



Ref No: 607/2017-18

FORM No. MGT-13

Consolidated SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

**The Chairman**

26<sup>th</sup> Annual General Meeting of Multibase India Limited  
Held on Tuesday, the 25<sup>th</sup> July, 2017 at  
Hotel Reevanta, Tin Batti,  
Devka Road, Nani Daman,  
Union Territory - Daman & Diu- 396210.

Dear Sir,

Sub: Consolidated Scrutinizer's Report of remote e-voting & Poll conducted at the Annual General Meeting of Multibase India Limited held on Wednesday, 25<sup>th</sup> July, 2017 at 11:00 a.m.

I, Dhrumil Mahendra Shah of M/s Dhrumil M Shah & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Multibase India Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Multibase India Limited held on Tuesday, 25<sup>th</sup> July, 2017 at 11:00 a.m.

The Notice dated 22<sup>nd</sup> May, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility through physical ballot forms to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of 18<sup>th</sup> July, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Thursday, 20<sup>th</sup> July, 2017 at 09:00 a.m. (IST) and ended on Monday, 24<sup>th</sup> July, 2017 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited e-voting system and the ballot forms received respectively.

After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.





The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.

**Item No. 1- Ordinary Resolution-**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2017, together with the Auditors' Report and Directors' Report thereon.

**Physical Voting**

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	36	9468468	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	36	9468468	-
4.	Physical ballot forms with assent	36	9468468	100.00
5.	Physical ballot forms with dissent	0	0	0.00

**E-Voting**

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	16	5388	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	16	5388	-
4.	E-voting with assent	16	5388	100.00
5.	E-voting with dissent	0	0	0.00



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	52	9473856	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	52	9473856	-
4.	voting with assent	52	9473856	100.00
5.	voting with dissent.	0	0	0.00

Item No. 2- Ordinary Resolution-

To appoint a Director in place of Ms. Suely Mori (DIN 07046468), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

**Physical Voting**

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/Dissent
1.	Total Physical ballot forms received	36	9468468	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	36	9468468	-
4.	Physical ballot forms with assent	36	9468468	100.00
5.	Physical ballot forms with dissent	0	0	0.00





### *E-Voting*

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	16	5388	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	16	5388	-
4.	E-voting with assent	16	5388	100.00
5.	E-voting with dissent	0	0	0.00

### *Total*

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	52	9473856	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	52	9473856	-
4.	voting with assent	52	9473856	100.00
5.	voting with dissent.	0	0	0.00

### Item No. 3- Ordinary Resolution-

To appoint M/s BSR & Co. LLP, Chartered Accountants, (Firm Registration no.101248W/W-100022) in place of retiring auditors as Statutory Auditors of the Company.



*Physical Voting*

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	36	9468468	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	36	9468468	-
4.	Physical ballot forms with assent	36	9468468	100.00
5.	Physical ballot forms with dissent.	0	0	0.00

*E-Voting*

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	15	5253	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	15	5253	-
4.	E-voting with assent	14	5227	99.50
5.	E-voting with dissent	1	26	0.50

**Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	51	9473721	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	51	9473721	-
4.	voting with assent	50	9473695	99.99
5.	voting with dissent	1	26	0.01





Item No. 4- Ordinary Resolution-

To appoint Mr. Vipul Babu (DIN 07737345), as a Director of the Company liable to retire by rotation.

**Physical Voting**

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	36	9468468	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	36	9468468	-
4.	Physical ballot forms with assent	36	9468468	100.00
5.	Physical ballot forms with dissent	0	0	0.00

**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	16	5388	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	16	5388	-
4.	E-voting with assent	16	5388	100.00
5.	E-voting with dissent	0	0	0.00



Total

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	52	9473856	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	52	9473856	-
4.	voting with assent	52	9473856	100.00
5.	voting with dissent	0	0	0.00

Item No. 5- Special Resolution -

*Re-appointment of Mr. Deepak Dhanak, (DIN: 03157491) as Managing Director of the Company for a period of 3 years.*

**Physical Voting**

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	34	9468466	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	34	9468466	-
4.	Physical ballot forms with assent	34	9468466	100.00
5.	Physical ballot forms with dissent	0	0	0.00





### *E-Voting*

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	16	5388	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	16	5388	-
4.	E-voting with assent	16	5388	100.00
5.	E-voting with dissent	0	0	0.00

### **Total**

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	50	9473854	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	50	9473854	-
4.	voting with assent	50	9473854	100.00
5.	voting with dissent.	0	0	0.00

### **Item No. 6- Ordinary Resolution-**

*Approval for the transactions/arrangements to be entered into by the company with Dow Corning Corporation. (Ultimate Holding Company) in the ordinary course of business and at arm's length basis for the financial year 2016-17 and for every financial year thereafter.*



*Physical Voting*

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/Dissent
1.	Total Physical ballot forms received	34	2674	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	34	2674	-
4.	Physical ballot forms with assent	34	2674	100.00
5.	Physical ballot forms with dissent	0	0	0.00

*E-Voting*

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	16	5388	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	16	5388	-
4.	E-voting with assent	16	5388	100.00
5.	E-voting with dissent	0	0	0.00

*Total*

Sr. No.	Particular's	No. of voters	No. of Shares	% of Assent/Dissent
1.	Total voting received	50	8062	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	50	8062	-
4.	voting with assent	50	8062	100.000
5.	voting with dissent	0	0	0.000





Item No. 7- Ordinary Resolution-

Approval for the transactions/arrangements to be entered into by the company with Dow Corning Europe S.A. (Fellow Subsidiary) in the ordinary course of business and at arm's length basis for the financial year 2016-17 and for every financial year thereafter.

**Physical Voting**

Sr.No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	34	2674	-
2.	Less-Invalid Physical ballot forms	0	0	-
3.	Net valid Physical ballot forms	34	2674	-
4.	Physical ballot forms with assent	34	2674	100.00
5.	Physical ballot forms with dissent	0	0	0.00

**E-Voting**

Sr.No.	Particular's	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	16	5388	-
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	16	5388	-
4.	E-voting with assent	16	5388	100.00
5.	E-voting with dissent	0	0	0.00



Total

Sr.No.	Particular's	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	50	8062	-
2.	Less-Invalid voting	0	0	-
3.	Net valid voting	50	8062	-
4.	voting with assent	50	8062	100.00
5.	voting with dissent	0	0	0.00

A list of equity shareholders who voted "FOR", "AGAINST" is sent by electronic mode to the Company Secretary of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Mumbai

Date: 25<sup>th</sup> July, 2017



For Dhrumil M Shah & Co

A handwritten signature in blue ink, appearing to read "Dhrumil M Shah".

Dhrumil M Shah

Practicing Company Secretary

Memb No F8021; CP No 8978