, SCORPIO HOUSE, Opposite Galleria  
 Hiranandani Business Park, Powai, Mumbai – 400 076

iii) Procedure for approval and details of meetings and attendance during the year 2015-16:

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 w.e.f. August 14, 2012 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 2015-16, four meetings were held and attended by the members as per the details given below:

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Sr. No.	Name of Member	Meetings / Attendance			
		30/05/2015	04/08/2015	23/10/2015	10/02/2016
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

iv) Terms of reference:

- To look into the redressal of shareholders and investors complaints like non-receipt of notices / annual reports, non-receipt of declared dividends, non-receipt of share certificates, etc;
- To approve and register share transfer and transmission;
- To expedite the process of dematerialization and / or rematerialisation of shares;
- To take on record the Certificate taken under Regulation 40(9) of the SEBI Listing Regulations from Practising Company Secretary;
- To take on record the Reconciliation of Share Capital Audit Report submitted by Practising Company Secretary every quarter.

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 2015-16 is as follows:

Nature of Complaints	No. of complaints at the beginning of the year	Number of Complaints Received	Number of Complaints Resolved	No. of complaints pending at the end of the year
Non-receipt of Share Certificates	NIL	10	10	NIL
Non-receipt of Annual Reports	NIL	1	1	NIL
Non-receipt of stickers	NIL	1	1	NIL
Others	NIL	1	1	NIL
<b>Total</b>	<b>NIL</b>	<b>13</b>	<b>13</b>	<b>NIL</b>

### VI. 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, 2016 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 2015-16, one meeting was held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance
		10/02/2016
1.	Mr. Harish Narendra Motiwalla	Present
2.	Mr. Ashok Chhabra	Present
3.	Mr. Deepak Dhanak	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.

**VII. Share transfer Committee:**

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

The Committee as of March 31, 2016 comprises of following members:

Name	Position Held	Category
Mr. Deepak Dhanak	Chairman	Managing Director
Mr. Krishna Joshi	Member	Non-Executive Director

The Company Secretary acts as the Secretary to the Committee.

During the year 2015-16, seven meetings were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance						
		14/04/2015	12/05/2015	12/06/2015	10/08/2015	09/09/2015	29/09/2015	13/01/2016
1	Mr. Deepak Dhanak	Present	Present	Present	Present	Present	Present	Present
2	Mr. Krishna Joshi	Present	Present	Present	Present	Present	Present	Present

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
- 3) To perform such other functions as may be determined by the Board from time to time.

**VIII. Meeting of Independent Directors**

As required under Section 149 of the Companies Act, 2013 read with Schedule IV to the Act and Regulation 25(3) of the SEBI Listing Regulations, the Meeting of Independent Directors of the Company was held on February 10,2016 *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.

**IX. General Body Meetings**

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

Financial year	AGM No.	Day & Date	Venue	Time
2014-15	24 <sup>th</sup>	Tuesday, 29 <sup>th</sup> September 2015	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	11.30 am
2013-14	23 <sup>rd</sup>	Wednesday, 24 <sup>th</sup> September, 2014	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	12 Noon
2012-13	22 <sup>nd</sup>	Wednesday, 14 <sup>th</sup> August, 2013	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	12 Noon



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

<b>AGM No.</b>	<b>No. of Special resolutions passed</b>	<b>Particulars of Special resolutions</b>
24 <sup>th</sup>	1	Approval of material Related party transaction
23 <sup>rd</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 March 2, 2014 and fix his remuneration
22 <sup>nd</sup>	NIL	NA

- iii) Details of resolutions passed through Postal Ballot:

During the year 2015-16, none of the resolutions were passed through Postal Ballot. 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.

**X. Disclosures**

- i) Related party transactions:

Related party transactions have been disclosed under Note 29 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 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.

- ii) Disclosure of Accounting treatment:

The financial statements of the Company for the year ended March 31, 2016 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:

Already disclosed in Clause IV “Nomination and Remuneration committee” section.

- 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 the last three years ending on March 31, 2016, 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 fully complied with all the statutory requirements under erstwhile Listing Agreement and SEBI Listing Regulations, 2015 to the extent applicable.
- c) Out of the non-mandatory requirement the Company has adopted the following:  
During the year under review, there was no qualification on the Company's financial statement.

xi) Modified Opinion in Auditors Report:

The Company's financial statement for the year 2015-2016 does not contain any modified audit opinion

xii) 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

xiii) 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 behaviour is prohibited both by law and the Company. During the year under review, there was no complaint of any sexual harassment at work place.

xiv) 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 Daman Ganga 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.  
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)

xv) CEO/CFO Certificate:

The CEO/CFO Certificate for the year ended March 31, 2016 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 May 30, 2016.

xvi) 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, 2016 is appended to this Report on Corporate Governance.

xvii) Insider Trading Code:

In compliance with Regulation 8(1) and Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has framed the Code of Practices and Procedures for Fair Disclosure in terms of the requirements of

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SEBI (Prohibition of Insider Trading) Regulations, 2015 Code of Conduct to Regulate, Monitor and Report Trading by Insiders and Code of Fair Disclosure and Conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2016.

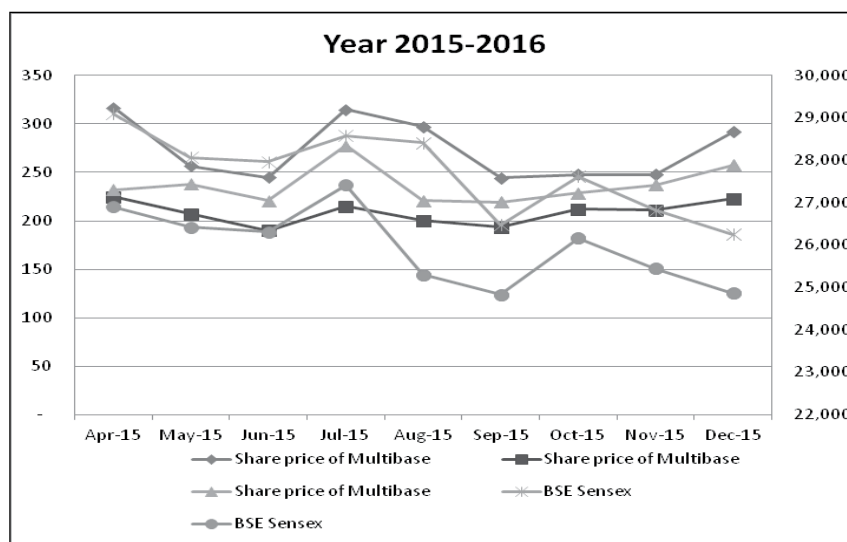
The Code of Conduct elaborates ways and measures to deal with unpublished price sensitive information and restricts the insider trading by any of the Directors and Designated Persons of the Company.

### xviii) General Shareholders Information:

- a) Annual General Meeting
- Date : Wednesday, September 28, 2016
- Time : 11.00 a.m.
- Venue : 74/5-6, Daman Industrial Estate, Kadaiya Village, Nani Daman- 396210 U.T.
- b) Financial year 2016-17 (tentative schedule)
- Quarter Results
- Ending on June 30, 2016 : First week of August 2016
- Ending on September 30, 2016 : Second week of November 2016
- Ending on December 31, 2016 : Second week of February 2017
- Year ended March 31, 2017 : In the month of May 2017
- AGM is proposed to be held on September 2017.
- c) Date of Book Closure : Thursday, September 22, 2016 to Wednesday, September 28, 2016 (Both days inclusive)
- d) Dividend Payment date : No Dividend is recommended by Board
- e) Listing on Stock Exchange : BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
- The Annual Listing fees for the year 2016-17 is 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 2015	317.00	224.90	231.90	4,33,391	29,094.61	26,897.54
May 2015	256.80	207.00	237.80	1,63,238	28,071.16	26,423.99
June 2015	245.00	190.10	220.60	1,92,994	27,968.75	26,307.07
July 2015	315.00	215.00	277.50	6,11,881	28,578.33	27,416.39
August 2015	297.00	200.10	220.70	3,07,515	28,417.59	25,298.42
September 2015	244.40	193.60	219.40	1,78,807	26,471.82	24,833.54
October 2015	248.00	212.00	228.60	2,06,374	27,618.14	26,168.71
November 2015	247.90	211.00	236.90	1,55,774	26,824.30	25,451.42
December 2015	292.00	222.70	257.50	3,82,543	26,256.42	24,867.73
January 2016	274.00	210.40	218.80	1,52,557	26,197.27	23,839.76
February 2016	225.00	178.00	179.90	2,18,863	25,002.32	22,494.61
March 2016	223.40	180.10	190.60	1,64,196	25,479.62	23,133.18

- i) Performance of share price of the Company in comparison to BSE Sensex:  
MIL Share Price and Sensex Movement (For FY 2015-16) Taken 100 as Base Point



- j) Registrar and Transfer Agents : Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound, LBS Road,  
Bhandup (W), Mumbai – 400 078  
Tel No.: +91 22 25963838  
Fax No.: +91 22 25946969  
Email: rnt.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

- k) Share Transfer System:

The physical transfer of shares is processed and approved by the Company in co-ordination with Link Intime India Pvt. Ltd., atleast once in every week. Pursuant to the latest amendment to Listing Agreement, the Share Certificates after effecting transfer are dispatched to the shareholders within 15 days from the date of receipt of transfer request, if the transfer documents are found technically in order and complete in all respects. The transfer of shares held in Demat mode is processed electronically by Link Intime India Pvt. Ltd. within 21 days from the date of receipt of the request. The Board of directors have further delegated the power to approve issue of duplicate share certificates, Demat-remat to the Share transfer committee.

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

- l) Distribution of shareholding as on March 31, 2016:

Equity Shares held	No. of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
1-500	6,309	89.00	8,66,273	6.87
501-1000	367	5.18	2,94,627	2.33
1001-2000	195	2.75	2,92,649	2.32
2001-3000	70	0.99	1,77,065	1.40
3001-4000	26	0.37	92,034	0.73
4001-5000	34	0.48	1,61,568	1.28
5001-10000	48	0.68	3,71,889	2.95
Above 10000	39	0.55	1,03,63,895	82.12
<b>Total</b>	<b>7,088</b>	<b>100.00</b>	<b>1,26,20,000</b>	<b>100.00</b>

Shareholding pattern as on March 31, 2016:

Category		No. of Shareholders	No. of Shares held	Percentage of Shareholding	No. Shares Pledged or otherwise encumbered	Percentage of Shares Pledged
<b>A</b>	<b>Promoters' Holding</b>					
1	Promoters					
	Indian	-	-	-	-	-
	Foreign	1	94,64,994	75.00	-	-
<b>B</b>	<b>Public Shareholding</b>					
2	Foreign Institutional Investors	1	26,855	0.21	-	-
3	Non Institutional Investors					
	a. Bodies Corporate	102	1,90,115	1.50	-	-
	b. Indian Public	6512	24,55,908	19.46	-	-
	c. Any other					
	1. Clearing Member	50	52,320	0.41	-	-
	2. Office Bearer	26	2,600	0.02	-	-
	3. NRIs	68	86,762	0.69	-	-
	4. NRN	158	2,27,963	1.82	-	-
	5. Trust	0	0	0	-	-
	6. Hindu Undivided Family	170	1,12,483	0.89	-	-
	<b>Total (1+2+3)</b>	<b>7,088</b>	<b>1,26,20,000</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

m) Dematerialization of shares and liquidity:

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, 2016, 94.81% of outstanding Equity shares of the Company are held in dematerialized form.

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

n) Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date and likely impact on equity: NIL

o) Plant Location : Multibase India Limited  
74/5-6, Daman Industrial Estate,  
Kadaiya Village, Nani Daman – 396210 (U.T).

p) Address for Correspondence : Registered Office  
74/5-6, Daman Industrial Estate,  
Kadaiya Village, Nani Daman – 396210(U.T).  
Tel No.: 0260 661 4400  
Fax No.: 0260 222 1578  
Email: compliance.officer@multibaseindia.com  
  
Compliance Officer  
Ms. Sunaina Goraksh  
Company Secretary  
5<sup>th</sup> Floor, SCORPIO HOUSE, Opp. Galleria  
Hiranandani Business Park, Powai  
Mumbai – 400 076  
Tel No.: 022 669 46860  
Fax No.: 022 669 46848  
Email:compliance.officer@multibaseindia.com

For and on behalf of the Board

sd/-

**H.N. Motiwalla**  
Chairman of CSR

sd/-

**Deepak Dhanak**  
Managing Director

Mumbai, August 22, 2016

## CODE OF CONDUCT DECLARATION

I Mr. Deepak Dhanak (DIN.03157491), Managing Director of the Company do hereby give this declaration pursuant to Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has laid down Code of Conduct for all Board members and senior management of the Company and the same is posted on the website of the Company i.e. [www.multibaseindia.com](http://www.multibaseindia.com)

All the Board members and Senior Management Personnel have affirmed compliances with the code for the year ended 31<sup>st</sup> March 2016.

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

sd/-  
**Deepak Dhanak**  
Managing Director

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## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
MULTIBASE INDIA LIMITED

I have examined the compliance of conditions of Corporate Governance by **Multibase India Limited** for the year ended **March 31, 2016** as stipulated in Clause 49 of the erstwhile Listing Agreement and Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statement of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the erstwhile Listing Agreement and Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dhrumil M Shah & Co.**

Place: Mumbai  
Date: 3<sup>rd</sup> August, 2016

sd/-  
**Dhrumil M Shah**  
Practicing Company Secretary  
CP 8978; FCS 8021