

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, 2014:

Sr. No.	Name of the Director	Category	No. of Board Meeting during the tenure of Directors in FY 2013-14		Attendance at the last AGM held on 14.08.2013	Directorship in other public companies ¹	Committee position held in other public companies ²	
			Held	Attended			Chairman	Member
1	Mr. Deepak Dhanak Managing Director	Executive	4	4	Yes	-	-	-
2	Mr. Harish Narendra Motiwalla	Independent	4	4	Yes	6	1	3
3	Mr. Ashok Chhabra	Independent	4	4	Yes	-	-	-
4	Mr. Krishna Joshi	Non-Executive	4	3	Yes	-	-	-
5	Ms. Diane Kelly ³	Non-Executive	4	2	Yes	-	-	-
6	Mr. Peter Cartwright ⁴	Non-Executive	NIL	NA	NA	-	-	-

¹ Directorship held in Private Companies, Section 25 Companies and Foreign Companies is not included.

² 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.

³ Resigned from the Board w.e.f. February 10, 2014.

⁴ Appointed as Additional Director w.e.f. February 10, 2014.

- 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.

Annual Report 2013-2014

- iii) During the year 2013-14, the Board of Directors of your Company met 4 times on 29/5/2013, 14/8/2013, 13/11/2013 and 10/2/2014.

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 year 2013-14. 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

III. Audit Committee

- i) Composition of the Audit Committee, particulars of meetings held and attended during the year 2013-14:

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. 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 14th August, 2013.

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

Meetings and Attendance during the year 2013-14:

During the year 2013-14, 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			
		29/5/2013	14/8/2013	13/11/2013	10/2/2014
1	Mr. Harish Narendra Motiwalla	Present	Present	Present	Present
2	Mr. Ashok Chhabra	Present	Present	Present	Present
3	Mr. Krishna Joshi	Present	Present	Absent	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 Clause 49 of the Listing Agreement and enhanced terms as approved at the Board Meeting held on 31st May, 2014 to comply with provisions of 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.

- i) Composition of the Nomination and Remuneration Committee, particulars of meetings held and attended during the year 2013-14:

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 2013-14, 1 meeting of Remuneration Committee was held on 10/2/2014 and was attended by all the members.

- ii) Terms of reference:

- To formulate the criteria for identifying persons qualified to become Directors and Key Managerial Personnel and evaluate their performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- To set forth and recommend Board, a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees;
- 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 V of the Companies Act, 2013.

- 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 2013-14, Mr. Deepak Dhanak, Managing Director was paid ₹ 24.65 Lac as Salary, ₹ 0.75 Lac as Bonus and ₹ 0.22 Lac as Perquisites. He does not hold any equity shares in the Company as on March 31, 2014. 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 Board of Directors has, at their meeting held on February 10, 2014, re-appointed Mr. Deepak Dhanak as Managing Director of the Company for a period of 3 years effective from March 2, 2014, subject to the approval of Shareholders at the Annual General Meeting. The term and conditions of his reappointment is attached to the notice of Annual General Meeting.

The details of relationship between Directors inter-se, sitting fees paid to Non-Executive Directors during the year 2013-14 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 ₹)	Number of Equity Shares held in MIL as on March 31, 2014
Mr. Harish Narendra Motiwalla	-	2,30,000	NIL
Mr. Ashok Chhabra	-	2,30,000	NIL
Ms. Diane Kelly ¹	-	0	NIL
Mr. Krishna Joshi	-	0	NIL
Mr. Peter Cartwright ²	-	0	NIL

¹ Resigned w.e.f. February 10, 2014.

² Appointed as Additional Director w.e.f. February 10, 2014.

Except of Mr. Harish Narendra Motiwalla and Mr. Ashok Chhabra, none other Non-Executive Directors were paid any Sitting Fees during FY 2013-14 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 Board of Directors, at their meeting held on May 31, 2014, renamed the Committee as "Stakeholders Relationship Committee" and enhanced its terms of reference pursuant to the provisions of Section 178 of the Companies Act, 2013.

i) The Committee as of March 31, 2014 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) Name, Designation and Address of Compliance Officer:

Ms. Ameet B. Joshi
Company Secretary
5th 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 2013-14:

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 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 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 Shareholders / Investors' Grievance cum Share Transfer Committee.

During the year 2013-14, four meetings were held and attended by the members as per the details given below:

Sr. No.	Name of Member	Meetings / Attendance			
		29/5/2013	14/8/2013	13/11/2013	10/2/2014
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

Annual Report 2013-2014

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 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 2013-14 is as follows:

Nature of Complaints	Number of Complaints Received	Number of Complaints Resolved
Non-receipt of Share Certificates	NIL	NIL
Non-receipt of Annual Reports	1	1
Shares not dematerialized / rematerialized	NIL	NIL
Others	NIL	NIL
Total	1	1

VI. Corporate Social Responsibility Committee

The Board of Directors, at their meeting held on May 31, 2014, constituted "Corporate Social Responsibility Committee" pursuant to the provisions of Section 135 of the Companies Act, 2013.

Name	Position Held	Category
Mr. Harish Narendra Motiwala	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.

Terms of Reference:

- 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;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (1); and
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

VII. General Body Meetings

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

Financial year	AGM No.	Day & Date	Venue	Time
2012-13	22 nd	Wednesday, 14 th August, 2013	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	12 Noon
2011-12	21 st	Tuesday, 14 th August, 2012	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	11:30 a.m.
2010-11	20 th	Thursday, 29 th September, 2011	74/5-6, Daman Industrial Estate, Kadaiya, Nani Daman – 396210 (U.T)	11:30 a.m.

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

AGM No.	No. of Special resolutions passed	Particulars of Special resolutions
22 nd	NIL	NA
21 st	NIL	NA
20 th	NIL	NA

ii) Details of resolutions passed through Postal Ballot:

During the year 2013-14, 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.

VIII. 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, 2014 are prepared in conformity with the Accounting Standards.

iii) **Reconciliation of Share Capital Audit:**

A qualified Practising 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 Clause 49 (III) of the Listing Agreement, your Company does not have any subsidiary company and hence the requirement of the said clause does apply to the Company.

Annual Report 2013-2014

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, 2014, 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.

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

- b) Other information

Important official news is also posted on the Company's website 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

xii) CEO/CFO Certificate:

The CEO/CFO Certificate for the year ended March 31, 2014 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 31, 2014.

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, 2014 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 : Wednesday, September 24, 2014
 Time : 12 Noon
 Venue : 74/5-6, Daman Industrial Estate,
 Kadaiya Village, Nani Daman- 396210 U.T.

b) Financial year 2014-15 (tentative schedule)

Quarter Results

Ending on June 30, 2014 : Second week of August 2014
 Ending on September 30, 2014 : Second week of November 2014
 Ending on December 31, 2014 : Second week of February 2015
 Year ended March 31, 2015 : In the month of May 2015

AGM is proposed to be held on September 2015.

c) Date of Book Closure : Thursday, September 18, 2014 to Wednesday, September 24, 2014
 (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 2014-15 is been fully paid within stipulated time.

f) Stock Code : 526169

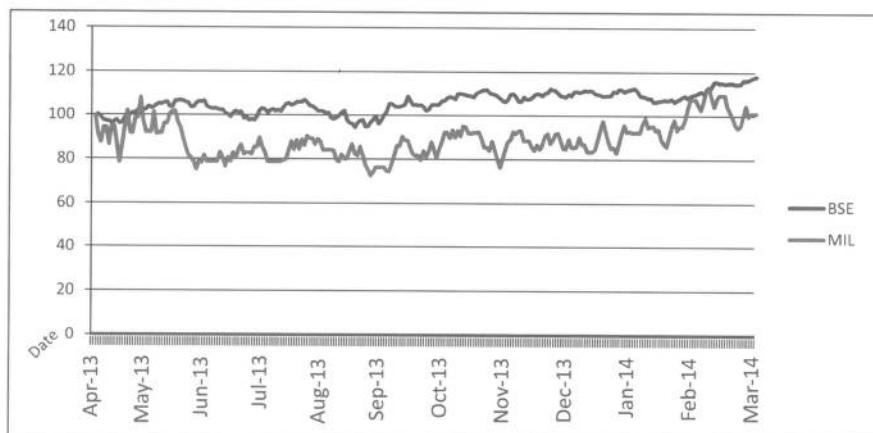
g) Corporate Identification Number (CIN) : L01122DD1991PLC002959

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 2013	42.35	30.00	36.15	7357	19622.68	18144.22
May 2013	39.90	29.40	31.00	18473	20443.62	19451.26
June 2013	35.40	29.35	35.15	23641	19860.19	18467.16
July 2013	36.95	30.35	34.50	23476	20351.06	19126.82
August 2013	34.65	28.55	29.10	17739	19569.20	17448.71
September 2013	37.00	29.05	31.80	25421	20739.69	18166.17
October 2013	38.00	31.70	35.10	26404	21205.44	19264.72
November 2013	36.40	30.00	33.00	14449	21321.53	20137.67
December 2013	36.90	32.75	32.75	13587	21483.74	20568.70
January 2014	40.10	32.20	37.20	17520	21409.66	20343.78
February 2014	44.20	33.70	40.20	26530	21140.51	19963.12
March 2014	46.00	36.95	39.60	54497	22467.21	20920.98

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

MIL Share Price and Sensex Movement (For FY 2013-14) 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 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 Shares of the Company are compulsorily traded in dematerialized form.

l) **Distribution of shareholding as on March 31, 2014:**

Equity Shares held	No. of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
1-500	4175	88.0616	612243	4.8514
501-1000	260	5.4841	207927	1.6476
1001-2000	128	2.6999	195298	1.5475
2001-3000	53	1.1179	134134	1.0629
3001-4000	17	0.3586	61124	0.4843
4001-5000	26	0.5484	122295	0.9691
5001-10000	38	0.8015	282967	2.2422
Above 10000	44	0.9281	11004012	87.1950
Total	4741	100.0000	12620000	100.0000

Shareholding pattern as on March 31, 2014:

	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	54	245138	1.94	-	-
	b. Indian Public	4471	2642708	20.94	-	-
	c. Any other					
	1. Clearing Member	15	4444	0.04	-	-
	2. Office Bearer	26	2600	0.02	-	-
	3. NRIs	15	27066	0.21	-	-
	4. NRN	147	219250	1.74	-	-
	5. Trust	-	-	-	-	-
	6. Friends & Associate	12	13800	0.11	-	-
	Total (1+2+3)	4741	12620000	100.00	-	-

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, 2014, 94.66% 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. Ameet B. Joshi
Company Secretary
5th Floor, SCORPIO HOUSE, Opp. Galleria
Hiranandani Business Park, Powai, Mumbai – 400 076
Tel No.: 022 66946860
Fax No.: 022 66946848
Email : compliance.officer@multibaseindia.com

For and on behalf of the Board

Mumbai, August 5, 2014

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. All the Board Members and Senior Management personnel have affirmed compliances with the code for the year ended March 31, 2014.

sd/-
Deepak Dhanak
Managing Director

Daman, May 23, 2014

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Multibase India Limited

We have examined the compliance of conditions of Corporate Governance by MULTIBASE INIDA LIMITED for the year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our 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 our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We 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

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

Place: Mumbai
Date: August 5, 2014