

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

### 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 Clause 49 of the Listing Agreement entered into with Stock Exchange. The Board of Directors of your Company consists of 5 (Five) Directors, out of these 2 (Two) are Independent Directors. The Chairman of the Board is selected at every Board meeting by the Board amongst the Independent Directors of the Company.

- 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, 2012:

Sr. No.	Name of the Director	Category	No. of Board Meeting during the tenure of Directors in FY 2011-12		Attendance at the last AGM held on 29.09.2011	Directorship in other public companies <sup>1</sup>	Committee position held in other public companies <sup>2</sup>	
			Held	Attended			Chairman	Member
1	Mr. Simon Bernard	Non-Executive	5	-	No	-	-	-
2	Mr. Deepak Dhanak	Managing Director	5	5	Yes	-	-	-
3	Mr. Harish Narendra Motiwalla	Independent	5	5	Yes	6	-	-
4	Mr. Ashok Chhabra	Independent	5	5	Yes	-	-	-
5	Ms. Diane Kelly <sup>3</sup>	Non-Executive	2	-	NA	-	-	-
6	Mr. Jean Paul Mollie <sup>4</sup>	Non-Executive	3	-	No	-	-	-
7	Mr. Ranjit Mathur <sup>5</sup>	Non-Executive	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 Shareholders' Grievance Committee are taken into consideration as per the provisions of Clause 49 of Listing Agreement. 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> Appointed as Additional Director w.e.f. September 30, 2011.

<sup>4</sup> Resigned from the Board w.e.f. September 30, 2011.

<sup>5</sup> Appointed as Additional Director w.e.f. September 30, 2011 and resigned from the Board w.e.f. December 15, 2011.

<sup>6</sup> Mr. Simon Bernard attended the Board Meeting held on 30/5/2011 through Tele conferencing.

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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 2011-12, the Board of Directors of your Company met 5 times on 30/5/2011, 11/8/2011, 29/9/2011, 10/11/2011 and 13/2/2012.

The intervening period between any two meetings did not exceed more than 4 months as prescribed under Clause 49 of the Listing Agreement.

- 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 Annexure IA of the Clause 49 of the Listing Agreement 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 FY 2011-12. 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 2011-12:

The composition of the Audit Committee is in conformity with Clause 49 of the Listing Agreement 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. Simon Bernard	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, 2011.

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

Meetings and Attendance during the year 2011-12:

During the year 2011-12, 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			
		30/5/2011	11/8/2011	10/11/2011	13/2/2012
1	Mr. Harish Narendra Motiwalla	Present	Present	Present	Present
2	Mr. Ashok Chhabra	Present	Present	Present	Present
3	Mr. Simon Bernard	Absent	Absent	Absent	Absent

Mr. Simon Bernard participated through Tele Conferencing at the Audit Committee meeting held on 30/5/2011.

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 Clause 49 of the Listing Agreement and also covers the matters specified under Section 292A of the Companies Act, 1956. 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 and credible.
- b) Review of quarterly, half yearly and annual financial statements 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 and Internal Auditors and the fixation of audit fees.
- e) 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.
- f) Review of reports of Statutory and Internal Auditors and replies of the management thereof.
- g) 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.
- h) 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 in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
  - 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.
- i) Review of management representation letters to be issued to the Statutory Auditors.
- j) 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.
- k) Reviewing compliances as regards the Company's Whistle Blower Policy.
- l) Approval of the appointment of the Chief Financial Officer (CFO) of the Company after assessing the qualifications, experience & background, etc. of the Candidate.

#### IV. Remuneration Committee

- i) Composition of the Remuneration Committee, particulars of meetings held and attended during the year 2011-12:

The Board has constituted Remuneration Committee for fixing and approving the remuneration / commission payable to Executive and Non-Executive Directors of the Company, however, subject to the approval of shareholders and Central Government, wherever necessary. The detail of composition of Remuneration Committee is as follows:

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

The Company secretary acts as the secretary to the committee.

During the year 2011-12, no meeting of Remuneration Committee was held.

- ii) Terms of reference:

- To determine and set forth, in consultation with Board, the Remuneration package of Executive Directors of the Company;
- To determine and approve the remuneration and commission / incentive payable to the Managing Director of the Company for each financial year;
- To approve the sitting fees / commission payable to the Non-Executive Directors of the Company;
- To approve, in the event of loss or inadequacy of profits in any given financial year, the minimum remuneration payable to the Managing Director and Wholtime Directors within the limits as specified in Schedule XIII of the Companies Act, 1956.

- 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 Remuneration Committee and subject to the approval of shareholders and Central Government, if required.

During the year 2011-12, Mr. Deepak Dhanak, Managing Director was paid Rs. 19.44 Lac as Salary, Rs. 2.44 Lac as Bonus and Rs. 0.29 Lac as Perquisites. He does not hold any equity shares in the Company as on March 31, 2012. His tenure is of 3 years commencing from March 2, 2011 till March 1, 2014. The notice period is 1 month and no severance fees is payable to him.

The details of relationship between Directors inter-se, sitting fees paid to Non-Executive Directors during the year 2011-12 and the number of equity shares held by them is as follows:

Name	Relationship between Directors inter-se	Sitting fees paid for Board Meetings and Committee Meetings (In Rs.)	Number of Equity Shares held in MIL as on March 31, 2012
Mr. Simon Bernard	-	0	NIL
Mr. Jean Paul Mollie <sup>1</sup>	-	0	NA
Mr. Harish Narendra Motiwalla	-	2,10,000	NIL
Mr. Ashok Chhabra	-	2,10,000	NIL
Ms. Diane Kelly	-	0	NIL
Mr. Ranjit Mathur <sup>2</sup>	-	0	NA

<sup>1</sup> Resigned w.e.f. September 30, 2011.

<sup>2</sup> Resigned w.e.f. December 15, 2011.

Except of Mr. Harish Narendra Motiwalla and Mr. Ashok Chhabra, none other Non-Executive Directors were paid any Sitting Fees during FY 2011-12 since they have voluntarily waived off the sitting fees payable to them.

**V. Shareholders / Investors' Grievance cum Share Transfer Committee**

The Shareholders / Investors' Grievance cum Share Transfer Committee of the Board has been constituted in line with the requirements of Clause 49 of the Listing Agreement.

i) The Committee as of March 31, 2012 comprises of following members:

Name	Position Held	Category
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) The Name, Designation and Address of Compliance Officer:

Ms. Amee B. Joshi  
Company Secretary  
301, Rutu Business Park, Off. L.B.S. Road  
Majiwada, Thane (W) – 400 601

iii) Procedure for approval and details of meetings and attendance during the year 2011-12:

The power to approve the share transfer / transmission and dematerialization and / or rematerialisation has been delegated severally to Mr. Deepak Dhanak, Managing Director, Mr. Shibaji Chakraborty, Chief Financial Officer (resigned w.e.f. December 15, 2011) and Ms. Amee B. Joshi, Company Secretary. The request 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 fortnight 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 for approval of Shareholders / Investors' Grievance cum Share Transfer Committee.

During the year 2011-12, three meetings were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance		
		9/9/2011	10/11/2011	13/2/2012
1	Mr. Ashok Chhabra	Present	Present	Present
2	Mr. Harish Narendra Motiwalla	Present	Present	Present
3	Mr. Deepak Dhanak	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 Clause 47 (c) of the Listing Agreement from Practising Company Secretary;
- To take on record the Secretarial Audit Report submitted by Practising Company Secretary every quarter.

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### 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 2011-12 is as follows:

Nature of Complaints	Number of Complaints Received	Number of Complaints Resolved
Non-receipt of Share Certificates	4	4
Non-receipt of Annual Reports	NIL	NIL
Shares not dematerialized / rematerialized	NIL	NIL
Others	3	3
<b>Total</b>	<b>7</b>	<b>7</b>

## VI. General Body Meetings

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

Financial year	AGM No.	Day & Date	Venue	Time
2010-11	20th	Thursday, 29 <sup>th</sup> September, 2011	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	11:30 a.m.
2009-10	19th	Saturday, 28 <sup>th</sup> August, 2010	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	11:30 a.m.
2008-09	18th	Wednesday, 30 <sup>th</sup> September, 2009	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	12:30 p.m.

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

AGM No.	No. of Special resolutions passed	Particulars of Special resolutions
20th	NIL	NA
19th	NIL	NA
18th	1	Re-appointment of Mr. Krishna H. Joshi as Managing Director of the Company for a period of 5 years commencing from 13 <sup>th</sup> August, 2009.

### iii) Details of resolutions passed through Postal Ballot:

During the year 2011-12, Special resolution for appointment of and remuneration payable to Mr. Deepak Dhanak as Managing Director of the Company for a period of three years w.e.f. 2<sup>nd</sup> March, 2011 was 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 192A of the Companies Act, 1956 and The Companies (Passing of Resolutions through Postal Ballot) Rules, 2001.

## VII. Disclosures

### i) Related party transactions:

Related party transactions have been disclosed under Note 27 of Significant accounting policies & notes forming part of the financial statements of Audited Accounts in accordance with "Accounting Standard 18". A statement in summary form of transactions with related parties in the ordinary course of business is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

No material transactions are 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, 2012 are prepared in conformity with the Accounting Standards.

**iii) Secretarial Audit:**

A qualified Practising Company Secretary carried out secretarial 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 secretarial audit 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 "Remuneration committee" section.

**vii) Subsidiary Company:**

In terms of Clause 49 (III) of the Listing Agreement, your Company does not have any subsidiary Company and hence the requirement of the said clause does not 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 Clause 49 of the Listing Agreement 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, 2012, 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 of Listing Agreement entered into with Stock Exchange including mandatory requirements of Clause 49.
- c) The details of compliance with non-mandatory requirements of Clause 49 of the Listing Agreement is as follows;
  - i) The Board has set up a Remuneration Committee to determine competitive remuneration package of Executive Directors of the Company. The details of Remuneration Committee are given earlier in this report.
  - ii) Whistle Blower Policy:  
The Company has established a mechanism for employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguard to the victimized employees and spreads the way to curb those practices being followed in the office premises. None of the personnel of the Company has been denied access to the Audit Committee.

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### xi) Means of Communication:

#### a) Financial results

The quarterly, half yearly and annual results of the Company in the format prescribed under Clause 41 of the Listing Agreement 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 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 with Clause 49 of the Listing Agreement which is [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com).

### xii) CEO/CFO Certificate:

The CEO/CFO Certificate for the year ended March 31, 2012 as required under Clause 49(V) of the Listing Agreement, was placed and taken on record at the Board Meeting of the Company held on May 29, 2012.

### xiii) Certificate of compliance:

The Certificate of Practising Company Secretary confirming compliance with all requirement of the Clause 49 of the Listing Agreement for the year ended March 31, 2012 is appended to this Report on Corporate Governance.

### xiv) Insider Trading Code:

The Company has adopted Code of Conduct for Prevention of Insider Trading in line with "Model Code of Conduct for Insider Trading" given in Schedule I of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended till date. 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 Senior Management personnel of the Company.

### xv) General Shareholders Information:

#### a) Annual General Meeting

Date	: Tuesday, August 14, 2012
Time	: 11:30 a.m.
Venue	: 74/5-6, Daman Industrial Estate, Kadaiya Village, Nani Daman- 396210 U.T.

#### b) Financial year 2012-13 (tentative schedule)

Quarter Results	
Ending on June 30, 2012	: Second week of August 2012
Ending on September 30, 2012	: Second week of November 2012
Ending on December 30, 2012	: Second week of February 2013
Year ended March 31, 2013	: In the month of May 2013 AGM is proposed to be held on September 2013.

#### c) Date of Book Closure : 8<sup>th</sup> August, 2012 to 14<sup>th</sup> August, 2012 (Both Days Inclusive)

#### d) Dividend Payment date : No Dividend is recommended by Board

#### e) Listing on Stock Exchange : The Bombay Stock Exchange Ltd. (BSE), Mumbai The Annual Listing fees for the year 2011-12 is been fully paid.

#### f) Stock Code : 526169

#### g) Corporate Identification Number (CIN) : L01122DD1991PLC002959

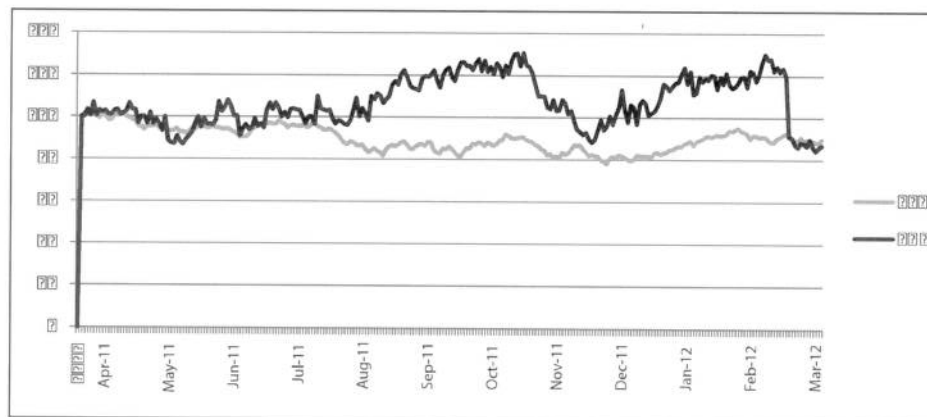


h) Stock Market Price Data :

Month & Year	Share Price of Multibase on BSE				BSE Sensex	
	Month's High (Rs.)	Month's Low (Rs.)	Month's Closing Price (Rs.)	Volume of shares traded (In no.)	Month's High (Index point)	Month's Low (Index point)
April 2011	32.80	26.50	30.00	20,679	19811.14	18976.19
May 2011	31.70	23.30	28.00	97,944	19253.87	17786.13
June 2011	33.00	25.50	27.70	1,04,373	18873.39	17314.38
July 2011	32.75	27.35	31.95	92,293	19131.70	18131.86
August 2011	33.85	26.00	32.00	1,31,421	18440.07	15765.53
September 2011	37.25	30.55	34.80	1,49,100	17211.80	15801.01
October 2011	37.90	33.30	36.00	68,322	17908.13	15745.43
November 2011	39.75	29.95	29.95	49,219	17702.26	15478.69
December 2011	32.75	25.50	29.20	26,696	17003.71	15135.86
January 2012	35.00	25.25	33.70	50,108	17258.97	15358.02
February 2012	38.25	31.60	33.70	61,839	18523.78	17061.55
March 2012	41.45	30.80	34.80	86,896	18040.69	16920.61

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

MIL Share Price and Sensex Movement (For FY 2011-12) 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 25946970  
Fax No.: +91 22 25946969  
Email: rnt.helpdesk@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 fortnight. The Share Certificates after effecting transfer are dispatched to the shareholders within 30 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 Shares of the Company are compulsorily traded in dematerialized form.

## I) Distribution of shareholding as on March 31, 2012:

Equity Shares held	No. of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
1-500	4233	88.2979	623160	4.9379
501-1000	259	5.4026	210959	1.6716
1001-2000	134	2.7952	206432	1.6358
2001-3000	46	0.9595	117229	0.9289
3001-4000	15	0.3129	54591	0.4326
4001-5000	24	0.5006	116012	0.9193
5001-10000	34	0.7092	264592	2.0966
Above 10000	49	1.0221	11027025	87.3774
<b>Total</b>	<b>4794</b>	<b>100</b>	<b>12620000</b>	<b>100</b>

Shareholding pattern as on March 31, 2012:

	Category	No. of Shareholders	No. of Shares held	Percentage of Shareholding	No. Shares Pledged or otherwise encumbered	Percentage of Shares Pledged
A	Promoters' Holding					
	1 Promoters					
	Indian	-	-	-	-	-
	Foreign	1	9464994	75.00	-	-
B	Public Shareholding					
	2 Institutional Investors	-	-	-	-	-
	3 Non Institutional Investors					
	a. Bodies Corporate	55	276428	2.19	-	-
	b. Indian Public	4527	2593675	20.55	-	-
	c. Any other					
	1. Clearing Member	12	17420	0.14	-	-
	2. Office Bearer	26	2600	0.02	-	-
	3. NRIs	14	25683	0.20	-	-
	4. NRN	146	219300	1.74	-	-
	5. Trust	1	6100	0.05	-	-
	6. Friends & Associate	12	13800	0.11	-	-
	<b>Total (1+2+3)</b>	<b>4794</b>	<b>12620000</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, 2012, 64.91% 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 6614400  
Fax No. : 0260 2221578  
Email:compliance.officer@multibaseindia.com  
Compliance Officer  
Ms. Amee B. Joshi  
Company Secretary  
301, Rutu Business Park, Off LBS Road,  
Majiwada, Thane (W) – 400601.  
Tel No.: 022 61597201  
Fax No.: 022 61597204  
Email:compliance.officer@multibaseindia.com

For and on behalf of the Board

Mumbai, 29.05.2012

sd/-  
**H. N. Motiwalla**  
Chairman

sd/-  
**Deepak Dhanak**  
Managing Director

### Declaration of compliance with Code of Conduct

I, Mr. Deepak Dhanak, Managing Director of the Company do hereby give this declaration pursuant to Clause 49(I)(D) of the Listing Agreement;

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 March 31, 2012.

sd/-  
**Deepak Dhanak**  
Managing Director

Daman, 23.05.2012

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### CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
**Multibase India Limited**

We have examined relevant records of **Multibase India Limited** (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement of the Stock Exchange in India for the Financial Year ended 31<sup>st</sup> March 2012.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the Compliance conditions of Corporate Governance.

On the basis of our examination of the records produced, explanations and information furnished by the management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

**FOR DHRUMIL M. SHAH & CO.**

sd/-  
**DHRUMIL M. SHAH**  
Company Secretary  
ACS 22541, CP 8978

Place: Mumbai

Date: 29.05.2012