



August 14, 2024

To,  
**Corporate Relationship Department**  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
1<sup>st</sup> Floor, Dalal Street,  
Mumbai – 400001  
**Scrip Code: 526169**

**Sub: Annual Report of the Company and Notice convening the 33<sup>rd</sup> Annual General Meeting**

**Ref.: Regulation 30(2), Regulation 34 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we enclosed herewith Notice convening the 33<sup>rd</sup> Annual General Meeting (“AGM”) and the Annual Report of the Company for the financial year 2023-24.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the financial year 2023-24 is being sent today i.e., Wednesday, August 14, 2024, through electronic mode, to all the Members of the Company whose e-mail addresses are registered with the Depositories/ the Company/ the Registrar and Share Transfer Agent of the Company.

Please note that the AGM of the Company will be held on Thursday, September 05, 2024, at 12:30 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the aforesaid circulars. The Notice of AGM along with the Annual Report for the financial year 2023-24 is also being made available on the website of the Company at <https://www.multibaseindia.com/>.

Also, the agenda items proposed to be taken up at the AGM are as follows:

| Sr. No. | Particulars   | Resolution          |
|---------|---|---------------------|
| 1.      | To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Directors and Auditor’s thereon.    | Ordinary Resolution |
| 2.      | To declare final dividend of Rs. 3.00/- (Rupees Three only) on equity shares of Rs. 10/- each for the financial year ended March 31, 2024   | Ordinary Resolution |
| 3.      | To appoint a Director in place of Mr. Mark Stephen Metaxas (DIN 09607494) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. | Ordinary Resolution |

**Multibase India Limited**

|    |   |                     |
|----|---|---------------------|
| 4. | To ratify the payment of remuneration of the Cost Auditors for the financial year ended March 31, 2025. | Ordinary Resolution |
| 5. | Re-appointment of Ms. Bharti Pradeep Dhar (DIN: 00442471) as an Independent Director of the Company     | Special Resolution  |

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

Further, brief details of e-voting events are as under:

| Sr. No. | Activity                 | Date  |
|---------|--------------------------|---|
| 1.      | Commencement of e-Voting | Monday, September 02, 2024 at 9:00 A.M. (IST)     |
| 2.      | End of e-Voting          | Wednesday, September 04, 2024 at 05:00 P.M. (IST) |

The instructions for remote e-voting/ e-voting during the AGM are provided in the Notice of AGM. The members who have not registered/updated their E-mail ID / Bank details with the Company / RTA / DP are requested to register/update them with the Company / RTA/ DP.

#### **Record Date and Book Closure:**

The Company has fixed Friday, August 30, 2024, as the record date (cut-off date) for the purpose of AGM and determining the Members eligible for dividend on equity shares, if approved at the AGM. Accordingly, the Register of Members and Share Transfer books will remain closed from Friday, August 30, 2024 to Thursday, September 05, 2024 (both days inclusive).

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

This is for your information and records.

Thanking You,

Yours truly,

For **Multibase India Limited**

**Parmy Kamani**  
**Company Secretary & Compliance officer**  
M. No.: A27788

Encl.: As above





## SOLUTION

We create  
innovative solutions  
for thermoplastic

## SERVICE

We customise  
polymeric blend  
with innovative  
formulation expertise

## QUALITY

We provide  
durable raw materials  
for industrial needs

# About Us

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

We are trusted global partners driven by our passion to create value with Innovative and Customized Thermoplastic Solutions.

As a company listed on Bombay Stock Exchange (BSE), we are committed to the interests of our stakeholders. We will make every effort to engage and inform our investor community, enabling them to make the right decisions and seeking their support in the company's growth and development plans.



## Vision

We are trusted global partners driven by our passion to create value with innovative and customized thermoplastic and silicone-based solutions.



## Mission

We aim to become the preferred partner, collaborating deeply with our customers and delivering innovative and value-added solutions.



## Values

- Safety and Health
- Protect the Planet
- Respect for people
- Highest Ethical Behavior





# Our Product Portfolio

## Silicone Masterbatch

It is Multibase's proven additives gives enhancement to thermoplastic for:

- Touch and feel improvement
- Surface modifier
- Scratch and mar resistance
- Processing aid increaser

## TPSiV™ Multiflex®SiE

### Portable Electronics:

Enhance your portable electronics appliances with Multibase premium thermoplastics :

- Note books
- Mobile phones
- Accessories
- Others

## Thermoplastic - Mulipro Elastomer®

### Automotive:

Perhaps nowhere do thermoplastic and silicone technologies offer more potential than in the automotive industry, Multibase offers the best of both worlds ...

- Automotive Safety
- Automotive WTI (Weather, acoustic and Thermal Insulation)
- Automotive aesthetics
- Automotive reinforcement
- Accessories

### Consumer & Industrial:

Optimize your appliances with Multibase materials in :

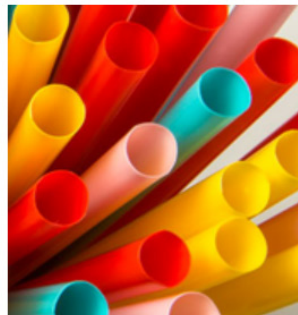
- Fluid and product delivery
- Insulation and protection
- Consumer goods
- Structural plastics
- Medical devices
- Packaging masterbatches
- Others



Siloxane  
Masterbatch



Thermoplastic  
-Elastomer



TPSiV™  
Multiflex®  
SiE



Multipro®

## Board of Directors



### Mr. Deepak Arun Dhanak

#### *Managing Director*

Mr. Deepak Dhanak joined the Board of Multibase India Limited in 2010 and became Managing Director in 2011. He possesses imperial experience in manufacturing segments like the Chemical, Polymer, Healthcare & Consumer industries.

He is Chemical Engineering Graduate (B. Tech Chemical) from Amravati University and Masters in Business Administration from Symbiosis Institute of Management Studies, Pune and having more than 25 years of experience in various fields.

Deepak has expertise in Operations and Supply chain excellence. He adapted the SCOR model at domestic and regional levels along with Quality & Environment Health & Safety excellence.

Prior to Multibase India Limited, Deepak worked with Reliance, Unilever, Johnson Diversey, and Multibase-Dow Corning companies.



### Mr. B. Renganathan

#### *Non-Executive Independent Director (Chairman)*

Mr. Renganathan Bashyam is recognized as one of the leading executives in corporate compliance with 33 years of rich experience.

Mr. Renaganathan Bashyam is a senior corporate professional with a proven track record in Investment Banking, Corporate Secretarial

Affairs, NBFCs, Mergers & Acquisitions, Issue Management, Board Management, Regulatory, Corporate Governance, Compliance and related areas.

Presently, he is a Corporate Law Advisor to certain groups and clients in the financial, healthcare sectors. Mr. Renganathan Bashyam is also a passionate educator and trainer with extensive experience in teaching.

He was also a member of the sub-committee of the Company Law Review Committee constituted by the Ministry of Corporate Affairs to review the Companies Act, 2013, Capital markets committee of CII, Secretarial Standards Board of the Institute of Company Secretaries of India (ICSI) and Board of Studies on Corporate Governance of National Institute of Securities Markets.



### Mr. Krishan Phophalia

#### *Non-Executive Director*

Mr. Krishan Phophalia joined the Board of Multibase India Limited in April, 2019.

He is a Chartered accountant by profession with over 20 years of track record and diverse experience in Finance. Mr. Phophalia started his career with Indian Petrochemical Corporation Limited later-on acquired by Reliance Industries Limited, where he was part of the Plant Finance Team and has handled multiple roles related to manufacturing site, which *inter alia* includes Payroll, Materials Finance, Project Accounting/ Capitalization, Costing, Vendor Payments etc.

He then joined DuPont, India in year 2006, as Business Accountant and handled multiple roles at country and regional levels. These roles included Business Finance Manager for Paint Business, Manager Corporate Accounting for DuPont South Asia, Financial Carveout Leader, APAC for PChem separation, Service Delivery Leader for Accounting and Reporting Team of DuPont's back office Hyderabad (DSCI), Finance Controller South Asia and ANZ. His current assignment is with DuPont Specialty Products India Private Limited as Service Delivery Leader - Accounts Payable & Intercompany and in addition he is also overseeing various L&D/Process Excellence/Controls & Governance related initiatives for Finance function at DSCI, Hyderabad.



## Mr. Mark Stephen Metaxas

*Non-Executive Director*

Mark Metaxas graduated from the University of Pittsburgh in 2011 with a bachelor's degree in Economics and Political Science. In 2017, he went on to complete his MBA at University of Chicago's Booth School of Business where he specialized in Strategic Management and Marketing.

Mark is currently working at DuPont as the Global Business Director for Multibase™. During Mark's 6 years with DuPont, he has had positions in Regional Business Management, Global Marketing, and Corporate Strategy. Prior to DuPont, Mark worked at Eaton Corporation for 7 years and held a variety of commercial and strategy roles within Eaton's Hydraulics and Lighting divisions.

Mark brings a strong blend of business management, commercial, and marketing strategy experience. He has managed a P&L, led numerous global market segments and product lines, and has developed and executed a range of commercial growth plans and product launches. He has experience in a range of market segments including automotive, industrial, healthcare, electronics, and aerospace.



## Mr. Piyush Chhajed

*Non-Executive Independent Director*

Mr. Piyush Chhajed has more than 24 years of experience specializes in Direct & Indirect Taxation Advisory & Litigation.

Mr. Piyush is a member of the Central Council of the Institute of Chartered Accountants of India (ICAI) from the year 2022 to 2025. He has served all the three pivotal Standing Committees - Executive, Examination & Finance, showcasing his multifaceted understanding of the profession.

He is also the Chairman of Direct Tax Committee and Vice-Chairman of Expert Advisory Committee. He is a Member of the Working Committee for the ASEAN Federation of Accountants (AFA) and also represents ICAI at AFA.

Beyond his professional pursuits, Mr. Piyush Chhajed is actively engaged in various trusts and organizations, where he serves as an Independent Director, Honorary Board Member, Honorary Vice President, and Trustee in different capacities, further showcasing his commitment to social and community welfare.



## Ms. Bharti Dhar

*Non-Executive Independent Director*

Ms. Bharti Dhar is a Commerce graduate and a qualified Cost and Management Accountant. She has rich and varied experience of 36 years. Her long working career has given her exposure and deep insight to the functioning of Government as well as Corporate sector. She is a strong advocate of collaborative leadership style & firmly believes in the fact that every individual can contribute to any organizations growth story, if given sufficient opportunity.

Twenty-five years back, she envisioned Vitasta Consulting Pvt. Ltd. as a professional HR services organization. She saw the need for creating a process driven, values-based organization that would be known for its professionalism. The organization started as a one-woman proprietary concern and has blossomed into a vibrant team of 40 young and dynamic professionals, most of them being women.

Ms. Bharti Dhar has managed consistent growth for her company in Executive Search business which is an extremely competitive industry with quite high entrepreneurial demands. She provides a calming influence and an objective point of view to her clients while on CXO level searches. Her expertise to understand the macro aspects of any industry coupled with innovative approach to the Search profession has helped her close various diversity search assignments in the past as well.



## Board of Directors

|   |                                 |
|---|---------------------------------|
| 1. Mr. Deepak Dhanak                                      | Managing Director               |
| 2. Mr. Harish Narendra Motiwalla<br>(till March 31, 2024) | Independent Director - Chairman |
| 3. Mr. Ashok Chhabra<br>(till March 31, 2024)             | Independent Director            |
| 4. Ms. Bharti Dhar  | Independent Director            |
| 5. Mr. Krishan Kumar Phophalia                            | Non-Executive Director          |
| 6. Mr. Mark Stephen Metaxas                               | Non-Executive Director          |
| 7. Mr. Piyush Chhajed<br>(w.e.f. February 12, 2024)       | Independent Director            |
| 8. Mr. B. Renganathan<br>(w.e.f. February 12, 2024)       | Independent Director            |

## Chief Financial Officer

Mr. Pankaj Holani

## Company Secretary and Compliance Officer

Ms. Parmy Kamani

## Statutory Auditors

MSKA & Associates, Chartered Accountants

Firm's Registration No: 105047W

(w.e.f. 08.08.2023)

Price Waterhouse LLP, Chartered Accountants

Firm's Registration No: 301112E/E-300264

(till 08.08.2023)

## Internal Auditors

M/s. Mukund & Rohit, Chartered Accountants

## Bankers

Citi Bank

HSBC Bank

Sumitomo Mitsui Banking Corporation

## Registered Office & Plant

74/5-6, Daman Industrial Estate

Kadaiya Village, Nani Daman – 396 210

(U.T) Fax No.: (0260) 2221 578

Tel. No.: (0260) 6614 400

Website: [www.multibaseindia.com](http://www.multibaseindia.com)

CIN: L01122DD1991PLC002959

## Registrar & Transfer Agents

Link Intime India Pvt. Ltd.

C 101, 247 Park, LBS Marg,

Vikroli (West), Mumbai 400 083

Tel No.: +91 22 491 86 000

Fax No.: +91 22 491 86 060

Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

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## NOTICE TO SHAREHOLDERS

**NOTICE is hereby given that the 33<sup>rd</sup> (Thirty Third) Annual General Meeting (“AGM”) of Multibase India Limited (“the Company”) will be held on Thursday, September 05, 2024, through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) at 12:30 p.m. (IST) to transact the following business.**

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024, together with the Report of the Directors and Auditor’s thereon.
2. To declare a Final dividend of ₹3.00/- (Rupees Three only) on Equity Shares of ₹10/- each for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr. Mark Stephen Metaxas (DIN 09607494) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **To ratify the payment of remuneration of the Cost Auditors for the financial year ended March 31, 2025.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. B. F. Modi & Associates, Cost Accountants, (Registration No. 100604), who have been appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee of the Board of Directors of the Company for the financial year 2024-25, to conduct the audit of the Cost Accounts of the Company be paid the fees of ₹1,00,000/- (Rupees One lakh only) plus GST and reimbursement of out of pocket at actuals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, Chief Financial officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.

5. **Re-appointment of Ms. Bharti Pradeep Dhar (DIN: 00442471) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any

other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time, Ms. Bharti Pradeep Dhar (DIN: 00442471), who was appointed as an Independent Woman Director of the Company for a term upto February 14, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, be and is hereby re-appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from February 15, 2025 to February 14, 2030.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary or the Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

**By order of the Board of Directors  
of Multibase India Limited**

**Parmy Kamani**  
Company Secretary  
M. No. A27788

### Registered Office:

74/5-6, Daman Industrial Estate, Kadaiya Village, Nani Daman, Daman and Diu, Union Territory, PIN – 396210, India.  
Tel.: +91 260 6614400, Fax: +91 260 2221578  
Email: [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com)  
Website: [www.multibaseindia.com](http://www.multibaseindia.com)  
CIN: L01122DD1991PLC002959

Date: August 08, 2024

Place: Mumbai

**NOTES:**

- (a) Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023, (“MCA Circulars”) and SEBI Circular vide SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 has permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with these circulars, the AGM of the Company is being held through VC/OAVM on Thursday, September 05, 2024 at 12.30 p.m. (IST). The deemed venue for the 33<sup>rd</sup> AGM will be Parinee Crescenzo Kautilya Bhawan-2, BKC, G Block BKC, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051.
- (b) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, SINCE THIS AGM IS BEING HELD VIRTUALLY PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
- (c) In accordance with the MCA Circulars and the said SEBI Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2024, will be sent through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., Link Intime India Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2024 shall be made available on the website of the Company viz., [www.multibaseindia.com](http://www.multibaseindia.com) and of BSE Limited viz. [www.bseindia.com](http://www.bseindia.com), Stock Exchange where equity shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (d) The Dividend on Equity Shares, as recommended by the Board of Directors, if approved by the members of the Company, will be credited/dispatched on or before October 04, 2024 to those members whose names appear on the Company’s Register of Members as on August 30, 2024. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Security Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.
- SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HOMI RSD/MIRSD RTA MB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.**
- Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)
- (e) Members holding shares in electronic form may note that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- (f) Members holding shares in physical / electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
- (g) Members are requested to note that, dividend(s) if not encashed for consecutive period of 7 (Seven) years from the date of Transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend are also liable to be transferred to the Demat account of IEPF Authority. In view of this, Members are requested to claim their dividend(s) from the Company, within stipulated timeline.
- (h) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (i) The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013, in respect of Special Business as mentioned Item No. 4 and 5 in the above notice and the relevant details of the Director seeking re-appointment as mentioned under Item No. 5 above as required under Regulations 36(3) of the SEBI Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto. All the related documents and/or letters, if any, referred to in the resolutions shall be open for inspection for the members at the Registered Office of the Company on all working days between 2.00 p.m. IST to 4.00 p.m. IST, up to the date of ensuing annual general meeting.

- (j) The Register of Members and Share Transfer Books of August 30, 2024 to September 05, 2024 for the purpose of AGM and payment of final dividend.
- (k) Members desirous of obtaining any information as regards to accounts and operations of the Company are requested to write to the Company at least 7 days before the meeting to enable the Company to keep the required information ready at the ensuing Annual General Meeting.
- (l) Pursuant to Section 72 of Companies Act, 2013, members holding shares in physical form may file Nomination Form in respect of their shareholdings to Registrar and Share Transfer Agent.
- (m) Mr. Rishit Shah (Mem. No. F9522; C.O.P. 26870), Proprietor of Rishit Shah & Co., Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (n) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (o) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
- (p) In line with the MCA General Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 33<sup>rd</sup> AGM has been uploaded on the website of the Company at [www.multibaseindia.com](http://www.multibaseindia.com) under 'Investor' section and may also be accessed on the websites of the Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (q) Members holding shares in physical mode who have still not registered their email ID with the Company can temporarily get their e-mail IDs registered with the Company's Registrar and Share Transfer Agents, Link Intime India Pvt Ltd. Members, who hold shares in physical and demat form, are requested to intimate the change in their registered e-mail address, if any, to the Registrar and Share Transfer Agent.
- (r) **DIVIDEND TAX**  
Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email ID at [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com). For details, Members may refer to the "Communication on TDS on Dividend Distribution" appended to this Notice of AGM.
- (s) Members holding shares in demat form who have not registered their email addresses, are requested to register their email id with their respective depository participants and members who are holding shares in physical form are requested to register their email id with the Registrar and Share Transfer Agent for receipt of Annual Report, notice, quarterly results, circulars, etc. by electronic mode.
- (t) To support "Green Initiative," Members who have not registered their email addresses/Bank accounts are requested to register the same with their DPs in case the shares held by them in electronic form and with Link Intime India Private Limited in case shares held by them in physical form.
- (u) Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney bank details such as- Name of Bank and branch details, bank account number, MICR Code, IFCS Code etc., to their DPs in case the shares held by them in electronic form and to Link Intime in case the shares held by them in physical form.
- (v) As per Regulation 40 of the Listing Regulations as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, 1<sup>st</sup> April, 2019. Members may please note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company.
- PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE ENSUING 33<sup>RD</sup> AGM:**
- (w) Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, Email-id, mobile number at [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com). Questions / queries received by the Company till 5:00 p.m. on Friday, August 30, 2024 shall be considered and responded during the AGM.

- (x) The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
- (y) Shareholders will receive “speaking serial number” prior to the meeting. Other Shareholders may ask questions through the active chat board during the AGM.
- (z) Shareholders are requested to speak only when the moderator of the meeting/ management will announce the name and serial number for speaking.

**(aa) INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

The remote e-voting period begins on Monday, September 02, 2024 at 9:00 A.M. (IST) to September 04, 2024 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., August 30, 2024 may cast their vote electronically.




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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with NSDL | <ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, Open web browser and type URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. Please enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL and type the following URL: <a href="https://www.evoting.nsd.com/">https:// www.evoting.nsd.com/</a>. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |



| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. UPON logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.   |

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

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

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**Step 1: How to Log-in to NSDL e-voting website**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

**4. Your User ID details are given below :**

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN No. 129842 then user ID is 129842001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
  - d) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - e) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to Mr. Rishit Shah, Proprietor of M/s. Rishit Shah & Co., Company Secretaries, Scrutinizer by e-mail to [rishitshahco@gmail.com](mailto:rishitshahco@gmail.com) with a copy marked to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
2. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com). The same will be replied by the company suitably.

**GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to Mr. Rishit Shah, Proprietor of M/s. Rishit Shah & Co., Company Secretaries, Scrutinizer by e-mail to [rishitshahco@gmail.com](mailto:rishitshahco@gmail.com) a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Mr. Rishit Shah (Mem. No. F9522; C.O.P. 26870), Proprietor of Rishit Shah & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
5. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held, with the assistance of Scrutinizer, by use of electronic mode for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

6. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make, within two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.multibaseindia.com](http://www.multibaseindia.com) immediately after result is declared and the same shall be communicated to the Bombay Stock Exchange Limited subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM.

### ANNEXURE TO NOTICE EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

#### Item No. 4

##### To ratify the payment of remuneration of the Cost Auditors for the financial year ended March 31, 2025.

The Board of Directors on the recommendation of Audit Committee considered and approved the appointment of M/s B.F. Modi & Associates, Cost Accountants, for the conducting of audit of the cost records of the Company for the Financial year 2024-25 at a remuneration of ₹1,00,000/- (Rupees One lac only) per annum exclusive of taxes and out of pocket expenses to be reimbursed at actuals.

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the member of the Company.

Accordingly, consent of the Members is being sought for passing the resolution as set out in Item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors or Key Managerial Personnel of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing the resolution as set out at Item No. 4 as an **Ordinary Resolution**.

#### Item No. 5

##### Re-appointment of Ms. Bharti Pradeep Dhar (DIN: 00442471) as an Independent Director of the Company

In accordance with Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a Special Resolution by the members of the Company and disclosure of such re-appointment to be made in the Boards' Report.

The members of the Company in their 29<sup>th</sup> Annual General Meeting held on September 29, 2020, approved the appointment of Ms. Bharti Dhar as an Independent Woman Director of the Company for a period of five years with effect

from February 15, 2020. Accordingly, her first term as an Independent Woman Director will expire on February 14, 2025.

During her tenure as an Independent Director of the Company, Mrs. Bharti Dhar has contributed immensely to the Board and Committee deliberations.

Based on the recommendation of the Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Ms. Bharti Dhar as a member of the Board and of its Committees, her rich background, experience and contribution in the Board and Committee deliberations, and the observation that her continued association would be beneficial to the Company, the Board in their meeting held on August 08, 2024 recommended to the members re-appointment of Ms. Bharti Dhar as an Independent Woman Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from February 15, 2025 to February 14, 2030. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Ms. Bharti Dhar for the office of Director.

The Company has received requisite consent/disclosures under the provisions of the Act and SEBI Listing Regulations from Ms. Bharti Dhar. Ms. Bharti Dhar confirmed that she has not been debarred from holding office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Ms. Bharti has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an independent director of the Company. She is also enrolled with databank of Independent Directors as per the applicable provisions of the Companies Act, 2013.

The brief profile and specific areas of expertise of Ms. Bharti are provided as an annexure to this Notice. In the opinion of the Board, Ms. Bharti is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company. Out of the skills and capabilities identified

by the Board, Ms. Bharti has adequate skills pertaining to talent acquisition, Organization restructuring, performance management, Employee Engagement, Learning and Development, HR tools Development, Organizational renewal, HR system creation and installation, training and business coaching.

In terms of Sections 149, 152, and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the reappointment of Ms. Bharti as an independent woman director of the Company for a second term for a period of five consecutive years commencing from February 15, 2025 to February 14, 2030, is being placed before the members for their approval by way of a Special Resolution.

Ms. Bharti, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment of Ms. Bharti as an independent woman director would be made available for inspection to the members upon sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company on [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com)

None of the director(s) and key managerial personnel of the Company or their respective relatives, except Ms. Bharti Dhar,

to whom the Resolution relates, are in any manner concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution set forth as Item No. 5 in the Notice for the approval of the members by way of a **Special Resolution**.

**By Order of the Board of Directors  
of Multibase India Limited**

**Parmy Kamani**  
Company Secretary  
M. No A27788

**Registered Office:**

74/5-6, Daman Industrial Estate, Kadaiya Village, Nani Daman, Daman and Diu, Union Territory, PIN – 396210, India.  
Tel.: +91 260 6614400, Fax: +91 260 2221578  
Email: [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com)  
Website: [www.multibaseindia.com](http://www.multibaseindia.com)  
CIN: L01122DD1991PLC002959

Date: August 08, 2024  
Place: Mumbai



**BRIEF PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED AT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ['SS - 2']:**

|  |   |   |
|--|---|---|
| <b>Name</b>  | <b>Mr. Mark Stephen Metaxas<br/>(DIN: 09607494)</b>   | <b>Ms. Bharti Dhar<br/>(DIN: 00442471)</b>  |
| <b>Proposed Designation</b>  | Non-Executive Non-Independent Director  | Independent Director  |
| <b>Date of Birth (age)</b>   | September 23, 1988 (35 years)   | June 27, 1966 (58 years)  |
| <b>Nature of his expertise in specific functional areas</b>  | Marketing & Sales   | Accounting, HR & Communication  |
| <b>Qualifications</b>  | MBA (Strategic Management & Marketing)  | Commerce graduate and qualified Cost and Management Accountant  |
| <b>Experience</b>  | <p>Mark Metaxas graduated from the University of Pittsburgh in 2011 with a bachelor's degree in economics and political Science. In 2017, he went on to complete his MBA at University of Chicago's Booth School of Business where he specialized in Strategic Management and Marketing.</p> <p>Mark is currently working at DuPont as the Global Business Director for Multibase™ within Dupont's Materials and Mobility Group. During Mark's 6 years with DuPont, he has had positions in Regional Business Management, Global Marketing, and Corporate Strategy. Prior to DuPont, Mark worked at Eaton Corporation for 7 years and held a variety of commercial and strategy roles within Eaton's Hydraulics and Lighting divisions.</p> <p>Mark brings a strong blend of business management, commercial, and marketing strategy experience. He has managed a P&amp;L, led numerous global market segments and product lines, and has developed and executed a range of commercial growth plans and product launches. He has experience in a range of market segments including automotive, industrial, healthcare, electronics, and aerospace.</p> | <p>Ms. Bharti Dhar has rich and varied experience of 33 years. Her long working career has given her exposure and deep insight to the functioning of Government as well as Corporate sector.</p> <p>She is an Executive Director (Founder) in Vitasta Consulting Pvt. Ltd., a professional HR services organization. She has an expertise to understand the macro aspects of any industry coupled with innovative approach. Her strong intuitiveness coupled with empathy, patience, tenacity, her ability to break down silos has helped her stand through as a successful entrepreneur.</p> |
| <b>Shareholding in the Company including shareholding as a beneficial owner as on the date of Notice</b> | NIL   | NIL   |
| <b>Terms and Conditions of Appointment/ re-appointment</b>   | As per NRC Policy of the Company as available on the website of the Company and liable to retire by rotation  | Appointed for period of five years commencing from February 15, 2025 to February 14, 2030 (both days inclusive) and not liable to retire by rotation.   |
| <b>Date of Appointment/ re-appointment on the Board</b>  | May 26, 2022  | February 15, 2025<br>(effective date for Second term)   |



|  |   |   |
|--|---|---|
| <b>Name</b>  | <b>Mr. Mark Stephen Metaxas<br/>(DIN: 09607494)</b> | <b>Ms. Bharti Dhar<br/>(DIN: 00442471)</b>                          |
| <b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b> | None  | None  |
| <b>Directorship in other Company excluding Directorship in Private and Section 8 Companies</b>     | None  | None  |
| <b>Chairman / Member of the committee of the Company*</b>  | None  | None  |
| <b>Listed entities from which the person has resigned in the past three years</b>                  | Nil   | Nitco Limited<br>(upto September 21, 2022)                          |
| <b>Details of proposed remuneration</b>  | Nil   | Sitting fees as approved by the members/<br>Board from time to time |
| <b>Remuneration drawn</b>  | Nil   | Sitting fees for the Board and Committee<br>meeting attended        |
| <b>The number of Meetings of the Board attended during the year</b>                                | 4   | 5   |

**Note(s):** \*Committee positions of Audit and Stakeholders Relationship Committee are considered.

## REPORT OF THE BOARD OF DIRECTORS

### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To  
The Members,

Our Directors are pleased to present their 33<sup>rd</sup> Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended March 31, 2024.

#### FINANCIAL SUMMARY

The highlights of financial performance of the Company, for the year ended March 31, 2024, are summarized hereunder:

| Financial Result                                | ₹ In Lacs)                      |                                 |
|---|---------------------------------|---------------------------------|
|   | Year ended<br>March 31,<br>2024 | Year ended<br>March 31,<br>2023 |
| Revenue from Operations                         | 6,473.67                        | 7,221.58                        |
| Other Income                                    | 777.02                          | 459.04                          |
| <b>Total Income</b>                             | <b>7,250.69</b>                 | 7,680.62                        |
| Less: Expenses other than Depreciation          | 5,650.09                        | 6,264.02                        |
| <b>Profit before Depreciation</b>               | <b>1,600.60</b>                 | 1,416.60                        |
| Depreciation                                    | 101.16                          | 100.10                          |
| <b>Profit before Tax</b>                        | <b>1,499.44</b>                 | 1,316.50                        |
| Provision for tax                               | 384.22                          | 337.64                          |
| <b>Profit after Tax</b>                         | <b>1,115.22</b>                 | 978.86                          |
| Dividend Declared                               | 378.60                          | 252.40                          |
| Other comprehensive income, net of taxes        | 0.28                            | 2.03                            |
| <b>Total comprehensive income for the year</b>  | <b>1,114.94</b>                 | 976.83                          |
| Balance brought forward from previous year      | 11,332.18                       | 10,481.55                       |
| <b>Balance carried forward to Balance Sheet</b> | <b>12,194.72</b>                | 11,332.18                       |

#### OPERATIONS

The Company is operating in Automotive, Consumer & Industrial and Thermoplastic Additives with its customers largely present in India.

During the year under review, the Company reported gross revenue from operations of ₹6,473.67 Lacs as against ₹7,221.58 Lacs during the FY 2022-23. The Company reported Profit before Tax of ₹1,499.44 Lacs and Profit after Tax of ₹1,115.22 Lacs as against ₹1,316.50 Lacs and ₹978.86 Lacs respectively for the previous financial year.

During the current financial year revenue from operations decreased by 10.36% as compared to last year and is mainly on account of stiff competition in the domestic market for thermoplastic elastomer products and shifting of customer base.

The Company's gross margins is consistent with last year of 30% on account of stable raw material prices. Further, the Company has earned interest income on fixed deposits of ₹624.57 lakhs owing to changes in monetary policies in India and due to better interest rate negotiated in the current year. There was no change in nature of business of the Company during the year under review.

#### DIVIDEND

The Board of Directors are pleased to recommend a final dividend of 30% (₹3/- per share), subject to tax, for the financial year ended March 31, 2024, on 1,26,20,000 equity shares of ₹10/- each fully paid-up, as compared to 20% (₹2/- per share) on 1,26,20,000 equity shares of ₹10/- each fully paid-up in the previous year.

The said dividend on equity shares is subject to the approval of the Members at the ensuing Annual General Meeting ("AGM") scheduled to be held on September 05, 2024.

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 01, 2020, and the Company is required to deduct tax at source from the dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

The final dividend declared during FY 2023-24 is in compliance with the Dividend Distribution Policy of the Company formulated pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing and Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"). The Dividend Distribution Policy of the Company is available on Company's website at <https://www.multibaseindia.com/pdf/Multibase-India-Limited-Dividend-policy.pdf>

#### TRANSFER TO RESERVES

The Board of Directors have not recommended transfer of any amount of Profit to reserves during the year under review.

#### CHANGES IN SHARE CAPITAL

As on March 31, 2024, the authorised & paid-up share capital of the Company was ₹12,62,00,000/- consisting of 1,26,20,000 equity shares of ₹10/- each. There was no changes in the Share Capital of the Company. Further, the Company has not issued any shares, securities / instruments convertible into equity shares, sweat equity shares and shares with differential voting rights.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the Board of Directors of your Company consisted of 8 (Eight) Directors, comprising of 1 (One) Managing Director, 5 (Five) Non- Executive Independent Directors (including 1 (One) Non- Executive Independent Woman Director) and 2 (Two) Non-executive & Non-Independent Directors.

Mr. Harish N. Motiwalla (DIN: 00029835), Non-executive & Independent Director was the Chairman of the Board.

The composition of the Board is in accordance with the requirements prescribed in the SEBI Listing Regulations and the Companies Act, 2013 (**'the Act'**).

### Appointment of Directors

The Board of Directors of the Company, at its meeting held on February 12, 2024, based on the recommendation of Nomination and Remuneration committee, appointed Mr. B. Renganathan (DIN: 01206952) and Mr. Piyush Chhajed (DIN: 02907098) as Additional Directors (Non-Executive Independent Directors) for a period of 5 (five) years respectively, with effect from February 12, 2024 till February 11, 2029. The members of the Company approved the above appointments on March 30, 2024 through Postal Ballot.

In accordance with Regulation 17(1C) of the Listing Regulations, your Company had sought the approval of the members through the Postal Ballot vide Postal Ballot Notice dated February 29, 2024. The profiles of Mr. B. Renganathan and Mr. Piyush Chhajed forms part of this Annual Report.

### Retirement of Directors

Mr. H. N. Motiwalla (DIN: 00029835) ceased to be an Independent Director and Chairman of the Company with effect from March 31, 2024, upon completion of his second term as an Independent Director. The Board places on record its appreciation for his invaluable contribution and guidance.

Mr. Ashok Chhabra (DIN: 00059677) ceased to be an Independent Director of the Company with effect from March 31, 2024, upon completion of his second term as an Independent Director. The Board places on record its appreciation for his invaluable contribution and guidance.

### Retirement by rotation

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 (**'the Act'**), Mr. Mark Stephen Metaxas (DIN: 09607494), Non-Executive & Non-Independent Director of the Company, is liable to retire by rotation at the ensuing AGM of the Company and being eligible has offered himself for re-appointment.

Brief profile of Mr. Mark Metaxas as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is annexed to the notice convening the Annual General Meeting, which forms part of this Annual Report.

### Re-appointment of Independent Director

Ms. Bharti Dhar DIN: 00442471 was appointed as an Independent Woman Director of the Company pursuant to Section 149 of the Companies Act, 2013 for the first term of 5 (five) years and will hold office up to February 14, 2025. Considering her knowledge, expertise, and experience and the substantial contribution made by her during her tenure as an Independent Director, the Nomination and Remuneration Committee and the Board has recommended re-appointment of Ms. Bharti Dhar as an Independent Woman Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from February 15, 2025 to February 14, 2029, and not liable to retire by rotation.

Brief profile of Ms. Bharti Dhar as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is annexed to the notice convening the Annual General Meeting, which forms part of this Annual Report.

### Declaration From Independent Directors

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each one of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**). The Directors have further confirmed that they are not debarred from holding the office of the director under any SEBI order or any other such authority. During FY 2023-24, there here has been no change in the circumstances affecting their status as Independent Directors of the Company. Pursuant to Clause VII (1) of Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held.

During the year under review, the Non-Executive Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses, if any incurred by them for the purpose of attending meetings of the Board/ Committee of the Company.

The criteria for appointment of Directors and Senior Management, related matters and the remuneration policy is provided in **'Annexure I'** to this Report. The remuneration policy of the Company is designed to attract, motivate and retain employees in a competitive market. The Nomination and Remuneration Policy can be accessed on the website of the Company at <https://www.multibaseindia.com/pdf/Multibase-Remuneration-Policy.pdf>

Based on the declarations received, none of the Directors is disqualified from being appointed / re-appointed as a Directors of the Company as per the disclosures received from them pursuant to Section 164(2) of the Companies Act, 2013.

Further, all the Directors and Senior Management of the Company have affirmed their compliance with the Code of Conduct of the Company for FY 2023-24.

### Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024 are Mr. Deepak Dhanak, Managing Director; Mr. Pankaj Holani, Chief Financial Officer and Ms. Parmy Kamani, Company Secretary & Compliance Officer.

### Meetings of the Board

During the year under review, five (5) Board meetings were held on May 23, 2023, August 08, 2023, September 15, 2023, November 09, 2023 and February 12, 2024. Further details of the Board Meeting and Committee Meetings including the attendance of the Directors are provided in the Corporate Governance Section of the Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Act, in relation to the audited financial statements of the Company for the year ended March 31, 2024, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### PERFORMANCE EVALUATION:

The Company has laid down a process for performance evaluation of the Board and its Committees as well as a framework for evaluation of the performance of each of the Directors. The evaluation criteria include inter alia, structure of the Board, qualifications, experience and competency

of Directors, diversity in Board, effectiveness of the Board process, information and functioning, Board culture and dynamics, quality of relationship between the Board and management, meeting of the Board, including regularity and frequency, discussion and dissent, corporate culture and values, governance and compliance, evaluation of risk amongst others. The criteria is based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 05, 2017. The evaluation of the Chairman, Non-independent Directors and the Board was conducted at a separate meeting of Independent Directors held during the year. The evaluation process is conducted and monitored by the Chairperson, Independent Director Committee ('IDC'). For the Financial Year 2023-24, the performance evaluation was conducted as per the process adopted by the Company, which is detailed out above.

### DETAILS WITH RESPECT TO THE PROGRAMME FOR FAMILIARISATION OF INDEPENDENT DIRECTORS

The Independent Directors of the Company are apprised about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, and related matters. Periodic presentations are made at the Board and Committees meetings relating to the Company's performance.

The details of the familiarization programme are uploaded on the website of the Company at <https://www.multibaseindia.com/pdf/familiarisation-programme-independent-directors.pdf>.

### DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Details of employee's remuneration as required under the provisions of Section 197 of the Act and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 shall be made available at the Registered Office of the Company during working hours to any member on request. The members can also send an email to [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com). The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished in 'Annexure II' which forms part of this Report.

### COMMITTEES OF BOARD OF DIRECTORS

The Company has Four (4) Board-level Committees, which have been constituted in compliance with the provisions of the Act and SEBI Listing Regulations:

Audit Committee;  
Nomination and Remuneration Committee;  
Stakeholders Relationship Committee; and  
Corporate Social Responsibility Committee

During the year, all the recommendations made by the Committees were considered and approved by the Board.



## I. AUDIT COMMITTEE

The Audit Committee was constituted in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. As on FY 2023-24, the Members of the Audit Committee were Mr. Harish Narendra Motiwalla (Chairman), Mr. Ashok Faqirchand Chhabra (Member) and Mr. Krishan Kumar Phophalia (Member).

Mr. Harish Motiwalla and Mr. Ashok Chhabra completed their second and final term as Independent Directors of the Company with effect from March 31, 2024. Accordingly, Mr. Harish Motiwalla and Mr. Ashok Chhabra also ceased to be the members of the Audit Committee respectively with effect from the above date. Mr. Piyush Chhajed and Mr. Renganathan Bashyam were inducted as members of Audit Committee with effect from April 01, 2024.

The details of meetings of the Committee held along with attendance of members thereof during FY 2023-24 and Role of the Audit Committee are provided in the Corporate Governance Report annexed to this Report.

During FY 2023-24, there were no such instances where the Board has not accepted the recommendations of the Audit Committee

The scope and terms of reference of the Audit Committee is in accordance with the Act and it reviews the information as required under SEBI Listing Regulations.

### RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered during the year under review were on an arm's length basis and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations.

The Company has formulated and adopted a policy on dealing with related party transactions, in line with Regulation 23 of the Listing Regulations, which is available on the website of the Company at <https://www.multibaseindia.com/pdf/Policy-on-related-party-transactions-including-material-RPTs.pdf>

Pursuant to the SEBI Listing Regulations and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of contracts / arrangements entered with related parties in prescribed Form AOC-2, is enclosed with this Report as '**Annexure III**'.

The particulars of contracts or arrangements entered into with the related parties are set out in Note 33 of the financial statements of the Company forming part of the Annual Report.

## II. NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee was constituted in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. As on March 31, 2024, the Members of the Nomination and Remuneration Committee were Mr. Ashok Faqirchand Chhabra (Chairman), Mr. Harish Narendra Motiwalla (Member), Mr. Krishan Kumar Phophalia (Member) and Ms. Bharti Pradeep Dhar (Member).

Mr. Ashok Chhabra and Mr. Harish Motiwalla completed their second term as Independent Directors of the Company with effect from March 31, 2024. Accordingly, Mr. Ashok Chhabra and Mr. Harish Motiwalla also ceased to be the members of the Nomination and Remuneration Committee respectively with effect from the above date.

The details of meetings of the Committee held along with attendance of members thereof during FY 2023-24 and Role of the Nomination and Remuneration Committee are provided in the Corporate Governance Report annexed to this Report. Mr. Piyush Chhajed was inducted as a member of Nomination and Remuneration Committee with effect from April 01, 2024.

The scope and terms of reference of the Nomination and Remuneration Committee is in accordance with the Act and it reviews the information as required under SEBI Listing Regulations.

## III. STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee was constituted in compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. As on FY 2023-24, the members of the Stakeholder's Relationship Committee were Mr. Ashok Faqirchand Chhabra (Chairman), Mr. Harish Narendra Motiwalla (Member), Mr. Deepak Arun Dhanak (Member).

Mr. Ashok Chhabra and Mr. Harish Motiwalla completed their second term as Independent Directors of the Company with effect from March 31, 2024. Accordingly, Mr. Ashok Chhabra and Mr. Harish Motiwalla ceased to be the members of the Stakeholders Relationship Committee respectively with effect from the above date. Mr. Piyush Chhajed and Mr. Renganathan Bashyam were inducted as members of Stakeholders Relationship Committee with effect from April 01, 2024.

The details of meetings of the Committee held during FY 2023-24 along with attendance of members thereof and status of grievances received from various stakeholders during the financial year and Role of the

Stakeholders Relationship Committee are provided in the Corporate Governance Report annexed to this Report.

The scope and terms of reference of the Stakeholders Relationship Committee is in accordance with the Act and it reviews the information as required under SEBI Listing Regulations.

A Share Transfer Committee comprising of Mr. Deepak Arun Dhanak (Chairman) and Mr. Krishan Kumar Phophalia (Member) was constituted for the purpose of carrying out timely activities such as Dematerialisation of Shares, Transfer of Shares, Issue of Duplication Shares, Loss of Share Certificate and any other purpose deems to be fit for Transfer/Transmission of Shares of the Shareholders of the Company.

#### IV. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE AND ITS INITIATIVES

Your Board of Directors have formulated the Corporate Social Responsibility (CSR) Policy pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 based on the recommendations of the CSR Committee.

The CSR Policy is available on the website of the Company at <https://www.multibaseindia.com/pdf/Multibase%20CSR%20Policy%20.pdf>

As on March 31, 2024, the members of the CSR Committee were Mr. Harish Narendra Motiwala (Chairman), Mr. Ashok Faqirchand Chhabra (Member), Mr. Deepak Arun Dhanak (Member) and Ms. Bharti Pradeep Dhar (Member).

Mr. Harish Motiwala and Mr. Ashok Chhabra completed their second term as Independent Directors of the Company with effect from March 31, 2024. Accordingly, Mr. Harish Motiwala and Mr. Ashok Chhabra also ceased to be the members of the Corporate Social Responsibility Committee respectively with effect from the above date. Mr. Renganathan Bashyam was inducted as a member of CSR Committee with effect from April 01, 2024.

A brief outline of the CSR Policy of the Company and the Annual Report on CSR activities as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in 'Annexure IV' to this Report.

#### AUDITORS

##### STATUTORY AUDITORS AND THEIR REPORTS

The Members of the Company at the 32<sup>nd</sup> AGM held on September 15, 2023, approved the appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) as the statutory auditors of the Company for a period of 5 years commencing from the conclusion of the 32<sup>nd</sup> AGM, until the conclusion of the 37<sup>th</sup> AGM of the Company to be held in 2028.

The report issued by Statutory Auditors for the FY 2023-24 does not contain any qualifications or adverse remarks. The Statutory Auditors have not reported any no frauds under Section 143(12) of the Companies Act, 2013.

##### SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries, were appointed to undertake the Secretarial Audit for financial year 2023-24.

The Report of the Secretarial Auditor for the year ended March 31, 2024 is annexed to the Directors' Report as 'Annexure V'. The report issued by Secretarial Auditor for financial year 2023-24 does not contain any qualifications or adverse remarks.

##### COST AUDITORS

As per Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant. The Board of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s. B. F. Modi & Associates, a firm of Cost Accountant in Practice (Registration No.100604) as the Cost Auditors of the Company to conduct cost audit for relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the year ending March 31, 2025.

The Cost Audit Report for FY2023-24 affirms the maintenance of cost and audit records and does not contain any qualification, reservation, or adverse remarks.

M/s. B. F. Modi & Associates have under Section 148(1) of the Act and the Rules framed thereunder furnished a certificate of their eligibility and consent for appointment.

The Board on recommendations of the Audit Committee has approved the remuneration payable to the Cost Auditor, subject to ratification of their remuneration by the Members at this AGM. The resolution approving the above proposal is being placed for approval of the Members in the Notice for this AGM.

##### INTERNAL AUDITORS

M/s. Mukund & Rohit, Chartered Accountants conducted internal audit of the Company for FY 2023-24. Regular audit observations and corrective actions thereon were presented to the Audit Committee from time to time. No instances of fraud, suspected fraud, irregularity or failure of internal control systems of material nature were reported by the Internal Auditors during the year.

M/s. Mukund & Rohit, Chartered Accountants were appointed as Internal Auditors of the Company for the

FY 2024-25 in the meeting of the Board of Directors held during the year under review.

### MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to Regulation 34 of the SEBI Listing Regulations, a separate section on Management Discussion and Analysis Report is annexed to this Directors' Report.

### CORPORATE GOVERNANCE

In terms of Regulation 34(3) of the SEBI Listing Regulations, the Corporate Governance Report, Management Discussion & Analysis Report, and the Auditors' Certificate regarding Compliance to Corporate Governance requirements forms part of this Annual Report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars pursuant to Section 134(m) of the Companies Act, 2013 and read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is attached with this report as **Annexure VI**.

### DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

### LOANS, INVESTMENTS AND GUARANTEES

There were no loans, guarantees and investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

### REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company did not have any Subsidiaries, Associates or Joint venture Companies during FY 2023-24

### REVISION OF FINANCIAL STATEMENTS

There was no revision made to the financial statements for any of the three financial years preceding FY 2023-24

### RISK MANAGEMENT

The Company recognizes risk management as an integral component of good corporate governance and fundamental in achieving its strategic and operational objectives. It improves decision-making, defines opportunities and mitigates material events that may impact shareholder value. The Board has also adopted a Risk Management Policy. The Company has adopted an enterprise-wide framework that incorporates a system of risk oversight, risk management and internal control designed to identify, assess, monitor and manage risks consistent with the size of the business. Multibase applies risk management in a well-defined, integrated framework

that promotes awareness of risks and understanding of the company's risk tolerances. The Risk Management Framework enables a systematic approach to risk identification, leverage of any opportunities and provides treatment strategies to manage, transfer and avoid risks.

### INTERNAL FINANCIAL CONTROL AND INTERNAL AUDIT

The Company has an adequate Internal Financial Control System commensurate with the size and nature of its business. The Company continues to engage M/s. Mukund & Rohit, Chartered Accountants as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

### VIGIL MECHANISM POLICY

In compliance with the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has an established Vigil Mechanism Policy-Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

The employees of the Company have the right to report their concern or grievance to the Chairman of the Audit Committee. The Whistle Blower Policy is available on the website of the Company <https://www.multibaseindia.com/pdf/mil-whistle-blower-policy.pdf>

No instances under the Whistle Blower Policy were reported during FY 2023-24.

### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has formulated a Policy on Prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder which is aimed at providing everyone at the workplace a safe, secure and dignified work environment. The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder, including constitution of the Prevention of Sexual Harassment Committee (Internal Complaints Committee). All employees (permanent, contractual, temporary,

trainees) are covered under this policy. There were no complaints received or disposed of during the year under review; there were no pending complaints till the end of the financial year, either.

### SECRETARIAL STANDARDS

The Directors confirm that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, were followed by the Company during FY 2023-24.

### ANNUAL RETURN

The Annual Return of the Company as on March 31, 2024 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <https://www.multibaseindia.com/policies.php>

### OTHERS:

- There were no significant and/ or material orders passed by the regulators or courts or tribunals during FY2023-24, which could have an impact on the going concern status of your Company and its operations in future.
- There were no material changes and commitments have occurred affecting the Company's financial position between the end of the financial year of the Company and the date of this report.
- During FY2023-24, the properties, assets and inventories of your Company were safeguarded and insured properly.
- During FY2023-24, there were no material or serious instances of fraud, falling within the purview of Section 143(12) of the Act and rules made there under, by officers or employees of the Company during the course of the audit conducted.
- There were no instances on Unpaid/Unclaimed Dividend transferred to Investor Education and Protection Fund ("IEPF") in terms of applicable

provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

### ACKNOWLEDGEMENT

Your Directors, place on records their appreciation for the contributions made by the employees at all levels enabling the Company to achieve the performance during FY 2023-24. Your Directors thank the Central Government, Government of Diu & Daman Union Territory as also the Government agencies, bankers, local bodies, Registrar of Companies, stock exchanges, depositories, shareholders, customers, vendors, associates of the Company and other related organizations for their continuous co-operation and support in progress of the Company and also look forward to their continued confidence and trust in the Company.

### For and on Behalf of the Board of Directors Of Multibase India Limited

**B. Renganathan**  
Chairman  
DIN: 01206952

**Deepak Dhanak**  
Managing Director  
DIN: 03157491

### Registered Office:

74/5-6, Daman Industrial Estate,  
Kadaiya Village, Nani Daman,  
Daman and Diu, Union Territory,  
PIN – 396 210.

Tel.: +91 260 6614400

Fax: +91 260 2221578

Email: [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com)

Website: [www.multibaseindia.com](http://www.multibaseindia.com)

CIN: L01122DD1991PLC002959

Date: August 08, 2024

Place: Mumbai

## ANNEXURE I TO DIRECTORS' REPORT

- A. The Nomination and Remuneration Committee has laid down the following criteria for appointment, re-appointment and removal of Directors, KMPs, members of Senior Management.
1. **Criteria for appointment and removal of directors, KMPs, members of senior management as follows;**
    - i. The Committee shall take into account following points for appointment of a person as Director, KMP or at Senior Management level and recommend to the Board his / her appointment accordingly:
      - a. shall possess the necessary qualifications, professional/functional expertise, desired experience that the position to be filled may demand as may be specified from time to time by the NRC which will be in compliance with the applicable laws, policy of the Company, business needs, interest of the Company.
      - b. Shall possess the highest personal and professional ethics, integrity, values and moral reputation and be eligible to hold the office under the provisions of the Companies Act, 2013 and Rules made thereunder and the SEBI (LODR) Regulations, 2015 and the applicable policies of the Company.
    - ii. In addition to the above while recommending the appointment of directors NRC shall be guided by the diversity policy.
    - iii. Removal decisions of the directors shall be guided by the disqualifications as may be prescribed under the provisions of the Companies Act, 2013 or applicable laws
    - iv. Removal decisions of the Key Managerial Personnel and Senior Management Personnel shall be guided by Code of Conduct Policy of the Company, or by virtue of disqualifications as may be prescribed under the provisions of the applicable laws.
  2. **Criteria for evaluation of the directors, independent directors, and the Board;**
    - a. Attendance at the meetings of the Board, Committee meetings and shareholders meetings.
    - b. Contribution at the meetings
    - c. Expert/Domain knowledge
    - d. Decisions taken in the best interest of the company
    - e. Adherence to the legal code of conduct
    - f. Performance of the annual plan
  3. **Criteria for determining qualifications, positive attributes and independence of a director as follows;**
    - a. An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, marketing, HR, corporate governance, operations or other disciplines related to the company's business
    - b. An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.
    - c. An Independent Director should meet the requirements of the Companies Act, 2013 and SEBI Listing Regulations, 2015 as amended from time to time concerning independence of directors.  
  
The criteria shall be evaluated as and when necessary, as per the discretion of the Nomination and Remuneration Committee.



## ANNEXURE II TO DIRECTORS' REPORT

### DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The percentage increase in remuneration of the each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, the ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company is as under:

| Sr. No. | Name                                  | Designation                              | Remuneration (In ₹ Lacs) for F.Y. 2023-24 <sup>#</sup> | % increase in the remuneration for financial year 2023-24 <sup>#</sup> | Ratio of remuneration of director to median remuneration of employees |
|---------|---------------------------------------|--|--|--|---|
| 1.      | Mr. Deepak Dhanak                     | Managing Director                        | 85.99  | NIL  | 8.42  |
| 2.      | Mr. Harish N. Motiwalla*              | Non-executive & Independent Director     | 6.40   | NIL  | 0.62  |
| 3.      | Mr. Ashok Chhabra*                    | Non-executive & Independent Director     | 6.40   | NIL  | 0.62  |
| 4.      | Ms. Bharti Dhar*                      | Non-executive & Independent Director     | 3.20   | NIL  | 0.31  |
| 5.      | Mr. Krishan Phophalia                 | Non-executive & Non-Independent Director | NIL  | NIL  | NA  |
| 6.      | Mr. Mark Metaxas                      | Non-executive & Non-Independent Director | NIL  | NIL  | NA  |
| 7.      | Mr. Piyush Chhajed* <sup>§</sup>      | Independent Director                     | 0.40   | NIL  | 0.039   |
| 8.      | Mr. Renganathan Bashyam* <sup>§</sup> | Independent Director                     | 0.40   | NIL  | 0.039   |
| 9.      | Mr. Pankaj Holani                     | Chief Financial Officer                  | 62.69  | NIL  | 6.14  |
| 10.     | Ms. Parmy Kamani                      | Company Secretary                        | 21.47  | 9.50%  | 2.10  |

\*The Independent Directors of the Company are not entitled to any remuneration other than sitting fees for attending the meetings of the Board and its Committee(s).

<sup>§</sup>Appointed as Independent Directors with effect from February 12, 2024

<sup>#</sup>Includes variable pay as per the remuneration policy of the Company.

2. The median remuneration of employees during the financial year was ₹10,21,192/-.
3. There were 24 permanent employees on the rolls of the Company as on March 31, 2024
4. In the financial year there was an increase of 12% in the median remuneration.
5. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2023-24 was 9.39% and average increase in the managerial remuneration w.r.t. Ms. Parmy Kamani for the financial year 2023-24 was 9.25%. Increase of remuneration of Ms. Parmy Kamani was determined considering her efforts and performance during the year. There are no other exceptional circumstances.
6. Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is hereby affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Nomination and Remuneration Policy of the Company.
7. Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. Employed throughout the financial year under review and in receipt of remuneration for the financial year in the aggregate of not less than ₹1,02,00,000/- per annum: **None**.
  - ii. Employed for the part of the financial year under review and in receipt of remuneration at the rate of not less than ₹8,50,000/- per month: **None**.
8. There was no employee either throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or along with his spouse or dependent children two percent of the Equity Shares of the Company.
9. None of the employees covered under Rule 5(2) and 5(3) are a relative of any Director of the Company. The statement containing names of employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary at [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com).

**For and on Behalf of the Board of Directors of Multibase India Limited**

Place: Mumbai  
Date: August 08, 2024

**B. Renganathan**  
**Independent Director and Chairman**  
DIN: 01206952

**Deepak Dhanak**  
**Managing Director**  
DIN: 03157491

## ANNEXURE III TO DIRECTORS' REPORT

### FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements, or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2024 are as follows:

**A) Name of Related Party: Multibase S.A.**

**Nature of Relationship:** Holding Company

| Nature of contracts/ arrangements/ transactions | Duration of contracts/ arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|---|---|--|--|---------------------------------|
| Purchase of materials                           | Ongoing   | ₹1558.18 Lacs  | 09.02.2023                               | NA                              |
| Sales of materials                              | Ongoing   | ₹0.78 Lacs   | 09.02.2023                               | NA                              |
| Rendering of services                           | NA  | NA   | NA                                       | NA                              |

**For and on Behalf of the Board of Directors of Multibase India Limited**

Place: Mumbai  
Date: August 08, 2024

**B. Renganathan**  
Independent Director and Chairman  
DIN: 01206952

**Deepak Dhanak**  
Managing Director  
DIN: 03157491

## ANNEXURE IV TO DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### 1. Brief outline on CSR Policy of the Company:

The Company believes that Corporate Social Responsibility Policy is necessary for social and environmental wellbeing and essential for the sustainability of corporate actions. The policy covers process the Company shall adopt regarding approval and spending of financial resources on CSR activities.

The CSR Committee of the Board shall recommend CSR expenditure on any of the prescribed activities in compliance of the provisions of Section 135 and Schedule VII of Companies Act 2013, read with Companies (Corporate Social Responsibility) Rules, 2014. CSR Committee shall give preference to local areas and areas around the Company's operations.

#### 2. Composition of CSR Committee:

| Sr. No. | Name of Director   | Designation /Nature of Directorship                        | No. of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended |
|---------|--|--|---|--|
| 1       | Mr. Harish Narendra Motiwalla<br>(till March 31, 2024- on completion of 2 <sup>nd</sup> consecutive terms of 5 years each) | Chairman of Committee & Non-executive Independent Director | 3   | 3  |
| 2       | Mr. Ashok Faqirchand Chhabra<br>(till March 31, 2024- on completion of 2 <sup>nd</sup> consecutive term of 5 years each)   | Non-executive Independent Director                         | 3   | 3  |
| 3       | Mr. Deepak Arun Dhanak   | Managing Director  | 3   | 3  |
| 4       | Ms. Bharti Pradeep Dhar  | Non-executive Independent Director                         | 3   | 3  |
| 5       | Mr. B. Renganathan<br>(Appointed on April 01, 2024)  | Chairman of Committee & Non-executive Independent Director | -   | -  |

#### Note:

The CSR Committee was re-constituted on April 01, 2024 with the following members:

| Sr.no. | Name of Director   | Designation                        | Category |
|--------|--------------------|------------------------------------|----------|
| 1      | Mr. B. Renganathan | Non-Executive Independent Director | Chairman |
| 2      | Ms. Bharti Dhar    | Non-Executive Independent Director | Member   |
| 3      | Mr. Deepak Dhanak  | Managing Director                  | Member   |

3. The Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the Website of the Company: <http://www.multibaseindia.com/pdf/Multibase%20CSR%20Policy%20.pdf>
4. The Details of Impact Assessment of CSR Sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable**
5. (a) **Average net profit of the company as per section 135(5) : ₹10,54,25,833/-**  
 (b) **Two percent of average net profit of the company as per section 135(5): ₹21,24,630/-**

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL

(d) Amount required to be set off for the financial year, if any : NIL

(e) Total CSR obligation for the financial year (5a+5b-5c) : ₹21,24,630/-

**6. Amount spent on CSR Projects:**

- a. CSR amount spent against ongoing projects for the financial year: Nil  
 CSR Amount spent against other than ongoing project for the financial year: 21,25,000/-
- b. Amount spent in Administrative Overhead(s): Nil
- c. Amount spent on Impact Assessment, if applicable: Nil
- d. Total amount spent for the Financial Year [(a) + (b) + (c)] : 21,25,000/-
- e. **CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (in ₹)   |                  |  |        |                  |
|---|---|------------------|--|--------|------------------|
|   | Total Amount Transferred to unspent CSR Account as per section 135(6) |                  | Amount Transferred to any fund specified under Schedule VII as per proviso to section 135(5) |        |                  |
|   | Amount  | Date of Transfer | Name of the Fund   | Amount | Date of Transfer |
| ₹21,25,000/-                                      | NIL   | NA               |  | NA     |                  |

**f. Excess amount for set off, if any:**

| Sr. No. | Particular  | Amount (in ₹) |
|---------|---|---------------|
| (i)     | Two percent of average net profit of the company as per section 135(5)                                      | 21,24,630/-   |
| (ii)    | Total amount spent for the Financial Year   | 21,25,000/-   |
| (iii)   | Excess amount spent for the financial year [(ii)-(i)]   | 370/-         |
| (iv)    | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | NIL           |
| (v)     | Amount available for set off in succeeding financial years[(iii)-(iv)]                                      | NIL           |

**7. Details of Unspent CSR amount for the preceding three financial years:**

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any |               |                  | Amount remaining to be spent in succeeding financial years. (in ₹) |
|---------|--------------------------|--|---|---|---------------|------------------|--|
|         |                          |  |   | Name of the Fund  | Amount (in ₹) | Date of transfer |  |
| 1       | (2022-23)<br>₹ NIL       | NIL  | NIL   | NA  | NA            | NA               | NA   |
| 2       | (2021-22)<br>₹ NIL       | NIL  | NIL   | NA  | NA            | NA               | NA   |
| 3       | (2020-21)<br>₹ NIL       | NIL  | 19,14,000   | NA  | NA            | NA               | NA   |

8. Whether any capital assets have been created or acquired through CSR amount spent in the financial year: - No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : NA

Date: May 29, 2024  
 Place: Mumbai

**B. Renganathan**  
 Chairman of CSR Committee  
 DIN:01206952

**Deepak Dhanak**  
 Managing Director  
 DIN: 03157491



## ANNEXURE V TO DIRECTORS' REPORT

FORM NO MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014)]

To ,  
The Members,  
**MULTIBASE INDIA LIMITED**  
CIN: L01122DD1991PLC00295  
74 / 5&6, Daman Industrial Estate,  
Kadaiya, Nani Daman,  
Daman 396 210.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Multibase India Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review.**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable as there was no reportable event during the financial year under review.**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review.**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review.**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi) The Company has informed that there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the followings:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India;

- ii. The Listing Agreements entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** based on the review of the compliance mechanism established by the company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, we are of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that the following event has occurred during the year which has a major bearing on the Company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above.**

- a) Price Waterhouse LLP, Chartered Accountants (Firm's Registration No: 301112E/E300264), Chartered Accountants, Firm Registration No.

102105W) were initially appointed as the Statutory Auditors at the Listed entity Annual General Meeting (AGM) on September 21, 2021, for a term of 5 consecutive years, from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting (Financial year 2021-22 to 2025-26). However, they resigned from their position effective August 08, 2023.

Price Waterhouse LLP issued a Limited Review Report on August 08, 2023, for the quarter ended June 30, 2023, as their resignation occurred within 45 days from the end of the quarter of a financial year.

Subsequently, MSKA & Associates, Chartered Accountants (Firm's Registration No: 105047W), were appointed as the new Statutory Auditors during an AGM held on September 15, 2023, filling the vacancy until the conclusion of the thirty-second AGM.

Upon recommendation by the Audit Committee and Board, MSKA & Associates, Chartered Accountants, has been re-appointed as the Statutory Auditors for a term of 5 consecutive years, from the conclusion of the 32<sup>nd</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting during an AGM held on September 15, 2023.

**For Dhrumil M. Shah & Co. LLP**  
Practicing Company Secretaries  
ICSI URN: L2023MH013400  
PRN: 3147/2023

**Dhiraj R. Palav**  
Partner  
ACS 61639 | CP 26159  
UDIN: A061639F000907539

Place: Mumbai  
Date: August 08, 2024

This Report is to be read with our letter of even date which is annexed as **Annexure - I** and forms an integral part of this report.

**Annexure I**  
**(To the Secretarial Audit Report)**

To ,  
The Members,  
**MULTIBASE INDIA LIMITED**

**Auditor's responsibility**

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
- 4) Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report 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. LLP**  
Practicing Company Secretaries  
ICSI URN: L2023MH013400  
PRN: 3147/2023

**Dhiraj R. Palav**  
Partner  
ACS 61639 | CP 26159  
UDIN: A061639F000907539

Place: Mumbai  
Date : August 08, 2024

## ANNEXURE VI TO DIRECTORS' REPORT

### DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

#### A. Conservation of energy:

|  |   |
|--|---|
| 1) The steps taken or impact on conservation of energy; Electricity, Water usage                                     | <p>a. The Company had installed 30 KWp capacity roof top solar plant, helps to reduce carbon emission of 48 MT / Year, as well cost saving approximately of Rs. 90000 yearly. The Company had also installed RO Plant and the recycled water is used for cooling tower.</p> <p>b. Made arrangement to collect the roof rain water into the 5 KI tank to use this water for process cooling water system during rainy session.</p> <p>c. In-House water harvesting system recharging ground water sources.</p> <p>d. Reusing water &amp; circulated in closed loop</p> |
| 2) The steps taken for utilizing alternative source of energy or impact on conservation of energy; Electricity, Fuel | The Company had installed 62.5 KVA DG Set as an alternative source of energy against 500KVA DG Set When needs to run for lighting and server backup power source. Will reduce fuel consumption 80 % in comparison of 500 KVA DG Set. The reduction of contract demand from 600KVA to 400 KVA has been initiated which results saving of demand charges of INR-642600/ per Year and YOY. However, control of machine runs during power failure with respect to production demand when to start produce by 500 KVA DG set.  |
| 3) The capital investment on energy conservation equipment's   | Capital Procurement of advance energy efficient spare gearbox for M70 machine Capital investment in roof insulation and HVAC system at production area to control inside heat and temp to provide health atmospheric condition to the production people.  |

#### B. Technology Absorption:

|   |    |
|---|----|
| 1) the efforts made towards technology absorption   | NA |
| 2) the benefits derived like product improvement, cost reduction, product development or import substitution                | NA |
| 3) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | NA |
| A. the details of technology imported;  |    |
| B. the year of import;  |    |
| C. whether the technology been fully absorbed;  |    |
| D. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and                          | NA |
| E. expenditure incurred on Research and Development   |    |

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

|                                  | (₹ in Lacs) |            |
|----------------------------------|-------------|------------|
|                                  | FY 2023-24  | FY 2022-23 |
| Actual foreign exchange earnings | 465.42      | 147.48     |
| Actual foreign exchange outgo    | 3782.16     | 3887.78    |

For and behalf of the Board of Directors of Multibase India Limited

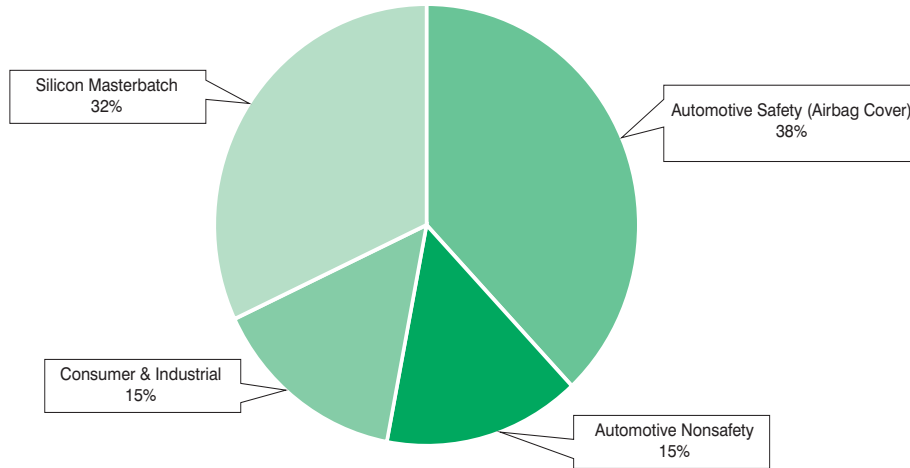
Place: Mumbai  
Date: August 08, 2024

**B. Renganathan**  
Independent Director and Chairman  
DIN: 01206952

**Deepak Dhanak**  
Managing Director  
DIN: 03157491

## MANAGEMENT DISCUSSION AND ANALYSIS

### SEGMENT WISE SALES CONTRIBUTION



### BACKGROUND & INDUSTRY OUTLOOK

The global macro-economic scenario during the financial year 2023-24 was another period of subdued growth marked by geo-political tensions, concerns of recession, and supply chain constraints. In spite of these challenges and risks, the global economic growth expectations can be viewed with cautious optimism – with a growth rate of 2.7 percent in the financial year 2023-2024 as compared to 3 percent in the financial year 2022-2023.

In spite of global economic risks, emerging India is poised to be the fastest-growing economy for the next few years and a preferred market for investments. India has gained a strong presence in various global diplomatic and trade forums and made progress toward achieving its goal to be a global manufacturing hub. As global supply chains seek to diversify, India stands to gain as a stable destination for manufacturing and business. The Indian economy, bolstered by strong macro fundamentals, retained its growth momentum, which was primarily driven by government investments in infrastructure and an invitation to global and local players to boost local production and manufacturing in India. India has been a key global growth engine, contributing 16% to the global growth in 2023. The country's growth rate of 7.2% during the financial year 2022-2023 was the highest among the G20 countries and almost twice the average for emerging market economies that year.

India showed a remarkable performance, closing 2023 with a GDP of US\$ 3.73 trillion. With a projected GDP growth rate of 6.3 percent, India is geared to become a US\$ 5 trillion economy by 2027\*.

World Economic Forum January 2024 India could become the World's 3<sup>rd</sup> largest economy in the next 5 years. Here's how | World Economic Forum (weforum.org)

According to IMF estimates, both Foreign Direct Investment (FDI) and Foreign Portfolio Investment (FPI) inflows have increased in 2023, and are projected to be US\$ 44.4 billion and US\$ 33.9 billion respectively in 2024.

The increase in foreign investment is a testament to the fact that India is perceived as an emerging power that has the potential to generate a steady return on investment with a negligible risk premium.

Another key focus of the Government has been on sustainability and green growth. All these measures had a cascading effect on capacity utilization, and with the strong corporate balance sheet, the private sector is at the threshold of a resurgent investment cycle.

### BUSINESS & FINANCIAL REVIEW

The Company operates in Automotive, Consumer & Industrial, and Thermoplastic Additives with its customers largely present in India.

During the year under review, the Company reported gross revenue from operations of ₹6,473.67 Lacs as against ₹7,221.58 Lacs during the FY 2022-23. The Company reported Profit before Tax of ₹1,499.44 Lacs and Profit after Tax of ₹1,115.22 Lacs as against ₹1,316.50 Lacs and ₹978.86 Lacs respectively for the previous financial year.

During the current financial year revenue from operations decreased by 10.36% as compared to last year and is mainly on account of stiff competition in the domestic market for thermoplastic elastomer products and shifting of customer base.



The Company's gross margins is consistent with last year of 30% on account of stable raw material prices. Further, the Company has earned interest income on fixed deposits of ₹624.57 lakhs owing to changes in monetary policies in India and due to better interest rate negotiated in the current year.

#### KEY FINANCIAL RATIOS AS ON MARCH 31, 2024

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

| Ratios                   | 2023-24 | 2022-23 |
|--------------------------|---------|---------|
| Inventory Turnover ratio | 4.47    | 4.8     |
| Debtors Turnover ratio   | 6.34    | 6.46    |
| Assets Turnover          | 0.46    | 0.54    |
| Current Ratio            | 17.24   | 13.75   |
| Gross Profit(%)          | 30.05%  | 30.19%  |
| Net Profit Margin(%)     | 17.23%  | 13.55%  |

The reason for variation in key ratios are as under:

**Net profit margin & Current Ratio:** Increase is mainly on account of increase in non-operating income by placing surplus cash accumulated during the year in time deposits and earning at an average interest rate of 6%.

#### OPPORTUNITIES AND THREATS

1. Threat of strong downward pressure on raw materials, higher than historical gap between various EMEA and AP raw material prices. This can be a threat since many Multibase raw materials are procured in EMEA.
2. Threat of emboldened local competition benefiting from lower raw material costs more than Multibase may lead to challenges to our business, share loss, loss of growth platforms.
3. Opportunity to transition to more AP raw materials (qualifications/ scouting ongoing) to improve variable cost and local supply access:
  - a. Risk as well since the process is not yet fully completed
  - b. More diversified supply chain improves supply access and raises growth potential
4. Opportunity to localize production of certain finished products to Daman to reduce costs and improve competitiveness.
5. Opportunity to grow with India market, capture growth platforms, expand silicone-based products, expand sales outside of India from Daman, qualify new products as the site.

#### RISKS AND CONCERNS

The biggest uncertainty at this point in time is the ability to pass on the inflationary, forex impacts in price to the

customers, which seem challenging as we operate in a very competitive environment. Logistics for imported grades and raw materials has been a significant challenge with uncertain shipping times, shortage of vessels and increased costs.

We have developed plans to counter the negative impacts, both mid-term and long-term. We are committed to make these work.

#### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Industrial relations with workmen during the year were cordial. The Directors place on record their appreciation for the sincere and efficient services rendered by the executives, staff and workmen of the Company and are confident that they will continue to contribute to the Company's prosperity and growth.

#### INTERNAL CONTROL SYSTEMS

The Company has put in place an adequate system of internal control measures in all risk areas, implemented by the management towards achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws.

The directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.

These measures are in the form of procedures/ processes set by the management covering all critical and important areas. These controls are periodically updated and are subject to review by internal auditors. Internal audit function has been outsourced to independent firm of Chartered Accountants who submit quarterly reports to the Board. The Audit Committee reviews the report of the Internal Auditors and recommends steps to be taken to improve internal controls if any.

#### CAUTIONARY STATEMENT

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, utmost care has been taken to ensure that the opinion expressed therein contain its perceptions on most of the important trends having a material impact on the Company's operations.

The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic and increasingly fraught with risks and uncertainties. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise. Estimation and expectation made in the Report may differ from actual performance due to various economic conditions, government policies and other related factors.

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V Part C of the Securities and Exchange Board of India  
(Listing Obligations & Disclosure Requirements) Regulations, 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' or 'the Company') 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 DuPont De Nemours Inc., your Company is in addition guided by the DuPont 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 ("SEBI Listing Regulations") and Section 149 of the Companies Act, 2013 ("the Act"). As on March 31, 2024, the Board of Directors of your Company consisted of 8 (Eight) Directors, comprising of 1 (One) Managing Director, 5 (Five) Non- Executive Independent Directors (including 1 (One) Non- Executive Independent Woman Director), 2 (Two) Non-executive Non-Independent Directors. Mr. Harish N. Motiwalla (DIN: 00029835), Non-executive & Independent Director was the Chairman of the Board.

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, 2024:

| Sr. No. | Name of the Director                              | Category  | No. of Board Meeting during the tenure of the Directors in the FY 2023-24 |          | Attendance at previous AGM (15/09/2023) | Directorship in other Public Companies* | Committee position held in other Public Companies® |        |
|---------|---|---|---|----------|---|---|--|--------|
|         |   |   | Held  | Attended |   |   | Chairperson  | Member |
| 1.      | Mr. Deepak Dhanak (DIN: 03157491)                 | Executive Director [Managing Director]          | 5   | 5        | Yes                                     | -                                       | -  | -      |
| 2.      | Mr. Harish Motiwalla (DIN: 00029835) <sup>§</sup> | Independent & Non-Executive Director [Chairman] | 5   | 5        | Yes                                     | 9                                       | 4  | 6      |
| 3.      | Mr. Ashok Chhabra (DIN: 00059677) <sup>§</sup>    | Independent & Non-Executive Director            | 5   | 5        | Yes                                     | -                                       | -  | -      |
| 4.      | Ms. Bharti Dhar (DIN: 00442471)                   | Independent Non-Executive Director              | 5   | 5        | Yes                                     | -                                       | -  | -      |
| 5.      | Mr. Krishan Phophalia (DIN: 08395171)             | Non-Executive & Non-Independent Director        | 5   | 5        | Yes                                     | -                                       | -  | -      |
| 6.      | Mr. Mark Metaxas (DIN: 08759596)                  | Non-Executive & Non-Independent Director        | 5   | 5        | Yes                                     | -                                       | -  | -      |

| Sr. No. | Name of the Director                                       | Category                             | No. of Board Meeting during the tenure of the Directors in the FY 2023-24 |          | Attendance at previous AGM (15/09/2023) | Directorship in other Public Companies* | Committee position held in other Public Companies® |        |
|---------|--|--------------------------------------|---|----------|---|---|--|--------|
|         |  |                                      | Held  | Attended |   |   | Chairperson  | Member |
| 7.      | Mr. Renganathan Bashyam (DIN: 01206952) <sup>#</sup>       | Independent & Non-Executive Director | 1   | 1        | Not Applicable                          | 1                                       | 0  | 0      |
| 8.      | Mr. Piyush Sohanrajji Chhajed (DIN: 02907098) <sup>#</sup> | Independent & Non-Executive Director | 1   | 1        | Not Applicable                          | 2                                       | 2  | 0      |

\*Directorship held in Private Companies, Non-profit Organizations (Under Section 8 of the Companies Act, 2013) and Foreign Companies is not included.

®Only Membership in Audit Committees and Stakeholders Relationship Committees are taken into consideration as per the provisions of Regulation 26 of the Listing Regulations. None of the Directors of the Company held Directorship in more than 20 Companies (Public or Private) or 10 public Companies. None of the Directors is a member of more than 10 committees or acted as a Chairperson of more than 5 committees across all the Companies wherein he is a director. None of the Directors serves as Independent Director in more than 7 listed Companies.

<sup>#</sup>Inducted as Independent Directors in the Company vide Board resolution dated February 12, 2024 and shareholders' resolution dated March 30, 2024.

<sup>§</sup>The second term as an Independent Directors expired on with effect from close of business hours on March 31, 2024.

None of the Non-Executive Directors of the Company has any pecuniary relationship and / or transaction with the Company. The information on fees / compensation paid to the Non-Executive Directors is provided later in this Report.

- ii) During the year 2023-24, the Board of Directors of your Company met 5 times on May 23, 2023, August 08, 2023, September 15, 2023, November 09, 2023 and February 12, 2024.

The intervening period between any two meetings did not exceed the period prescribed under the SEBI Listing Regulations or the Act.

- iii) None of the Directors are related to each other.

- iv) Web-link where details of familiarization programme imparted to independent directors is disclosed: <https://www.multibaseindia.com/pdf/familiarisation-programme-independent-directors.pdf>

- v) The compliance reports of all applicable laws were placed before the Board periodically. All the material and important items pertaining to the development and working of the Company was included with a detailed note in the Agenda and the same was 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, was tabled during the Board Meeting. The information as specified in Schedule IIA read with Regulation 17(7) of the SEBI Listing Regulations was provided to the Board as and when applicable and material.

- vi) The Board 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 financial year 2023-24. A declaration to this effect signed by Managing Director is appended to this Annual Report. The Code of Conduct is also available on the web-site of the Company i.e., <https://www.multibaseindia.com/pdf/mil-code-of-conduct.pdf>

**Particulars of Directorship of other Public listed companies as on March 31, 2024**

| Sr. No. | Name of the Director          | Name of the Listed Company where Directorship is held | Category of Directorship held in other Listed Company |
|---------|-------------------------------|---|---|
| 1.      | Mr. Harish Narendra Motiwalla | Ashapura Minechem Limited                             | Independent Director                                  |
|         |                               | Excel Industries Limited                              | Independent Director                                  |
|         |                               | Orient Ceratech Limited                               | Independent Director                                  |
|         |                               | Hitech Corporation Limited                            | Independent Director                                  |
| 2.      | Mr. Ashok Chhabra             | Nil   | NA  |
| 3.      | Ms. Bharti Dhar               | Nil   | NA  |
| 4.      | Mr. Deepak Dhanak             | Nil   | NA  |
| 5.      | Mr. Mark Metaxas              | Nil   | NA  |
| 6.      | Mr. Krishan Phophalia         | Nil   | NA  |
| 7.      | Mr. Renganathan Bashyam       | Nil   | NA  |
| 8.      | Mr. Piyush Chhajed            | Cello World Limited                                   | Independent Director                                  |
|         |                               | Wim Plast Limited                                     | Independent Director                                  |

**Following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business(es) for it to function effectively and those available with the Board as a whole:**

- **Finance and Accounting Skills:** Leadership experience in handling financial management of a large organisation along with understanding of accounting, financial statements, financial controls and risk management.
- **Global Business:** Experience in driving business successfully in market around the world, with an understanding of diverse business environment, economic conditions and broad perspective of global market opportunity.
- **Sales and Marketing:** Experience in understanding of customer and developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.
- **Operations management:** Overseeing an organization's daily business activities. They are responsible for managing its resources, developing and implementing an operational plan and ensuring that procedures are carried out properly.
- **Legal and Compliance:** Experience in matters relating to compliances, understanding of changing regulatory framework.
- **General Management and Governance:** Strategic thinking, decision making, oversight to all dimensions of business and Board accountability, high standard of governance with changing regulatory framework.
- **Human Resource Development:** Experience to Human Resource Management in different corporates in various countries, understanding employee attitude in different countries, representation of gender, ethnic, geographical, cultural, or other perspectives that expand the Board's understanding of needs and viewpoints of customers, employees, governments and other stakeholders worldwide.

All the directors have the requisite skills, expertise and competence required for the effective functioning of the Board.

As on March 31, 2024, following are the name of Directors who have above mentioned skills/expertise/competence

| Sr. No. | Name of the Director          | Skills/ Expertise/ Competence  |
|---------|-------------------------------|--|
| 1.      | Mr. Deepak Dhanak             | Operations management, General Management and Governance, Sales and Marketing          |
| 2.      | Mr. Harish Narendra Motiwalla | Finance and Accounting Skills, General Management and Governance                       |
| 3.      | Mr. Ashok Chhabra             | Legal and Compliance, General Management and Governance, Finance and Accounting Skills |
| 4.      | Ms. Bharti Dhar               | General Management and Governance, Human Resource Development                          |
| 5.      | Mr. Krishan Phophalia         | Finance and Accounting Skills, General Management and Governance.                      |
| 6.      | Mr. Mark Metaxas              | Global Business, Sales and Marketing   |
| 7.      | Mr. Renganathan Bashyam       | Legal and Compliance, General Management and Governance, Finance and Accounting Skills |
| 8.      | Mr. Piyush Chhajed            | Finance and Accounting Skills, General Management and Governance                       |

vii) The Board carried out an assessment of declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors are independent of the Company's management and they fulfil the conditions specified in the SEBI Listing Regulations and the Act. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs.

viii) Mr. Harish N. Motiwalla (DIN: 00029835) and Mr. Ashok Chhabra (DIN: 00059677) retired with effect from close of business hours on March 31, 2024, upon completion of their second term as Independent Directors respectively.

No Independent Directors have resigned before the expire of their tenure.

#### ix) Committees of the Board:

##### A. Audit Committee

##### a) **Composition of the Audit Committee, particulars of meetings held and attended during the financial year 2023-24:**

The composition of the Audit Committee is in conformity with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. As on March 31, 2024, the Audit Committee of the Board comprised of following members:

The Board has constituted Audit Committee with following members:

| Sr. No. | Name                          | Designation | Category  |
|---------|-------------------------------|-------------|---|
| 1.      | Mr. Harish Narendra Motiwalla | Chairman    | Non-Executive Independent Director              |
| 2.      | Mr. Ashok Chhabra             | Member      | Non-Executive Independent Director              |
| 3.      | Mr. Krishan Phophalia         | Member      | Non-Executive Director Non-Independent 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. Mr. Harish N. Motiwalla, Chairman of the Audit Committee was present at the Annual General Meeting held on September 15, 2023.

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

**Note:** The Audit Committee was re-constituted with effect from April 01, 2024 with the following Members



| Sr. No. | Name                    | Designation | Category                               |
|---------|-------------------------|-------------|--|
| 1.      | Mr. Piyush Chhajer      | Chairman    | Non-Executive Independent Director     |
| 2.      | Mr. Renganathan Bashyam | Member      | Non-Executive Independent Director     |
| 3.      | Mr. Krishan Phophalia   | Member      | Non-Executive Non-Independent Director |

**Meetings and Attendance during the financial year 2023-24:**

During the financial year 2023-24, 4 (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 |            |            |            |
|---------|-------------------------------|-----------------------|------------|------------|------------|
|         |                               | 23/05/2023            | 08/08/2023 | 09/11/2023 | 12/02/2024 |
| 1       | Mr. Harish Narendra Motiwalla | Present               | Present    | Present    | Present    |
| 2       | Mr. Ashok Chhabra             | Present               | Present    | Present    | Present    |
| 3       | Mr. Krishan Phophalia         | Present               | Present    | Present    | Present    |

**b) 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 *inter-alia* includes:

- 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 internal financial controls and 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.
- t) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- u) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- v) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- c) The audit committee mandatorily reviews the following information:**
1. Management discussion and analysis of financial condition and results of operations;
  2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  4. Internal audit reports relating to internal control weaknesses;
  5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
  6. Statement of deviations:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

## B. **Nomination and Remuneration Committee**

### a) **Composition of the Nomination and Remuneration Committee, particulars of meetings held and attended during the financial year 2023-24:**

The composition of Nomination and Remuneration Committee and its terms of reference are pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

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

| <b>Sr. No.</b> | <b>Name</b>                   | <b>Designation</b> | <b>Category</b>                        |
|----------------|-------------------------------|--------------------|--|
| 1.             | Mr. Ashok Chhabra             | Chairman           | Non-Executive Independent Director     |
| 2.             | Mr. Harish Narendra Motiwalla | Member             | Non-Executive Independent Director     |
| 3.             | Mr. Krishan Phophalia         | Member             | Non-Executive Non-Independent Director |
| 4.             | Ms. Bharti Dhar               | Member             | Non-Executive Independent Director     |

The Company Secretary acts as the Secretary to the Committee.

The Nomination Remuneration Committee was re-constituted with effect from April 01, 2024 with the following members:

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>Designation</b> | <b>Category</b>                        |
|----------------|-------------------------|--------------------|--|
| 1              | Mr. Piyush Chhajer      | Chairman           | Non-Executive Independent Director     |
| 2              | Ms. Bharti Dhar         | Member             | Non-Executive Independent Director     |
| 3              | Mr. Krishan Phophalia   | Member             | Non-Executive Non-Independent Director |

During the financial year 2023-24, 1 (One) meeting of the Nomination and Remuneration Committee was held and attended by the members as per the details given below:

| <b>Sr. No.</b> | <b>Name of Member</b>         | <b>Meetings / Attendance</b> |
|----------------|-------------------------------|------------------------------|
|                |                               | <b>12/02/2024</b>            |
| 1              | Mr. Harish Narendra Motiwalla | Present                      |
| 2              | Mr. Ashok Chhabra             | Present                      |
| 3              | Mr. Krishan Phophalia         | Present                      |
| 4              | Ms. Bharti Dhar               | Present                      |

### b) **Terms of reference:**

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.

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. The terms of reference of the Nomination and Remuneration Committee *inter-alia* includes:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; consider the time commitments of the candidates.
  - iii. Formulation of criteria for evaluation of independent directors and the Board;
  - iv. Devising a policy on Board diversity;
  - v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
  - vi. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors; and
  - vii. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- c) Employee Stock Option Scheme:**

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

**d) Performance Evaluation Criteria for Independent Directors:**

The Criteria for Performance Evaluation Criteria of Independent Directors are discussed in Annexure III annexed to the Directors' Report.

**e) 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 financial year 2023-24, Mr. Deepak Dhanak, Managing Director was paid ₹85.98 Lac as Salary. He held 1 equity share in the Company as on March 31, 2024. He was re-appointed as the Managing Director for a period of 3 years commencing from March 02, 2023.

Independent Directors are eligible for sitting fees within the limits prescribed in the Act.

The details of relationship between Directors inter-se, sitting fees paid to Non-Executive Directors during the financial year 2023-24 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 | Number of Equity Shares held in MIL as on March 31, 2024 |
|-------------------------------|---|---|--|
| Mr. Harish Narendra Motiwalla |   | 6,40,000  | NIL  |
| Mr. Ashok Chhabra             |   | 6,40,000  | 5  |
| Ms. Bharti Dhar               | None of the Directors were in any manner related to each other. | 3,20,000  | NIL  |
| Mr. Krishan Phophalia         |   | NIL   | NIL  |
| Mr. Mark Metaxas              |   | NIL   | NIL  |
| Mr. Renganathan Bashyam       |   | 40,000  | NIL  |
| Mr. Piyush Chhajed            |   | 40,000  | NIL  |

As on March 31, 2024, the Company did not have any convertible instruments.

Except as disclosed, there are no pecuniary relationships or transactions between the Non-Executive Directors and the Company during FY 2023-24.

Remuneration Policy of the Company is available on Company's web-site <https://www.multibaseindia.com/pdf/Multibase-Remuneration-Policy.pdf>

**C. Stakeholders Relationship Committee (Earlier known as Shareholders / Investors' Grievance cum Share Transfer Committee)**

**a) Composition of the Stakeholders Relationship Committee, particulars of meetings held and attended during the financial year 2023-24:**

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:

The Committee as of March 31, 2024 comprised of following members:

| Sr. No. | Name                          | Designation | Category                           |
|---------|-------------------------------|-------------|------------------------------------|
| 1.      | Mr. Ashok Chhabra             | Chairman    | Non-Executive Independent Director |
| 2.      | Mr. Harish Narendra Motiwalla | Member      | Non-Executive Independent Director |
| 3.      | Mr. Deepak Dhanak             | Member      | Managing Director                  |

The Company Secretary acts as the Secretary to the Committee.

The Stakeholders Relationship Committee was re-constituted with effect from April 01, 2024 with the following members:

| Sr. No. | Name of Director              | Designation | Category                           |
|---------|-------------------------------|-------------|------------------------------------|
| 1.      | Mr. Renganathan Bashyam       | Chairman    | Non-Executive Independent Director |
| 2.      | Mr. Piyush Sohanrajji Chhajed | Member      | Non-Executive Independent Director |
| 3.      | Mr. Deepak Dhanak             | Member      | Managing Director                  |

**b) Terms of reference:**

The role of the committee shall *inter-alia* include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**c) Name, Designation and Address of Company Secretary & Compliance Officer:**

**Ms. Parmy Kamani**

Company Secretary & Compliance Officer  
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](mailto:compliance.officer@multibaseindia.com)

**d) Procedure for approval and details of meetings and attendance during the financial year 2023-24:**

The power to approve the share transfer / transmission and dematerialization has been delegat-ed to Link Intime India Pvt. Ltd., Registrar & Transfer Agents provided a prior written intimation of such requests is sent to the Company Secretary for confirmation before processing the re-quests. The requests for share transfer/



transmission, dematerialization and issue of new share certificates in lieu of old/worn-out/lost/defaced/split/consolidation, etc., is processed and attended at least 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 on record during quarterly meetings of Stakeholder's Relationship Committee

During the financial year 2023-24, 4 (Four) meetings were held and attended by the members as per the details given below:

| Sr. No. | Name of Member                | Meetings / Attendance |            |            |            |
|---------|-------------------------------|-----------------------|------------|------------|------------|
|         |                               | 23/05/2023            | 08/08/2023 | 09/11/2023 | 12/02/2024 |
| 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    |

**e) Details of Investors' Complaints/Grievance and their status:**

The details of Investors' Complaints received and redressed by the Company and its Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. during the financial year 2023-24 is as follows:

| No. of complaints at the beginning of the year 01/04/2023 | Number of Complaints Received 01/04/2023 to 31/03/2024 | Number of Complaints Resolved 01/04/2023 to 31/03/2024 | No. of complaints pending at the end of the year 31/03/2024 |
|---|--|--|---|
| Nil   | 1  | 1  | Nil   |

The complaint received from the shareholder was satisfactorily redressed.

**D. Corporate Social Responsibility Committee**

**a) Composition of the Corporate Social Responsibility Committee, particulars of meetings held and attended during the financial year 2023-24:**

The Corporate Social Responsibility Committee was constituted pursuant to the provisions of Section 135 of the Companies Act, 2013.

The Committee as of March 31, 2024 comprised of the following members:

| Name                          | Designation | Category                           |
|-------------------------------|-------------|------------------------------------|
| Mr. Harish Narendra Motiwalla | Chairman    | Non-Executive Independent Director |
| Mr. Ashok Chhabra             | Member      | Non-Executive Independent Director |
| Mr. Deepak Dhanak             | Member      | Managing Director                  |
| Ms. Bharti Dhar               | Member      | Non-Executive Independent Director |

The Company Secretary acts as the Secretary to the Committee.

The Corporate Social Responsibility Committee has been re-constituted with effect from April 01, 2024 with the following members:

| Sr. No. | Name of Director        | Designation | Category                           |
|---------|-------------------------|-------------|------------------------------------|
| 1.      | Mr. Renganathan Bashyam | Chairman    | Non-Executive Independent Director |
| 2.      | Ms. Bharti Pradeep Dhar | Member      | Non-Executive Independent Director |
| 3.      | Mr. Deepak Dhanak       | Member      | Managing Director                  |

During the financial year 2023-24, 2 (Two) meetings were held and attended by the members as per the details given below:

| Sr. No. | Name of Member                | Meetings / Attendance |            |
|---------|-------------------------------|-----------------------|------------|
|         |                               | 23/05/2023            | 08/08/2023 |
| 1.      | Mr. Harish Narendra Motiwalla | Present               | Present    |
| 2.      | Mr. Ashok Chhabra             | Present               | Present    |
| 3.      | Mr. Deepak Dhanak             | Present               | Present    |

**b) 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.

**E. Share transfer Committee:**

**a) Composition of the Share transfer Committee, particulars of meetings held and attended during the financial year 2023-24:**

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

The Committee as on March 31, 2024 comprised of the following members:

| Name                  | Designation | Category               |
|-----------------------|-------------|------------------------|
| Mr. Deepak Dhanak     | Chairman    | Managing Director      |
| Mr. Krishan Phophalia | Member      | Non-Executive Director |

The Company Secretary acts as the Secretary to the Committee.

**b) Terms of Reference:**

- 1) To approve the Share Transfer and Transmission, demat requests;
- 2) To approve the issue of Duplicate Share Certificates issued by the Company; and
- 3) To perform such other functions as may be determined by the Board from time to time.

**F. Meeting of Independent Directors**

As required under Section 149 of the Companies Act, 2013 read with Schedule IV to Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, the Meeting of Independent Directors of the Company was held on February 12, 2024 *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.

The terms and conditions of appointment of Independent Directors have been placed on the Company's website at [http://www.multibaseindia.com/pdf/Terms-of-Appointment\\_Independent-Director.pdf](http://www.multibaseindia.com/pdf/Terms-of-Appointment_Independent-Director.pdf)

**III. General Body Meetings**

**a. Details of last three Annual General Meetings (AGM):**

| Financial year | AGM No.          | Day & Date                  | Venue   | Time       |
|----------------|------------------|-----------------------------|---|------------|
| 2022-23        | 32 <sup>nd</sup> | Friday, September 15, 2023  | Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") | 12:30 p.m. |
| 2021-22        | 31 <sup>st</sup> | Tuesday, September 26, 2022 | Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") | 11.30 a.m. |
| 2020-21        | 30 <sup>th</sup> | Tuesday, September 21, 2021 | Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") | 11.00 a.m. |

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

| AGM No.          | Particulars of Special Resolutions |
|------------------|------------------------------------|
| 32 <sup>nd</sup> | No Special Resolution              |
| 31 <sup>st</sup> | No Special Resolution              |
| 30 <sup>th</sup> | No Special Resolution              |

**c. Details of resolutions passed through Postal Ballot:**

There were three special resolutions passed through Postal Ballot during FY 2023-24 which are as follows:

1. April 19, 2023 - Re-appointment of Mr. Deepak Dhanak (DIN: 03157491) as Managing Director of the Company.
2. March 30, 2024 –
  - a) Appointment of Mr. Piyush Chhajed (DIN: 02907098) as an Independent Director of the Company.
  - b) Appointment of Mr. Renganathan Bashyam (DIN: 01206952) as an Independent Director of the Company.

**Procedure for postal ballot:**

The postal ballots were carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and SEBI Circular dated October 07, 2023 vide no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167.

The Company had engaged the services of National Securities Depository Limited for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

**For Postal Ballot resolution passed on April 19, 2023**

The Postal Ballot Notice dated March 20, 2023 was sent through electronic mode only to those members whose e-mail addresses were registered with the Company/Depositories/Registrar and Share Transfer Agent and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on March 10, 2023 ('Cut-off date'). Members exercised their vote(s) by remote e-voting which commenced Tuesday, March 21, 2023 at 09:00 a.m. (IST) and conclude on Wednesday, April 19, 2023 at 05:00 p.m. (IST).

Mr. Dhruvil M. Shah, Partner of M/s. Dhruvil M. Shah & Co., Practicing Company Secretaries was appointed as the scrutinizer for conducting the postal ballot exercises in a fair and transparent manner. He submitted his report after the completion of scrutiny and result of the e-voting was announced on April 21, 2023.

**For Postal Ballot resolution passed on March 30, 2024**

The Postal Ballot Notice dated February 29, 2024, was sent through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories/Registrar and Share Transfer Agent and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on February 23, 2024 ('Cut-off date'). Members exercised their vote(s) by e-voting during the period from 9:00 a.m. (IST) on Friday, March 01, 2024, and ended at 5:00 p.m. (IST) on Saturday, March 30, 2024.

Mr. Rishit Shah, Proprietor of Rishit Shah & Co., Practicing Company Secretaries was appointed as the scrutinizer for conducting the postal ballot exercises in a fair and transparent manner. He submitted his report after the completion of scrutiny and result of the e-voting was announced on March 30, 2024.

The summary of voting results for the three postal ballot items are given below:

| Resolution pass through Postal Ballot   | Resolution Required | Votes in favour of the resolution (% of total number of valid votes) | Votes against the resolution (% of total number of valid votes) | Result                         |
|---|---------------------|--|---|--------------------------------|
| Re-appointment of Mr. Deepak Dhanak (DIN: 03157491) as Managing Director of the Company           | Special Resolution  | 98.42%   | 1.58%   |                                |
| Appointment of Mr. Piyush Chhajed (DIN: 02907098) as an Independent Director of the Company       | Special Resolution  | 99.76%   | 0.24%   | Passed with requisite majority |
| Appointment of Mr. Renganathan Bashyam (DIN: 01206952) as an Independent Director of the Company. | Special Resolution  | 99.76%   | 0.24%   |                                |

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

#### IV. Disclosures

##### a) Disclosures on materially significant Related party transactions:

Related party transactions have been disclosed under Note 33 of Significant accounting policies & notes forming part of the financial statements of Audited Accounts in accordance with "Accounting Standard 18". The company had taken prior approval of the Audit Committee for entering into related party transactions. All the related party transactions during the financial year were in the ordinary course of business and at arm's length basis and were in compliance with Regulation 23 of SEBI Listing Regulations.

A statement in summary form of transactions with related parties was periodically placed before the Audit Committee for review and noting to the Board for their noting.

During the year, no material transactions were entered by the Company with its related parties which were in potential conflict with the interest of the Company's business. All the transactions with related parties were entered at arm's length price.

The details of material related party transactions i.e. transactions exceeding 10% of the annual turnover as per the last audited financial statements are furnished in 'Annexure IV' to the Board Report.

The policy on dealing with related party transactions is disclosed on the website of the Company i.e., <http://www.multibaseindia.com/pdf/Multibase-Remuneration-Policy.pdf>

##### b) Web link where policy for determining 'material' subsidiaries was disclosed: Not Applicable.

##### c) Disclosure of Accounting treatment:

The financial statements of the Company for the year ended March 31, 2024 are prepared in conformity with the Accounting Standards.

##### d) Reconciliation of Share Capital Audit:

Mr. Rishit Shah, Proprietor of Rishit Shah & Co., Mumbai carried out Reconciliation of Share Capital Audit for the quarter ended March 31, 2024 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.

**e) 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.

**f) 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.

**g) Remuneration of Directors:**

Details of remuneration paid to Directors has been disclosed in "Nomination and Remuneration committee" Section of this report.

**h) Subsidiary Company:**

The Company does not have any subsidiary /material subsidiary Company.

**i) 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.

**j) Shareholding of the Directors:**

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.

**k) Compliances:**

- a) During previous 3 years ending on March 31, 2024, 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 complied with all the statutory requirements under SEBI Listing Regulations, 2015 to the extent applicable.
- c) Out of the non-mandatory requirement the Company has adopted the following:
  - Modified opinion(s) in audit report - During the FY24, there was no qualification on the Company's financial statements.
  - The Chairman of the Company was a Non-executive Independent Director and not related to the Managing Director of the Company.

**l) Whistle Blower/Vigil Mechanism 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 been denied access to the Audit Committee and there are no instances of any such access.

The Company's Policy on Whistle Blower/Vigil Mechanism is disclosed on its website and can be accessed at <http://www.multibaseindia.com/pdf/mil-whistle-blower-policy.pdf>



**m) Policy on Prevention of Sexual Harassment at workplace:**

The Company has been committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee was made aware that the Company strongly opposed to sexual harassment and that such behavior was prohibited both by law and the Company. During the FY24, there was no complaint of any sexual harassment at work place.

**Status of complaints as on March 31, 2024:**

| Sr. No. | Particulars   | Number of Complaints |
|---------|---|----------------------|
| 1       | Number of complaints filed during the financial year          | NIL                  |
| 2       | Number of complaints disposed of during the financial year    | NIL                  |
| 3       | Number of complaints pending at the end of the financial year | NIL                  |

**n) 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 were published in prominent newspapers such as Financial Express (English) and Gujarat Chitra (Gujarati) and also posted on the website of the Company i.e., <https://www.multibaseindia.com/financial-results.php>. The said financial results were also submitted to the BSE Limited and available on [www.bseindia.com](http://www.bseindia.com).

**b) Other information**

Important official news including presentations made to institutional investors or to the analysts, if any, was also posted on the Company's website [www.multibaseindia.com](http://www.multibaseindia.com), as and when released and simultaneously submitted to the Stock Exchange.

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)

**o) CEO/CFO Certificate:**

The CEO/CFO Certificate for the year ended March 31, 2024 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 29, 2024.

**p) Certificate of compliance:**

The Certificate of Practicing 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, 2024 is appended to this Report on Corporate Governance as.

**q) A Certificate of Company Secretary in practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority is annexed herewith as a part of the report as.**

**r) Details relating to total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is given in to the Financial Statements.**

**s) Insider Trading Code:**

The Company has laid down "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" ("the Code") in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations").

The Code is applicable to all Insiders of the Company including the Promoters, Member of Promoter's Group, Directors, Designated Persons and immediate relatives of Directors and Designated Persons.

The Company has also formulated "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and "Policy and Procedure for Inquiry in case of leak of Unpublished Price Sensitive Information" in compliance with the PIT Regulations.

All the Codes and Policy mentioned above are available on the Company's website at <https://www.multibaseindia.com/policies.php>

**V. General Shareholders Information:**

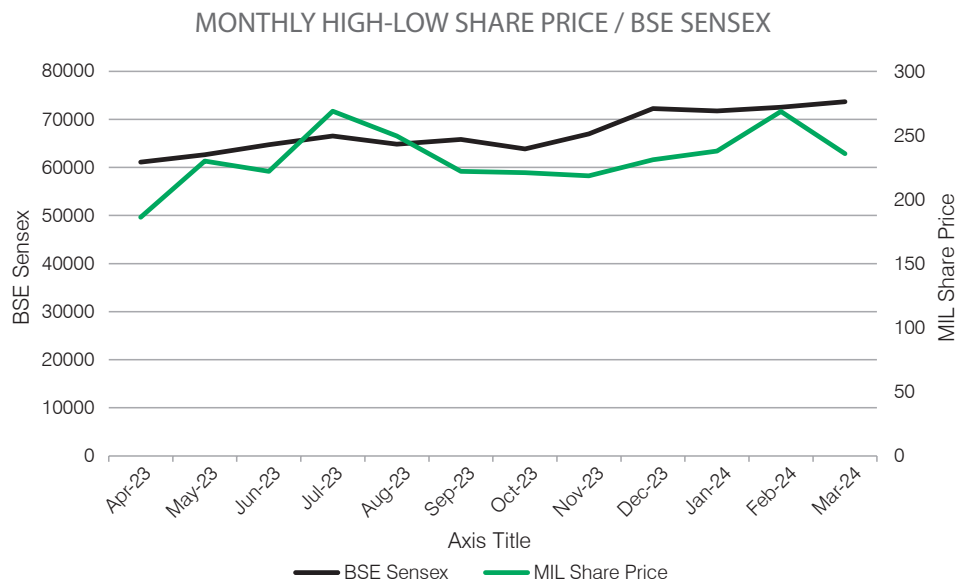
- a) Annual General Meeting  
 Day & Date : Thursday, September 05, 2024  
 Time : 12:30 pm IST  
 Venue : Through Other Audio Visual means/ Video Conferencing
- b) Financial year : The financial year of the Company comprises of period of 12 months commencing from April 01 to March 31.
- c) Tentative Calendar for financial reporting for the financial year 2024-25  
 Quarter Ending on June 30, 2024 : on or before August 14, 2024  
 Quarter Ending on September 30, 2024 : on or before November 14, 2024  
 Quarter Ending on December 31, 2024 : on or before February 14, 2025  
 Financial Year ended March 31, 2024 : on or before May 30, 2025  
 AGM is proposed to be held for financial year 2024-25 : on or before September 30, 2025
- d) Date of Book Closure : **Friday, August 30, 2024 to Thursday, September 05, 2024 (Both days inclusive)**
- e) Dividend Payment date : Credit of final dividend, if declared by the members of the Company at the Annual General Meeting, will commence on or after September 05, 2024 and will be completed on or before October 04, 2024.
- f) Listing on Stock Exchange : BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.
- The Company confirms that its Annual Listing fees for the year 2024-25 has been fully paid within the stipulated time period as per the invoice received from the Stock Exchange.
- g) Stock Code : 526169
- h) Corporate Identification Number (CIN) : L01122DD1991PLC002959
- i) The securities of the Company have not been suspended from trading from any of the aforesaid stock exchanges during FY 2023-24.

j) Stock Market Price Data:

| Month & Year   | Share Price of Multibase on BSE |                 |                           |                                  |
|----------------|---------------------------------|-----------------|---------------------------|----------------------------------|
|                | Month's High (₹)                | Month's Low (₹) | Month's Closing Price (₹) | Volume of shares traded (In no.) |
| April 2023     | 197.00                          | 173.10          | 186.05                    | 30,108                           |
| May 2023       | 248.45                          | 181.25          | 230.00                    | 3,81,823                         |
| June 2023      | 243.80                          | 204.60          | 221.85                    | 2,36,319                         |
| July 2023      | 278.40                          | 213.00          | 268.85                    | 4,17,563                         |
| August 2023    | 294.95                          | 230.05          | 249.60                    | 2,69,540                         |
| September 2023 | 256.90                          | 215.55          | 221.85                    | 1,95,169                         |
| October 2023   | 246.70                          | 211.00          | 220.90                    | 1,62,036                         |
| November 2023  | 237.20                          | 211.00          | 218.40                    | 1,25,802                         |
| December 2023  | 247.45                          | 216.50          | 230.90                    | 3,34,430                         |
| January 2024   | 260.00                          | 227.10          | 237.75                    | 2,82,255                         |
| February 2024  | 289.30                          | 225.00          | 268.65                    | 5,79,314                         |
| March 2024     | 281.85                          | 226.00          | 235.70                    | 1,26,583                         |

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

MIL Share Price and Sensex Movement (For FY 2023-24) Taken 100 as Base Point



- l) Registrar and Transfer Agents : Link Intime India Pvt. Ltd.  
 C 101, 247 Park,  
 LBS Marg, Vikhroli (West),  
 Mumbai 400083  
 Tel No.: +91 22 491 86 000  
 Fax No.: +91 22 491 86 060  
 Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## m) Distribution of shareholding as on March 31, 2024:

| Equity Shares held | No. of Shareholders | % of Shareholders | Number of Shares held | % of Shares held |
|--------------------|---------------------|-------------------|-----------------------|------------------|
| 1 to 500           | 7,897               | 89.7897           | 9,24,762              | 7.3277           |
| 500 to 1000        | 467                 | 5.3098            | 3,78,072              | 2.9958           |
| 1001 to 2000       | 226                 | 2.5696            | 3,30,838              | 2.6215           |
| 2001 to 3000       | 72                  | 0.8186            | 1,79,188              | 1.4199           |
| 3001 to 4000       | 37                  | 0.4207            | 1,30,935              | 1.0375           |
| 4001 to 5000       | 27                  | 0.307             | 1,26,602              | 1.0032           |
| 5001 to 10000      | 34                  | 0.3866            | 2,40,955              | 1.9093           |
| 10001 to 999999999 | 35                  | 0.398             | 1,03,08,648           | 81.6850          |
| <b>TOTAL:</b>      | <b>8,795</b>        | <b>100.0000</b>   | <b>1,26,20,000</b>    | <b>100.0000</b>  |

Shareholding pattern as on March 31, 2024:

| Category  | No. of Shareholders | No. of Shares held | Percentage of Shareholding (%) | No. Shares Pledged or otherwise encumbered | Percentage of Shares Pledged |
|---|---------------------|--------------------|--------------------------------|--|------------------------------|
| <b>A Promoters' Holding</b>                       |                     |                    |                                |  |                              |
| 1 Promoters                                       |                     |                    |                                |  |                              |
| Indian  | -                   | -                  | -                              | -  | -                            |
| Foreign   | 1                   | 94,64,994          | 75.00                          | -  | -                            |
| <b>B Public Shareholding</b>                      |                     |                    |                                |  |                              |
| 2 Foreign Portfolio investors                     | 1                   | 41,172             | 0.33                           | -  | -                            |
| 3 Non Institutional Investors                     |                     |                    |                                |  |                              |
| a. Bodies Corporate                               |                     | 60                 | 1,56,898                       | 1.2432                                     | -                            |
| b. Indian Resident Individuals                    |                     |                    |                                |  |                              |
| Individual share capital upto ₹2 Lacs             | 8070                | 21,50,986          | 17.04                          | -  | -                            |
| Individual share capital in excess of ₹2 Lacs     | 6                   | 3,65,175           | 2.89                           | -  | -                            |
| c. Clearing Member                                | 1                   | 150                | 0.00                           | -  | -                            |
| d. Office Bearer                                  | 14                  | 33                 | -                              | -  | -                            |
| e. NRIs (includes shares held on non-repat basis) | 240                 | 2,44,910           | 1.94                           | -  | -                            |
| f. Hindu Undivided Family                         | 240                 | 1,93,284           | 1.53                           | -  | -                            |
| h. Trust  | 3                   | 2198               | 0.02                           | -  | -                            |
| RBI   |                     |                    |                                |  |                              |
| i. Body Corporate Limited Liability partnership   | 1                   | 200                | 0.00                           | -  | -                            |
| <b>Total (1+2+3)</b>                              | <b>8637</b>         | <b>1,26,20,000</b> | <b>100.00</b>                  | <b>-</b>                                   | <b>-</b>                     |

## n) Share Transfer System and Dematerialization of Shares and liquidity

The Company has set up requisite facilities for dematerialization of its Equity Shares in accordance with the provisions of the Depositories Act, 1996 with National Securities Depository Limited and Central Depository Services (India) Limited. The Company has entered into agreements with both the Depositories for the benefit of Shareholders. The International Securities Identification Number (ISIN) allotted to Equity Shares of the Company is INE678F01014

The Company obtained a Certificate from Mr. Rishit Shah, Proprietor of Rishit Shah & Co., Practicing Company Secretaries, Mumbai as per the requirement of Regulation 40(9) of Listing Regulations for the financial year ended March 31, 2024. The same was filed with the Stock Exchange and is also available on the website of the Company.

With effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issuance of duplicate share certificates, exchange / subdivision/ split/ consolidation of securities, transmission/ transposition of securities and claim from Suspense Escrow Demat Account.

Pursuant to SEBI Circular dated January 25, 2022, to enhance the shareholders experience in dealing with securities markets, the listed companies shall issue the securities in dematerialized form only, while processing any investor service requests viz., issue of duplicate share certificates, endorsement, transmission, transposition. After processing the investor service request(s), a Letter of Confirmation ('LOC') would be issued to the shareholders in lieu of a physical securities certificate. LOC shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing the said securities/shares. In case the shareholders fail to submit the dematerialisation request within 120 days, the Company shall then credit those securities to the SEDA held by the Company. The shareholders can reclaim these shares from the Company's SEDA on submission of documentation prescribed by SEBI.

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).

The status of Dematerialization of the Company's Shares as on March 31, 2024, is as under:

| Mode          | No. of Shares      | Percentage  | No. of Shareholders |
|---------------|--------------------|-------------|---------------------|
| Physical mode | 4,96,913           | 3.94        | 2489                |
| Demat mode    | 1,21,23,087        | 96.06       | 6306                |
| <b>TOTAL</b>  | <b>1,26,20,000</b> | <b>100%</b> | <b>8795</b>         |

Since there are several benefits arising from dematerialization, we sincerely urge all the shareholders who are still holding their shares in physical form to dematerialize the shares at the earliest.

**o) Simplified Norms for processing Investor Service Requests**

Members holding shares in physical form, are requested to submit their PAN, KYC details (e-mail ID, postal address, mobile number, and bank account details), specimen signature, and nomination details to RTA, by sending a duly filled Form ISR-1 and other relevant forms. Members holding securities in physical form, whose folio(s) do not have PAN, choice of nomination, contact details and mobile number, bank account details, or specimen signatures updated, shall be eligible for payments by way of dividends only through electronic mode with effect from April 01, 2024, upon their furnishing of all the aforesaid details in entirety to the RTA..

**p) Dispute Resolution Mechanism at Stock Exchanges**

To enable the Shareholders to raise any dispute against the Company or its RTA on delay or default in processing any investor services related request, SEBI has provided an option of 'Arbitration with Stock Exchanges (NSE and BSE)' as a Dispute Resolution Mechanism.

**q) Online Dispute Resolution (ODR) Mechanism**

As per SEBI Circulars issued from time to time, in case of any grievances, the Shareholders are advised to first approach the Company or its RTA. If the response is not received/not satisfactory, Shareholders can raise a complaint on SCORES/ with Stock Exchanges

**r) Updating necessary KYC details of registered and/or joint holders holding shares in physical form:**

SEBI has vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, directed all the listed companies to record the Income Tax PAN, bank account details of all their shareholders holding shares in physical form and advise them to dematerialise their physical securities. Accordingly, the Company has sent letters by registered post to the shareholders holding shares in physical form at their last known address, advising them to register their Income Tax PAN (including that of joint holders, if any) and the bank account details. This was followed by two reminder letters to those shareholders who have not responded earlier. All those shareholders who are yet



to update their details with the Company are requested to do so at the earliest. The shareholders are also advised to intimate any change in address and/or name, submit National Electronic Clearing Service (NECS) or Electronic Clearing Service (ECS) mandates, nominations, e-mail address, contact numbers, etc., if not so done, by writing to the Company's Registrar & Share Transfer Agents, Link Intime India Pvt Ltd., At C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400 083, phone: 022-49186270, fax: 022-49186060, email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), website: [www.linkintime.co.in](http://www.linkintime.co.in) for providing efficient and better services. Members holding securities in dematerialised form are requested to intimate such changes to their respective depository participants.

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

t) Commodity price risk or foreign exchange risk and hedging activities: **Nil**

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

v) 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](mailto:compliance.officer@multibaseindia.com)

: Compliance Officer  
**Ms. Parmy Kamani**  
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](mailto:compliance.officer@multibaseindia.com)

w) Details of Credit ratings to be provided, if any: None

x) **Direct credit of dividend:**

Payment of dividend through electronic mode has following advantages:

- Shareholder need not make frequent visits to his bank for depositing the physical warrants;
- Prompt credit to the bank account of the shareholder through electronic clearing; This would also reduce the amount of unclaimed dividend being transferred to IEPF.
- Fraudulent encashment of warrant is avoided;
- Delay/loss in postal transit is avoided.

As per circular issued by SEBI dated April 20, 2018, the Company through the Registrar and Share Transfer Agent had circulated regular reminder letters with postage prepaid envelopes in July 2018, September 2018, October 2018 and October 2019 to those physical shareholders whose PAN and/ or Bank account details were not available requesting them to register their PAN and/or bank account details.

Members are requested to register their PAN and Bank Account Details (Core Banking Solutions enabled account number, 9-digit MICR code and 11-digit IFS Code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime Private Limited.

y) **Green Initiatives:**

In order to capture email addresses of a larger shareholder base and send all intimations electronically, especially during the lockdown period, the Company had appointed NSDL and CDSL to send SMS to those shareholders whose email addresses were not registered with the Company.

We once again request you to join us in this initiative and register your e-mail Id with Link Intime Private Limited in case you are holding shares in physical form. In case you are holding shares in dematerialized form, please register your e-mail Id with your depository participant directly.

Norms for furnishing of PAN, KYC, Bank details and Nomination.

SEBI vide circular dated November 03, 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents (i.e. PAN, KYC, Bank Details and Nomination) are not available with us, on or after April 01, 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website [www.multibaseindia.com](http://www.multibaseindia.com). In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid on April 05, 2024.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

**VI. Disclosure on details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable**

**VII. Recommendation of Committees**

All recommendations made by various Committees of the Board during the financial year 2023-24 were accepted by the Board from time to time.

**VIII. Disclosure of Loans and Advances:**

The Company has not advanced any loans to firms / Companies in which the Directors of the Company are interested.

**IX. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not Applicable**

**X. Non-compliance of any requirement of corporate governance report of as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations:**

There was no non-compliance with any requirement of corporate governance report of as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations.

**XI. Disclosures of Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2):**

Your Company has complied with all the mandatory requirements of the SEBI Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations.

**XII. Disclosures with respect to demat suspense account/ unclaimed suspense account:**

Not Applicable

**XIII. Disclosure of certain types of agreements binding the Company:**

No agreements as stipulated under 5A of paragraph A of Part A of Schedule III have been entered by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the Company.

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**MULTIBASE INDIA LIMITED**  
CIN: L01122DD1991PLC002959  
74 / 5&6, Daman Industrial Estate,  
Kadaiya, Nani Daman  
Daman 396 210

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Multibase India Limited having CIN: L01122DD1991PLC002959 and having registered office at 74 / 5&6, Daman Industrial Estate, Kadaiya, Nani Daman, Daman 396210 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities.

| Sr. No. | Names of Director                          | DIN      | Date of appointment in Company |
|---------|--|----------|--------------------------------|
| 1.      | Mr. Harish Narendra Motiwalla <sup>3</sup> | 00029835 | 27/10/2009                     |
| 2.      | Mr. Ashok Faqirchand Chhabra <sup>3</sup>  | 00059677 | 27/10/2009                     |
| 3.      | Mr. Deepak Arun Dhanak <sup>1</sup>        | 03157491 | 29/06/2010                     |
| 4.      | Mr. Krishan Kumar Phophalia                | 08395171 | 01/04/2019                     |
| 5.      | Ms. Bharti Pradeep Dhar                    | 00442471 | 15/02/2020                     |
| 6.      | Mr. Mark Metaxas                           | 09607494 | 26/05/2022                     |
| 7.      | Mr. Renganathan Bashyam <sup>2</sup>       | 01206952 | 12/02/2024                     |
| 8.      | Mr. Piyush Sohanrajji Chhajed <sup>2</sup> | 02907098 | 12/02/2024                     |

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, 2023 till 01<sup>st</sup> March 2026 by way of postal ballot dated April 19, 2023
2. Mr. Renganathan Bashyam & Mr. Piyush Sohanrajji Chhajed were appointed as additional directors in Independent director category w.e.f. February 12, 2024 and the members of the Company had approved their appointments through special resolutions passed through Postal Ballot dated March 30, 2024.
3. At the board of directors meeting held on February 12, 2024, it was noted that, on completion of second term, Mr. Harish Narendra Motiwalla and Mr. Ashok Faqirchand Chhabra shall cease to be Independent directors of the company effective March 31, 2024.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Dhrumil M. Shah & Co. LLP**  
Practicing Company Secretaries  
ICSI URN: L2023MH013400  
PRN: 3147/2023

**Dhiraj R. Palav**  
Partner  
ACS 61639 | CP 26159  
UDIN: A061639F000907638

Place: Mumbai  
Date: August 08, 2024

## DECLARATION OF CODE OF CONDUCT

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 2024.

Daman  
May 29, 2024

**Deepak Dhanak**  
Managing Director

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
**MULTIBASE INDIA LIMITED**  
CIN: L01122DD1991PLC002959  
74 / 5&6, Daman Industrial Estate,  
Kadaiya, Nani Daman,  
Daman 396 210

We have examined all the relevant records of **Multibase India Limited** (hereinafter referred to as “**the Company**”) for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for the year ended **March 31, 2024**.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

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 Dhruvil M. Shah & Co. LLP**  
Practicing Company Secretaries  
ICSI URN: L2023MH013400  
PRN: 3147/2023

**Dhiraj R. Palav**  
Partner  
ACS 61639 | CP 26159  
UDIN: A061639F000907715

Place: Mumbai  
Date: August 08, 2024

## INDEPENDENT AUDITOR'S REPORT

To the Members of **Multibase India Limited**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Multibase India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows for the year then ended, notes to the financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information and take appropriate action as applicable under the relevant laws and regulations.

#### Responsibilities of management and those charged with governance for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to



issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

### Other Matter

The financial statements of the Company for the year ended March 31, 2023 were audited by another auditor whose report dated May 23, 2023 expressed an unmodified opinion on those statements.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matter stated in paragraph (h) (vi) below on reporting under Rule 11(g).
  - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting

under Section 143(3)(b) and paragraph (vi) below on reporting under Rule 11(g).

- (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 38 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    1. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    2. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    3. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances and according

to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under 1 and 2 above, contain any material mis-statement.

- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 43 to the Financial Statements).

- vi. Based on our examination, the Company has used an accounting software for maintaining its books of account during the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility. However, the audit trail feature was not enabled throughout the year for certain relevant transactions and fields at the application level. (viz., FB02, ME22, MRBR, VB02, LFA1, LFB1, MARM and MARC which captures critical financial table changes and Field level changes recorded within

key table – MLAN which captures critical financial field changes). Further, the audit trail feature was not enabled at the database level within the accounting software to log any direct data change.

The audit trail feature, to the extent enabled as reported above has been operated throughout the year for the relevant transactions in the accounting software. Further, during the course of examination, we did not come across any instance of audit trail feature being tampered with in respect of accounting software for the period for which the audit trail feature was enabled and operating.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

**For M S K A & Associates**

Chartered Accountants  
ICAI Firm Registration No. 105047W

**Mukesh Kumar Pugalia**

Partner  
ICAI Membership No. 221387  
UDIN: 24221387BKELXZ6780

Place: Hyderabad  
Date: May 29, 2024

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF MULTIBASE INDIA LIMITED

### Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the

related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

### For M S K A & Associates

Chartered Accountants  
ICAI Firm Registration No. 105047W

### Mukesh Kumar Pugalia

Partner  
ICAI Membership No. 221387  
UDIN: 24221387BKELXZ6780

Place: Hyderabad  
Date: May 29, 2024

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MULTIBASE INDIA LIMITED FOR THE YEAR ENDED MARCH 31, 2024

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i.a. A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
- B. The Company has no intangible assets. Accordingly, the provision stated under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- b. Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies were identified on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties as disclosed in the financial statements, are held in the name of the Company.
- d. According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
- e. According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii.a. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- b. The Company has not been sanctioned any working capital limits during the year on the basis of security of current assets. Accordingly, the provisions stated under clause 3(ii)(b) of the Order are not applicable to the Company.
- iii. According to the information explanation provided to us, the Company has not made any investments in, or provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions stated under clause 3(iii) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, there are no loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Act are applicable and accordingly, the provisions stated under clause 3(iv) of the Order are not applicable to the Company.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under. Accordingly, the provisions stated under clause 3(iv) of the Order are not applicable to the Company. Also, there are no amounts outstanding as on March 31, 2024, which are in the nature of deposits.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products/ services. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.
- a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, income-tax, duty of customs, cess and other statutory dues have generally been regularly deposited with the appropriate authorities during the year.
- There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, income-tax, duty of customs, cess, and other statutory dues in arrears as at March 31, 2024, outstanding for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us and examination of records of the Company, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024, on account of any dispute, are as follows:

| Name of the statute  | Nature of dues  | Amount Demanded (₹ in Lakhs) | Amount Paid | Period to which the amount relates | Forum where dispute is pending       |
|----------------------|-----------------|------------------------------|-------------|------------------------------------|--------------------------------------|
| Finance Act, 1992    | Service tax due | 1.62                         | -           | Jan, 2010 to Sep, 2010             | Commissioner Appeals                 |
| Income tax Act, 1961 | Income tax      | 8.51                         | 1.71        | 2020-21                            | Commissioner of Income Tax (Appeals) |
| Income tax Act, 1961 | Income tax      | 1.82                         | -           | 2015-16                            | Assessing Officer, Vapi              |

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax assessment of the Company. Accordingly, the provisions stated under clause 3(viii) of the Order are not applicable to the Company.
- ix.
- a. The Company does not have any loans or borrowings or interest thereon due to any lenders during the year. Accordingly, the provision stated under clause 3(ix) (a) to (c) and sub-clause (e) and (f) of the Order is not applicable to the Company.
- b. According to the information and explanation provided to us, there are no funds raised during the year. Accordingly, the provisions stated under clause 3(ix)(d) of the Order are not applicable to the Company.
- x.
- a. In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated under clause 3(x)(a) of the Order are not applicable to the Company.
- b. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Accordingly, the provisions stated under clause 3(x)(b) of the Order are not applicable to the Company.
- xi.
- a. Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.
- b. Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the provisions stated under clause 3(xi)(b) of the Order are not applicable to the Company.
- c. As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv.
- a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and accordingly, the reporting on compliance with the provisions of Section 192 of the Act in clause 3(xv) of the Order is not applicable to the Company.
- xvi.
- a. The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provision stated under clause 3(xvi)(a) of the Order is not applicable to the Company.

- b. The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3(xvi)(b) of the Order are not applicable to the Company.
- c. The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the provisions stated under clause 3(xvi)(c) of the Order are not applicable to the Company.
- d. According to the information and explanations provided to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group). Accordingly, the provisions stated under clause 3(xvi)(d) of the order are not applicable to the Company.
- xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under clause 3(xvii) of the Order are not applicable to the Company.
- xviii. There has been resignation of the statutory auditors during the year, there were no issues, objections or concerns raised by the outgoing auditor(s).
- xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 42 (vi) to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred either to a Fund specified in schedule VII of the Act or to a Special Account as per the provisions of Section 135 of the Act read with Schedule VII to the Act. Accordingly, reporting under clause 3(xx) (a) and 3(xx)(b) of the Order is not applicable to the Company.
- xxi. According to the information and explanations given to us, the Company does not have any subsidiary, associate or joint venture. Accordingly, reporting under clause 3(xxi) of the order is not applicable.

**For M S K A & Associates**

Chartered Accountants  
ICAI Firm Registration No. 105047W

**Mukesh Kumar Pugalia**

Partner  
ICAI Membership No. 221387  
UDIN: 24221387BKELXZ6780

Place: Hyderabad  
Date: May 29, 2024



## **ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MULTIBASE INDIA LIMITED**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Multibase India Limited on the Financial Statements for the year ended March 31, 2024]

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of Multibase India Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Opinion**

In our opinion, the Company has in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control criteria established by the Company considering the essential components of internal control with reference to financial statements stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

#### **Management and Board of Director's Responsibility for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in

accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

#### **Meaning of Internal Financial Controls With reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3)

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls With reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial

statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M S K A & Associates**

Chartered Accountants  
ICAI Firm Registration No. 105047W

**Mukesh Kumar Pugalia**

Partner  
ICAI Membership No. 221387  
UDIN: 24221387BKELXZ6780

Place: Hyderabad  
Date: May 29, 2024

## BALANCE SHEET AS AT MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|  | Notes  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|--------|-------------------------|-------------------------|
| <b>ASSETS</b>  |        |                         |                         |
| Non-current assets   |        |                         |                         |
| Property, plant and equipment  | 3(a)   | 1,158.13                | 1,109.39                |
| Capital work-in-progress   | 3(b)   | -                       | 4.19                    |
| Financial assets:  |        |                         |                         |
| Other financial assets   | 4      | 13.46                   | 13.46                   |
| Non-current tax assets (net)   | 5      | 15.07                   | 1.92                    |
| Other non-current assets   | 6      | 49.02                   | 8.84                    |
| <b>Total non-current assets</b>  |        | <b>1,235.68</b>         | <b>1,137.80</b>         |
| <b>Current assets</b>  |        |                         |                         |
| Inventories  | 7      | 1,178.11                | 849.19                  |
| Financial assets:  |        |                         |                         |
| i. Trade receivables   | 8      | 900.89                  | 1,141.10                |
| ii. Cash and cash equivalents  | 9(a)   | 11,050.64               | 10,422.39               |
| iii. Bank balances other than (ii) above   | 9(b)   | 20.74                   | 13.28                   |
| iv. Other financial assets   | 10     | 7.54                    | 122.75                  |
| Other current assets   | 11     | 50.78                   | 28.00                   |
| <b>Total current assets</b>  |        | <b>13,208.70</b>        | <b>12,576.71</b>        |
| <b>TOTAL ASSETS</b>  |        | <b>14,444.38</b>        | <b>13,714.51</b>        |
| <b>EQUITY AND LIABILITIES</b>  |        |                         |                         |
| <b>Equity</b>  |        |                         |                         |
| Equity share capital   | 12     | 1,262.00                | 1,262.00                |
| Other equity   | 13     | 12,194.72               | 11,332.18               |
| <b>Total equity</b>  |        | <b>13,456.72</b>        | <b>12,594.18</b>        |
| <b>Liabilities</b>   |        |                         |                         |
| <b>Non-current liabilities</b>   |        |                         |                         |
| Employee benefit obligations   | 14     | 173.47                  | 150.81                  |
| Deferred tax liability (net)   | 15     | 48.22                   | 54.53                   |
| <b>Total non-current liabilities</b>   |        | <b>221.69</b>           | <b>205.34</b>           |
| <b>Current liabilities</b>   |        |                         |                         |
| Financial liabilities:   |        |                         |                         |
| i. Trade payables  |        |                         |                         |
| (a) total outstanding dues of micro enterprises and small enterprises                      | 16     | 12.90                   | 3.08                    |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises | 16     | 661.29                  | 763.21                  |
| ii. Other financial liabilities  | 17     | 20.74                   | 13.28                   |
| Other current liabilities  | 20     | 55.94                   | 97.97                   |
| Employee benefit obligations   | 18     | 4.74                    | 4.20                    |
| Current tax liabilities (net)  | 19     | 10.36                   | 33.25                   |
| <b>Total current liabilities</b>   |        | <b>765.97</b>           | <b>914.99</b>           |
| <b>TOTAL LIABILITIES</b>   |        | <b>987.66</b>           | <b>1,120.33</b>         |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |        | <b>14,444.38</b>        | <b>13,714.51</b>        |
| <b>Significant accounting policies</b>   | 1 - 2  |                         |                         |
| <b>Notes to the financial statements</b>   | 3 - 43 |                         |                         |

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

**For M S K A & Associates**

*Chartered Accountants*

Firm Registration No. 105047W

**Mukesh Kumar Pugalia**

*Partner*

Membership No : 221387

Place : Hyderabad

Date : May 29, 2024

**For and on behalf of the Board of Directors of**

**Multibase India Limited**

CIN : L01122DD1991PLC002959

**Deepak Dhanak**

*Managing Director*

DIN : 03157491

**Parmy Kamani**

*Company Secretary*

Membership no. A27788

**B. Renganathan**

*Non-Executive Director*

DIN : 01206952

**Pankaj Holani**

*Chief Financial Officer*

Place : Mumbai

Date : May 29, 2024

**Piyush Chhajed**

*Non-Executive Director*

DIN : 02907098

Place : Taiyuan, China

Date : May 29, 2024

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|  | Notes   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|---------|------------------------------|------------------------------|
| <b>Income</b>  |         |                              |                              |
| Revenue from operations  | 21      | 6,473.67                     | 7,221.58                     |
| Other income   | 22      | 777.02                       | 459.04                       |
| <b>Total income</b>  |         | <b>7,250.69</b>              | <b>7,680.62</b>              |
| <b>Expenses</b>  |         |                              |                              |
| Cost of materials consumed   | 23      | 2,839.13                     | 2,641.49                     |
| Purchase of stock-in-trade   | 24      | 1,604.14                     | 2,218.29                     |
| Changes in inventories of finished goods and stock-in-trade                    | 25      | 84.81                        | 181.49                       |
| Employee benefit expenses  | 26      | 501.66                       | 496.46                       |
| Finance costs  | 27      | 10.02                        | 8.16                         |
| Depreciation expense   | 28      | 101.16                       | 100.10                       |
| Other expenses   | 29      | 610.33                       | 718.13                       |
| <b>Total expenses</b>  |         | <b>5,751.25</b>              | <b>6,364.12</b>              |
| <b>Profit before tax</b>   |         | <b>1,499.44</b>              | <b>1,316.50</b>              |
| <b>Tax expense</b>   |         |                              |                              |
| Current tax  |         | 385.72                       | 343.18                       |
| Adjustment of tax relating to earlier years                                    |         | 4.72                         | 0.44                         |
| Deferred tax charge/(credit)   | 15 & 37 | (6.22)                       | (5.98)                       |
| <b>Total tax expense</b>   |         | <b>384.22</b>                | <b>337.64</b>                |
| <b>Profit for the year (A)</b>   |         | <b>1,115.22</b>              | <b>978.86</b>                |
| <b>Other comprehensive income</b>  |         |                              |                              |
| <b>Items that will not be reclassified to profit and loss</b>                  |         |                              |                              |
| Remeasurement of the net defined benefit plan                                  | 32      | 0.37                         | 2.71                         |
| Income tax related to above  |         | (0.09)                       | (0.68)                       |
| <b>Other comprehensive income, net of taxes (B)</b>                            |         | <b>0.28</b>                  | <b>2.03</b>                  |
| <b>Total comprehensive income for the year (A-B)</b>                           |         | <b>1,114.94</b>              | <b>976.83</b>                |
| <b>Earnings per equity share</b>   |         |                              |                              |
| Basic and diluted (face value of INR 10 each)                                  | 40      | 8.84                         | 7.76                         |
| <b>Significant accounting policies</b>   | 1-2     |                              |                              |
| <b>Notes to the financial statements</b>                                       | 3 - 43  |                              |                              |
| The notes referred to above form an integral part of the financial statements. |         |                              |                              |

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration No. 105047W

**Mukesh Kumar Pugalia**  
Partner  
Membership No : 221387

Place : Hyderabad  
Date : May 29, 2024

**For and on behalf of the Board of Directors of  
Multibase India Limited**  
CIN : L01122DD1991PLC002959

**Deepak Dhanak**  
Managing Director  
DIN : 03157491  
**Parmy Kamani**  
Company Secretary  
Membership no. A27788

**B. Renganathan**  
Non-Executive Director  
DIN : 01206952

**Pankaj Holani**  
Chief Financial Officer

Place : Mumbai  
Date : May 29, 2024

**Piyush Chhajed**  
Non-Executive Director  
DIN : 02907098

Place : Taiyuan, China  
Date : May 29, 2024

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>(A) Cash flows from operating activities</b>                                      |                              |                              |
| <b>Profit before tax</b>   | <b>1,499.44</b>              | 1,316.50                     |
| <i>Adjustments for:</i>  |                              | -                            |
| Depreciation expense   | <b>101.16</b>                | 100.10                       |
| Loss on sale of property, plant and equipment (net)                                  | <b>4.37</b>                  | -                            |
| Reversal of provision for credit impaired receivables since recovered                | -                            | (4.17)                       |
| Interest income  | <b>(624.57)</b>              | (353.75)                     |
| Net unrealised exchange (gain) / loss  | <b>(1.80)</b>                | (1.57)                       |
| Provision created / (reversed) on inventory  | <b>(1.01)</b>                | (27.52)                      |
| Interest on shortfall of payment of advance tax                                      | <b>5.08</b>                  | 4.62                         |
|  | <u><b>(516.77)</b></u>       | <u>(282.29)</u>              |
| <b>Operating profit before working capital changes</b>                               | <u><b>982.67</b></u>         | <u>1,034.21</u>              |
| <i>Changes in working capital:</i>   |                              |                              |
| Adjustments for (increase) / decrease in assets:                                     |                              |                              |
| (Increase) / decrease in inventories   | <b>(327.91)</b>              | 431.68                       |
| (Increase) / decrease in trade receivables   | <b>240.21</b>                | (44.94)                      |
| (Increase) / decrease in non-current and current other financial assets              | <b>122.29</b>                | (118.14)                     |
| (Increase) in other bank balances  | <b>(7.45)</b>                | (4.05)                       |
| (Increase) / decrease in other non-current assets and current assets                 | <b>(21.54)</b>               | 29.80                        |
|  | <u><b>5.59</b></u>           | <u>294.35</u>                |
| Adjustments for Increase / (decrease) in liabilities:                                |                              |                              |
| Increase / (decrease) in trade payables  | <b>(90.30)</b>               | (198.13)                     |
| Increase / (decrease) in other current liabilities                                   | <b>(42.03)</b>               | 59.07                        |
| Increase / (decrease) in other non-current and current provisions                    | <b>22.83</b>                 | 47.04                        |
| Increase / (decrease) in other financial liabilities                                 | <b>7.46</b>                  | (1.00)                       |
|  | <u><b>(102.04)</b></u>       | <u>(93.02)</u>               |
| Cash generated from operations   | <b>886.23</b>                | 1,235.54                     |
| Income tax paid, net   | <b>(431.56)</b>              | (363.47)                     |
| <b>Net cash flows generated from operating activities (A)</b>                        | <u><b>454.67</b></u>         | <u>872.07</u>                |
| <b>(B) Cash flows from investing activities</b>                                      |                              |                              |
| Payments for Acquisition of property, plant and equipment including capital advances | <b>(191.76)</b>              | (109.53)                     |
| Proceeds from disposal of property, plant and equipment                              | <b>0.25</b>                  | -                            |
| Interest received  | <b>617.49</b>                | 383.73                       |
| <b>Net cash generated from investing activities (B)</b>                              | <u><b>425.98</b></u>         | <u>274.20</u>                |

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

| Particulars   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>(C) Cash flows from financing activities</b>                       |                              |                              |
| Dividend paid   | (252.40)                     | (122.15)                     |
| <b>Net cash used in financing activities (C)</b>                      | <u>(252.40)</u>              | <u>(122.15)</u>              |
| <b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b> | <b>628.25</b>                | 1,024.12                     |
| <b>Cash and cash equivalents at the beginning of the year</b>         | <b>10,422.39</b>             | 9,398.27                     |
| <b>Cash and cash equivalents at the end of the period</b>             | <b>11,050.64</b>             | 10,422.39                    |

**Notes :**

1. Cash and cash equivalents (excluding accrued interest) comprises of:

| Particulars  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| With banks -   |                              |                              |
| In current accounts  | 450.64                       | 10,422.39                    |
| In deposit accounts (with original maturity of less than three months)         | 10,600.00                    | -                            |
|  | <u>11,050.64</u>             | <u>10,422.39</u>             |
| <b>Significant accounting policies</b>   | 1-2                          |                              |
| <b>Notes to the financial statements</b>                                       | 3 - 43                       |                              |
| The notes referred to above form an integral part of the financial statements. |                              |                              |

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration No. 105047W

**Mukesh Kumar Pugalia**  
Partner  
Membership No : 221387

Place : Hyderabad  
Date : May 29, 2024

**For and on behalf of the Board of Directors of  
Multibase India Limited**  
CIN : L01122DD1991PLC002959

**Deepak Dhanak**  
Managing Director  
DIN : 03157491

**Parmy Kamani**  
Company Secretary  
Membership no. A27788

**B. Renganathan**  
Non-Executive Director  
DIN : 01206952

**Pankaj Holani**  
Chief Financial Officer

**Piyush Chhajed**  
Non-Executive Director  
DIN : 02907098

Place : Taiyuan, China  
Date : May 29, 2024

Place : Mumbai  
Date : May 29, 2024



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### (a) Equity share capital

|                                      | March 31, 2024   |          | March 31, 2023   |          |
|--------------------------------------|------------------|----------|------------------|----------|
|                                      | Number of shares | Amount   | Number of shares | Amount   |
| Balance at the beginning of the year | 12,620,000       | 1,262.00 | 12,620,000       | 1,262.00 |
| Balance at the end of the year       | 12,620,000       | 1,262.00 | 12,620,000       | 1,262.00 |

### (b) Other equity

|  | Reserves and Surplus |                   |                            |           |
|--|----------------------|-------------------|----------------------------|-----------|
|  | Securities premium*  | Retained earnings | Other Comprehensive Income | Total     |
| <b>Balance as at April 01, 2022</b>        | 117.00               | 10,351.38         | 13.17                      | 10,481.55 |
| Profit for the year                        | -                    | 978.86            | -                          | 978.86    |
| Dividend for the year                      | -                    | (126.20)          | -                          | (126.20)  |
| Remeasurement of defined benefit liability | -                    | -                 | (2.03)                     | (2.03)    |
| <b>Balance as at March 31, 2023</b>        | 117.00               | 11,204.04         | 11.14                      | 11,332.18 |
| <b>Balance as at April 01, 2023</b>        | 117.00               | 11,204.04         | 11.14                      | 11,332.18 |
| Profit for the year                        | -                    | 1,115.22          | -                          | 1,115.22  |
| Dividend for the year                      | -                    | (252.40)          | -                          | (252.40)  |
| Remeasurement of defined benefit liability | -                    | -                 | (0.28)                     | (0.28)    |
| <b>Balance as at March 31, 2024</b>        | 117.00               | 12,066.86         | 10.86                      | 12,194.72 |

\* Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

**Significant accounting policies** 1-2

**Notes to the financial statements** 3 - 43

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

**For M S K A & Associates**  
Chartered Accountants  
Firm Registration No. 105047W

**Mukesh Kumar Pugalía**  
Partner  
Membership No : 221387

Place : Hyderabad  
Date : May 29, 2024

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Place : Mumbai  
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**Piyush Chhajer**  
Non-Executive Director  
DIN : 02907098

Place : Taiyuan, China  
Date : May 29, 2024

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### 1 Corporate Information

Multibase India Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company's equity shares are listed on the Bombay Stock Exchange ('BSE') in India. The registered office of the Company is located at 74/5 & 6 Daman Industrial Estate, Kadaiya village, Nani Daman 396210, Daman and Diu.

Multibase India Limited is engaged in manufacturing, trading and selling of polypropylene compound, thermoplastic elastomer, silicon master batch and thermoplastic master batch.

### 2 Basis of preparation

#### 2.1 Statement of compliance

"The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The financial statements under Ind AS were authorised for issue by the Company's Board of Directors on **May 29, 2024**.

Details of the Company's accounting policies are included in Note 2.6.

#### 2.2 Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

#### 2.3 Use of estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 35 – determining the amount of expected credit loss on financial assets (including trade receivables) and
- Note 31 – identification of reportable operating segments.

#### Assumptions and estimation uncertainties

- Note 3 and 28 – estimate of useful life used for the purposes of depreciation of property plant and equipment.
- Note 7 – provision on inventories.
- Note 14, 18, 32 – measurement of defined benefit obligations: key actuarial assumptions; and
- Note 38 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

#### 2.4 New and amended standards adopted by the Company

There are no new and amended standards during the year.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### 2.5 Standards issued but not effective

The Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standard) Amendment Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments relating to existing standards applicable to the Company.

### 2.6 Material accounting policies

#### (a) Foreign currency translation

(i) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR) amount in lakhs, unless otherwise stated, which is also the Company’s functional currency.

(ii) Transactions and balances

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in statement of profit or loss.

#### (b) Measurement of fair values

Some of the Company’s accounting policies and disclosures require the measurement of fair values.

The Company has a control framework with respect to the measurement of fair values which includes India finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The India finance team annually reviews and evaluates significant unobservable inputs and valuation adjustments and if third party information, such as pricing services, is used to measure fair values, then the financial reporting team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 34 – financial instruments.

**(c) Financial instruments****Recognition and initial measurement**

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ('FVTPL'), transaction costs that are directly attributable to its acquisition or issue.

**Financial assets - classification and subsequent measurement**

On initial recognition, a financial asset is classified and measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis. At present there are no such investments.

All financial assets not classified and measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### Subsequent measurement and gains and losses for financial assets held by the Company

**Financial assets at FVTPL** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

**Financial assets at amortised cost** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### Derecognition

#### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

#### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### (d) Property, plant and equipment

#### Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### Subsequent measurement

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

### Depreciation

Depreciation on property, plant and equipment (other than for those class of assets specifically mentioned below) is calculated on a straight-line basis as per the useful life prescribed and in the manner laid down under Schedule II to the Companies Act, 2013.

The management believes that these estimated useful lives reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as other non-current assets.

### Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of profit and loss.

### (e) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the moving weighted average basis and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.
- **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on moving weighted average basis. Finished goods includes appropriate proportion of overheads and wherever applicable Goods and Service Tax.
- **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

The comparison of cost and net realisable value is made on an item-by-item basis.

### (f) Impairment

#### Impairment of financial assets

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

- a breach of contract such as a default or being significantly past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL's together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

### Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

### Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU (or group of CGUs) on a pro rata basis.

Assets (other than goodwill) for which impairment loss has been recognised in prior periods, are reviewed at each reporting date to assess whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## (g) Employee benefits

### Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., short-term cash bonus, if the

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

**Defined benefit plans - Gratuity**

The Company has defined benefit plan for post employment benefits in the form of Gratuity in accordance with the Payment of Gratuity Act, 1972. Liability for defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method.

**Other long-term employee benefits**

The employees of the Company are entitled to other long-term benefit in the form of compensated absences as per the policy of the Company. Liability for other long-term employee benefit is provided on the basis of valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method.

**Termination benefits**

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring.

**(h) Provisions, contingent liabilities and contingent assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset.

**(i) Revenue**

Revenue is recognised upon transfer of control of promised goods to customers for an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

**Sale of goods**

Revenue from the sale of goods are recognized when control of the goods has been transferred to the customer and when there are no longer any unfulfilled obligations to the customer. Depending on the contractual terms with the

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

customers, this can be either at the time of dispatch, delivery or upon formal acceptance by the customer. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory. The Company does not provide any warranties or maintenance contracts to its customers.

### **Other income**

#### **Interest**

Interest revenue is calculated by using the effective interest method for financial assets measured at amortised cost. Interest income is recognised on an accrual basis.

#### **Other Non-Operating Income**

Other operating income includes cross charges for employee services provided to related entities. Income from these services is recognized in the financial statements when the services are rendered and invoiced, as per the terms of the relevant agreement. The revenue is determined based on the total cost incurred plus a markup specified in the contractual terms. This approach ensures that income is matched with the related costs and is systematically recognized over the period during which the services are provided.

### **(j) Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **Company as a lessee (Assets taken on lease)**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of use assets representing the right to use the underlying assets.

#### **Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of property, plant and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

#### **Company as a lessor**

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income.

The company doesn't have any lease contracts.

### **(k) Income taxes**

#### **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or profit for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

**Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

**(l) Borrowing cost**

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**(m) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. For the disclosure on reportable segments see Note 31.

**(n) Cash and cash equivalents**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

**(o) Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for the effects of dividend, interest and other charges relating to the dilutive potential equity shares by weighted average number of equity shares plus dilutive potential equity shares.

**(p) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### 3 Property, plant and equipment and capital work-in-progress

Following are the changes in the carrying amount of property, plant and equipment for the year ended March 31, 2024:

| Note no.  | 3 (a)           |               |                     |                      |                            |                  |                        | 3 (b)           |                          |
|---|-----------------|---------------|---------------------|----------------------|----------------------------|------------------|------------------------|-----------------|--------------------------|
| Description                                     | Land - freehold | Building      | Plant and Machinery | Laboratory Equipment | Office and other Equipment | Computer Systems | Furniture and Fittings | Total           | Capital work in progress |
| <b>Gross carrying amount</b>                    |                 |               |                     |                      |                            |                  |                        |                 |                          |
| As at April 01, 2023                            | 28.42           | 238.30        | 1,116.32            | 171.60               | 32.59                      | 23.06            | 1.65                   | 1,611.94        | 4.19                     |
| Additions                                       | -               | 70.47         | 34.38               | 22.16                | 10.57                      | 16.39            | 0.56                   | 154.53          | -                        |
| Deletions/Transfers                             | -               | -             | (82.30)             | -                    | -                          | -                | -                      | (82.30)         | (4.19)                   |
| <b>As at March 31, 2024</b>                     | <b>28.42</b>    | <b>308.77</b> | <b>1,068.40</b>     | <b>193.76</b>        | <b>43.16</b>               | <b>39.45</b>     | <b>2.21</b>            | <b>1,684.17</b> | <b>-</b>                 |
| Accumulated depreciation                        |                 |               |                     |                      |                            |                  |                        |                 |                          |
| As at April 01, 2023                            | -               | 71.19         | 287.10              | 109.52               | 16.22                      | 16.87            | 1.65                   | 502.55          | -                        |
| Depreciation for the year                       | -               | 9.63          | 61.51               | 16.29                | 8.93                       | 4.79             | 0.01                   | 101.16          | -                        |
| Deletions/Transfers                             | -               | -             | (77.67)             | -                    | -                          | -                | -                      | (77.67)         | -                        |
| <b>As at March 31, 2024</b>                     | <b>-</b>        | <b>80.82</b>  | <b>270.94</b>       | <b>125.81</b>        | <b>25.15</b>               | <b>21.66</b>     | <b>1.66</b>            | <b>526.04</b>   | <b>-</b>                 |
| <b>Net carrying amount as at March 31, 2024</b> | <b>28.42</b>    | <b>227.95</b> | <b>797.46</b>       | <b>67.95</b>         | <b>18.01</b>               | <b>17.79</b>     | <b>0.55</b>            | <b>1,158.13</b> | <b>-</b>                 |

#### Note - 3(b) : Capital work-in-progress (CWIP):

##### (a) Ageing of CWIP

| Particulars                         | Less than one year | 1-2 years | 2-3 years | More than 3 years | Total |
|-------------------------------------|--------------------|-----------|-----------|-------------------|-------|
| (i) Projects in progress            | -                  | -         | -         | -                 | -     |
| (ii) Projects temporarily suspended | -                  | -         | -         | -                 | -     |
|                                     | -                  | -         | -         | -                 | -     |

(b) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan: **Nil**

(c) Refer note 39 regarding contractual commitments of the Company for the acquisition of Property, Plant & Equipment

Following are the changes in the carrying amount of property, plant and equipment for the year ended March 31, 2023:

| Note no.  | 3 (a)           |               |                     |                      |                            |                  |                        | 3 (b)           |                          |
|---|-----------------|---------------|---------------------|----------------------|----------------------------|------------------|------------------------|-----------------|--------------------------|
| Description                                     | Land - freehold | Building      | Plant and Machinery | Laboratory Equipment | Office and other Equipment | Computer Systems | Furniture and Fittings | Total           | Capital work in progress |
| <b>Gross carrying amount</b>                    |                 |               |                     |                      |                            |                  |                        |                 |                          |
| As at April 01, 2022                            | 28.42           | 233.46        | 1,028.35            | 171.60               | 36.71                      | 22.72            | 1.65                   | 1,522.91        | 2.46                     |
| Additions                                       | -               | 7.77          | 90.12               | -                    | 0.44                       | 0.34             | -                      | 98.67           | 4.19                     |
| Deletions/Transfers                             | -               | (2.93)        | (2.15)              | -                    | (4.56)                     | -                | -                      | (9.64)          | (2.46)                   |
| <b>As at March 31, 2023</b>                     | <b>28.42</b>    | <b>238.30</b> | <b>1,116.32</b>     | <b>171.60</b>        | <b>32.59</b>               | <b>23.06</b>     | <b>1.65</b>            | <b>1,611.94</b> | <b>4.19</b>              |
| Accumulated depreciation                        |                 |               |                     |                      |                            |                  |                        |                 |                          |
| As at April 01, 2022                            | -               | 62.03         | 227.73              | 95.15                | 12.05                      | 13.48            | 1.65                   | 412.09          | -                        |
| Depreciation for the year                       | -               | 12.09         | 61.52               | 14.37                | 8.73                       | 3.39             | -                      | 100.10          | -                        |
| Deletions/Transfers                             | -               | (2.93)        | (2.15)              | -                    | (4.56)                     | -                | -                      | (9.64)          | -                        |
| <b>As at March 31, 2023</b>                     | <b>-</b>        | <b>71.19</b>  | <b>287.10</b>       | <b>109.52</b>        | <b>16.22</b>               | <b>16.87</b>     | <b>1.65</b>            | <b>502.55</b>   | <b>-</b>                 |
| <b>Net carrying amount as at March 31, 2023</b> | <b>28.42</b>    | <b>167.11</b> | <b>829.22</b>       | <b>62.08</b>         | <b>16.37</b>               | <b>6.19</b>      | <b>-</b>               | <b>1,109.39</b> | <b>-</b>                 |

#### Note - 3(b) : Capital work-in-progress (CWIP):

##### (a) Ageing of CWIP

| Particulars                         | Less than one year | 1-2 years | 2-3 years | More than 3 years | Total |
|-------------------------------------|--------------------|-----------|-----------|-------------------|-------|
| (i) Projects in progress            | 4.19               | -         | -         | -                 | 4.19  |
| (ii) Projects temporarily suspended | -                  | -         | -         | -                 | -     |
|                                     | 4.19               | -         | -         | -                 | 4.19  |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

- (b) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan: **Nil**
- (c) Capital work-in-progress mainly comprises Plant & Machinery to be installed
- (d) Refer note 39 regarding contractual commitments of the Company for the acquisition of Property, Plant & Equipment

**4. Other financial assets (Non-current)**

|                                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---------------------------------------|-------------------------|-------------------------|
| <b>Unsecured, considered good</b>     |                         |                         |
| Security deposits (at amortised cost) | 13.46                   | 13.46                   |
|                                       | <u>13.46</u>            | <u>13.46</u>            |

**5 Non-current tax assets (net)**

|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Advance tax*  | 15.07                   | 1.92                    |
| {Net of provision for tax: INR 388.83 lakhs, (March 31, 2023 : INR 347.12 lakhs)} | <u>15.07</u>            | <u>1.92</u>             |

\* Includes INR 1.70 lakhs (March 31, 2023 INR Nil) paid under protest for FY 20-21 (Refer Note -38)

**6 Other non-current assets**

|                  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|------------------|-------------------------|-------------------------|
| Prepaid expenses | -                       | 1.24                    |
| Capital advances | 49.02                   | 7.60                    |
|                  | <u>49.02</u>            | <u>8.84</u>             |

**7 Inventories (valued at lower of cost and net realisable value)**

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Raw materials (including packing materials)<br>{Goods in transit : INR 60.13 lakhs (March 31, 2023 : NIL)} | 903.26                  | 494.99                  |
| Finished goods   | 140.80                  | 192.63                  |
| Stock-in-trade<br>{Goods in transit : INR 81.68 lakhs (March 31, 2023 : INR 4.75 lakhs)}                   | 170.13                  | 198.66                  |
|  | <u>1,214.19</u>         | <u>886.28</u>           |
| <b>Provision for Inventory*</b>  |                         |                         |
| Raw materials (including packing materials)  | 29.71                   | 35.17                   |
| Finished goods   | 5.28                    | 0.90                    |
| Stock-in-trade   | 1.09                    | 1.02                    |
|  | <u>36.08</u>            | <u>37.09</u>            |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Inventories (Net of Provision)</b>  |                         |                         |
| Raw materials (including packing materials)<br>{Goods in transit : INR 60.13 lakhs (March 31, 2023 : NIL)} | 873.55                  | 459.82                  |
| Finished goods   | 135.52                  | 191.73                  |
| Stock-in-trade<br>{Goods in transit : INR 81.68 lakhs (March 31, 2023 : INR 4.75 lakhs)}                   | 169.04                  | 197.64                  |
|  | 1,178.11                | 849.19                  |

\* The Company follows suitable provisioning for inventories to net realisable value as at March 31, 2024 amounted to INR 36.08 Lakhs (March 31, 2023 of INR 37.09 Lakhs) for slow moving/non moving. These were recognised as an expense during the year and included in Note 25 in Statement of Profit and Loss.

### 8 Trade receivables

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Trade Receivables                                | 826.66                  | 1,082.91                |
| Receivables from related parties (refer note 33) | 81.01                   | 64.97                   |
| Less: Loss Allowance                             | (6.78)                  | (6.78)                  |
|  | 900.89                  | 1,141.10                |
| Break-up of Security details                     |                         |                         |
| Trade Receivables considered good - Secured      | -                       | -                       |
| Trade Receivables considered good - unsecured    | 900.89                  | 1,141.10                |
| Trade Receivables - credit impaired              | 6.78                    | 6.78                    |
| Less: Loss Allowance for expected credit loss    | (6.78)                  | (6.78)                  |
|  | 900.89                  | 1,141.10                |

| Ageing of trade receivables as at March 31, 2024 | Outstanding for following periods from the due date |         |                    |                   |           |           |                   | Total  |
|--|---|---------|--------------------|-------------------|-----------|-----------|-------------------|--------|
|  | Unbilled  | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years |        |
| Undisputed trade receivables considered good     | -   | 890.47  | 10.42              | -                 | -         | -         | -                 | 900.89 |
| credit impaired                                  | -   | -       | -                  | -                 | -         | -         | 6.78              | 6.78   |
| loss allowance                                   | -   | -       | -                  | -                 | -         | -         | (6.78)            | (6.78) |
| <b>Total</b>                                     | -   | 890.47  | 10.42              | -                 | -         | -         | -                 | 900.89 |

| Ageing of trade receivables as at March 31, 2023 | Outstanding for following periods from the due date |          |                    |                   |           |           |                   | Total    |
|--|---|----------|--------------------|-------------------|-----------|-----------|-------------------|----------|
|  | Unbilled  | Not due  | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years |          |
| Undisputed trade receivables considered good     | -   | 1,123.31 | 17.79              | -                 | -         | -         | -                 | 1,141.10 |
| credit impaired                                  | -   | -        | -                  | -                 | -         | -         | 6.78              | 6.78     |
| loss allowance                                   | -   | -        | -                  | -                 | -         | -         | (6.78)            | (6.78)   |
| <b>Total</b>                                     | -   | 1,123.31 | 17.79              | -                 | -         | -         | -                 | 1,141.10 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

## 9(a) Cash and cash equivalents

|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Balance with banks :</b>   |                         |                         |
| i) In current account   | 450.64                  | 10,422.39               |
| ii) In deposits accounts (with original maturity of less than three months) | 10,600.00               | -                       |
|   | <u>11,050.64</u>        | <u>10,422.39</u>        |

## 9(b) Other bank balances

|                               | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-------------------------------|-------------------------|-------------------------|
| Earmarked balances with banks |                         |                         |
| i) Unclaimed dividend account | 20.74                   | 13.28                   |
|                               | <u>20.74</u>            | <u>13.28</u>            |
|                               | <u>11,071.38</u>        | <u>10,435.67</u>        |

## 10 Other financial assets (current)

|   | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| a) Security deposits                    | 8.67                    | 8.67                    |
| Less: loss allowance                    | (8.67)                  | (8.67)                  |
|   | <u>-</u>                | <u>-</u>                |
| b) Interest accrued                     |                         |                         |
| i) Bank deposits                        | 6.80                    | -                       |
| ii) Other deposits                      | 0.74                    | 0.46                    |
|   | <u>7.54</u>             | <u>0.46</u>             |
| c) Receivable from Multibase S.A France | -                       | 122.29                  |
|   | <u>-</u>                | <u>122.29</u>           |
|   | <u>7.54</u>             | <u>122.75</u>           |

## 11 Other current assets

## Considered good

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Advance to vendors                       | 21.95                   | 20.54                   |
| Balances due from government authorities | 25.94                   | 2.05                    |
| Prepaid expenses                         | 2.89                    | 5.41                    |
|  | <u>50.78</u>            | <u>28.00</u>            |

## 12 Equity share capital

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Authorised:</b>   |                         |                         |
| 13,000,000 (March 31, 2023: 13,000,000) equity shares of INR 10/- each | 1,300.00                | 1,300.00                |
| <b>Issued, subscribed and paid up:</b>                                 |                         |                         |
| 12,620,000 (March 31, 2023: 12,620,000) equity shares of INR 10/- each | 1,262.00                | 1,262.00                |
|  | <u>1,262.00</u>         | <u>1,262.00</u>         |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

| Description                                     | March 31, 2024   |          | March 31, 2023   |          |
|---|------------------|----------|------------------|----------|
|   | Number of shares | Amount   | Number of shares | Amount   |
| Shares outstanding at the beginning of the year | 12,620,000       | 1,262.00 | 12,620,000       | 1,262.00 |
| Add: Shares issued during the year              | -                | -        | -                | -        |
| Shares outstanding at the end of the year       | 12,620,000       | 1,262.00 | 12,620,000       | 1,262.00 |

### b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of INR. 10 each. Each shareholder is eligible for one vote per share held. Dividend proposed by Board of Directors, if any is subject to approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### c) Particulars of shareholders holding more than 5% shares

|   | March 31, 2024   |              | March 31, 2023   |              |
|---|------------------|--------------|------------------|--------------|
|   | Number of shares | % of holding | Number of shares | % of holding |
| Multibase S.A, France (Holding Company) | 9,464,994        | 75.00%       | 9,464,994        | 75.00%       |

### d) Details of shareholding of promoters

| Name of the promoter  | March 31, 2024   |                             |                             | March 31, 2023   |                             |                             |
|-----------------------|------------------|-----------------------------|-----------------------------|------------------|-----------------------------|-----------------------------|
|                       | Number of shares | % of total number of shares | % of change during the year | Number of shares | % of total number of shares | % of change during the year |
| Multibase S.A, France | 9,464,994        | 75.00%                      | -                           | 9,464,994        | 75.00%                      | -                           |

### e) Details of shares held by holding company

|   | March 31, 2024   |              | March 31, 2023   |              |
|---|------------------|--------------|------------------|--------------|
|   | Number of shares | % of holding | Number of shares | % of holding |
| Multibase S.A, France (Holding Company) | 9,464,994        | 75.00%       | 9,464,994        | 75.00%       |

### f) No Bonus shares allotted or shares forfeited during the current and previous year

## 13 Other equity

|   | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| <b>Securities premium</b>   |                |                |
| At the commencement and at the end of the year<br>(On 18,00,000 equity shares of INR. 10/- each issued at a premium of INR. 6.50/- per share) | 117.00         | 117.00         |
| <b>Retained earnings</b>  |                |                |
| Opening balance   | 11,204.04      | 10,351.38      |
| Add: Profit for the year  | 1,115.22       | 978.86         |
| Less: Dividend Paid<br>[March 31, 2024 INR 2 per share (March 31, 2023: INR 1 per share)]   | (252.40)       | (126.20)       |
|   | 12,066.86      | 11,204.04      |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|   | March 31, 2024   | March 31, 2023   |
|---|------------------|------------------|
| <b>Items of Other Comprehensive Income</b>        |                  |                  |
| <b>Remeasurement of defined benefit liability</b> |                  |                  |
| Opening balance                                   | 11.14            | 13.17            |
| Add: Remeasurement of defined benefit liability   | (0.28)           | (2.03)           |
|   | <u>10.86</u>     | <u>11.14</u>     |
|   | <u>12,194.72</u> | <u>11,332.18</u> |

## 14 Employee benefit obligations (non-current)

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| - Gratuity liability (Refer note 32)   | 111.31                  | 95.05                   |
| - Compensated Absences (Refer note 32) | 62.16                   | 55.76                   |
|  | <u>173.47</u>           | <u>150.81</u>           |

## 15 Deferred tax liability (net)

Deferred tax balances consist of the following:

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| (i) Deferred tax assets (net)  |                         |                         |
| (a) Provision for loss allowance on security deposits and trade receivables          | 3.89                    | 3.89                    |
| (b) Provision for employee benefits  | 49.89                   | 42.53                   |
| <b>Sub-total (A)</b>   | <b>53.78</b>            | <b>46.42</b>            |
| (ii) Deferred tax liabilities (net)  |                         |                         |
| (a) Difference between book balance and tax balance of property, plant and equipment | 102.00                  | 100.95                  |
| <b>Sub-total (B)</b>   | <b>102.00</b>           | <b>100.95</b>           |
| <b>Deferred tax liability (net) (B-A)</b>  | <b>48.22</b>            | <b>54.53</b>            |

## 16 Trade payables

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Total outstanding dues of micro enterprises and small enterprises*                       | 12.90                   | 3.08                    |
| Total outstanding dues of creditors other than micro enterprises and small enterprises** | 661.29                  | 763.21                  |
|  | <u>674.19</u>           | <u>766.29</u>           |

\* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management

\*\* Includes due to related parties INR 247.73 lakhs (March 31, 2023: INR 548.99 lakhs)

During the year, Micro Small and Medium Enterprises have been identified by the Company on the basis of the information available with the Company. The disclosures pursuant to MSMED Act based on the books of account are as under;

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Particulars</b>   |                         |                         |
| Principal amount remaining unpaid to any supplier as at the year end   | 12.90                   | 3.08                    |
| Interest due thereon*  | 1.83                    | -                       |
| Amount of interest paid by the Company in terms of section 16 of MSMED Act, along with the amount of the payment made to a supplier beyond the appointed day during the accounting year  | -                       | -                       |
| Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED, 2006   | -                       | -                       |
| Amount of Interest remaining accrued and unpaid  | -                       | -                       |
| Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006 | -                       | -                       |

\* Interest due on delay payment of MSME is not accrued in the books of account.

| Ageing of trade payable as at<br>March 31, 2024 | Outstanding for following periods from the due date |               |                     |           |           |                      | Total         |
|---|---|---------------|---------------------|-----------|-----------|----------------------|---------------|
|   | Unbilled  | Not due       | Less than 1<br>year | 1-2 years | 2-3 years | More than<br>3 years |               |
| Undisputed trade payable                        |   |               |                     |           |           |                      |               |
| Micro enterprises and small enterprises         | -   | 11.63         | 1.27                | -         | -         | -                    | 12.90         |
| Others  | 188.61  | 182.71        | 289.97              | -         | -         | -                    | 661.29        |
| <b>Total</b>                                    | <b>188.61</b>                                       | <b>194.34</b> | <b>291.24</b>       | <b>-</b>  | <b>-</b>  | <b>-</b>             | <b>674.19</b> |

| Ageing of trade payable as at<br>March 31, 2023 | Outstanding for following periods from the due date |               |                     |             |           |                      | Total         |
|---|---|---------------|---------------------|-------------|-----------|----------------------|---------------|
|   | Unbilled  | Not due       | Less than 1<br>year | 1-2 years   | 2-3 years | More than<br>3 years |               |
| Undisputed trade payable                        |   |               |                     |             |           |                      |               |
| Micro enterprises and small enterprises         | -   | 3.08          | -                   | -           | -         | -                    | 3.08          |
| Others  | 126.43  | 154.11        | 479.69              | 2.98        | -         | -                    | 763.21        |
| <b>Total</b>                                    | <b>126.43</b>                                       | <b>157.19</b> | <b>479.69</b>       | <b>2.98</b> | <b>-</b>  | <b>-</b>             | <b>766.29</b> |

### 17 Other financial liabilities (current)

|                 | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|-----------------|-------------------------|-------------------------|
| Unpaid dividend | 20.74                   | 13.28                   |
|                 | 20.74                   | 13.28                   |

### 18 Employee benefit obligations (current)

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| - Gratuity liability (Refer note 32)   | 3.01                    | 2.62                    |
| - Compensated Absences (Refer note 32) | 1.73                    | 1.58                    |
|  | 4.74                    | 4.20                    |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

## 19 Current tax liabilities

|  | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Provision for Income tax (net of advance tax)                        | 10.36                   | 33.25                   |
| [Advance tax: INR 378.48 lakhs, (March 31, 2023 : INR 313.87 Lakhs)] | 10.36                   | 33.25                   |

## 20 Other current liabilities

|                                       | As at<br>March 31, 2024 | As at<br>March 31, 2023 |
|---------------------------------------|-------------------------|-------------------------|
| Balance due to government authorities | 55.94                   | 97.97                   |
|                                       | 55.94                   | 97.97                   |

## 21 Revenue from operations

|  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>Revenue from contracts with customers</b>   |                              |                              |
| Manufactured products  | 4,602.28                     | 4,290.50                     |
| Traded products  | 1,871.39                     | 2,931.08                     |
|  | 6,473.67                     | 7,221.58                     |
| <b>Disaggregation of revenue from contracts with customers</b>                           |                              |                              |
| The Company derives revenue from the sale of products in the following major categories: |                              |                              |
| <b>Revenue from contracts with customers:</b>  |                              |                              |
| <b>Sale of products (Transferred at a point in time)</b>                                 |                              |                              |
| Manufacturing products   |                              |                              |
| India  | 4,426.95                     | 4,203.81                     |
| Other than India   | 175.33                       | 86.69                        |
|  | (A) 4,602.28                 | 4,290.50                     |
| Trading products   |                              |                              |
| India  | 1,871.39                     | 2,931.08                     |
| Other than India   | -                            | -                            |
|  | (B) 1,871.39                 | 2,931.08                     |
| <b>Total Revenue (A) + (B)</b>   | 6,473.67                     | 7,221.58                     |

The below table describes reconciliation of revenue recognised with contract price;

| Particulars                                  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| Contract price                               | 6,493.26                     | 7,241.05                     |
| Less: Rebates                                | (19.59)                      | (19.47)                      |
| <b>Revenue from contracts with customers</b> | 6,473.67                     | 7,221.58                     |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### 22 Other income

|                             | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|-----------------------------|------------------------------|------------------------------|
| Interest from bank deposits | 624.57                       | 353.75                       |
| Other non-operating income  | 152.45                       | 101.12                       |
| Bad debt recovered          | -                            | 4.17                         |
|                             | <u>777.02</u>                | <u>459.04</u>                |

### 23 Cost of materials consumed

|                     | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---------------------|------------------------------|------------------------------|
| Opening stock       | 459.82                       | 682.50                       |
| Add: Purchases      | 3,252.86                     | 2,418.81                     |
|                     | <u>3,712.68</u>              | <u>3,101.31</u>              |
| Less: Closing stock | 873.55                       | 459.82                       |
|                     | <u>2,839.13</u>              | <u>2,641.49</u>              |

### 24 Purchase of stock-in-trade

|           | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|-----------|------------------------------|------------------------------|
| Purchases | 1,604.14                     | 2,218.29                     |
|           | <u>1,604.14</u>              | <u>2,218.29</u>              |

### 25 Changes in inventories of finished goods and stock-in-trade (Including goods-in transit)

|   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| <b>Opening Stock :</b>                                      |                              |                              |
| Finished goods  | 191.73                       | 196.38                       |
| Stock-in-trade (traded goods)                               | 197.64                       | 374.48                       |
|   | <u>389.37</u>                | <u>570.86</u>                |
| <b>Less: Closing Stock</b>                                  |                              |                              |
| Finished goods  | 135.52                       | 191.73                       |
| Stock-in-trade (traded goods)                               | 169.04                       | 197.64                       |
|   | <u>304.56</u>                | <u>389.37</u>                |
| <b>Changes In Inventories:</b>                              |                              |                              |
| Finished goods  | 56.21                        | 4.65                         |
| Stock-in-trade (traded goods)                               | 28.60                        | 176.84                       |
| Changes in inventories of finished goods and stock-in-trade | <u>84.81</u>                 | <u>181.49</u>                |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

## 26 Employee benefits expense

|  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| Salaries, wages and bonus                      | 454.24                       | 455.06                       |
| Contribution to provident fund (refer note 32) | 23.14                        | 20.13                        |
| Gratuity expenses (refer note 32)              | 16.28                        | 14.15                        |
| Staff welfare expenses                         | 8.00                         | 7.12                         |
|  | <b>501.66</b>                | <b>496.46</b>                |

## 27 Finance costs

|   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| Interest on shortfall of payment of advance tax | 5.08                         | 4.62                         |
| Interest on shortfall of payment of Other tax   | 4.94                         | 3.54                         |
|   | <b>10.02</b>                 | <b>8.16</b>                  |

## 28 Depreciation expenses

|   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| Depreciation on property, plant and equipment | 101.16                       | 100.10                       |
|   | <b>101.16</b>                | <b>100.10</b>                |

## 29 Other expenses

|   | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|---|------------------------------|------------------------------|
| Stores and spares consumed                          | 4.97                         | 4.46                         |
| Power, fuel and utilities                           | 57.52                        | 56.79                        |
| Service charges                                     | 51.38                        | 45.98                        |
| Repair and Maintenance                              |                              |                              |
| - Building  | 3.63                         | 1.98                         |
| - Plant and machinery                               | 3.58                         | 3.41                         |
| - Others  | 42.65                        | 21.37                        |
| Legal, professional and other contractual charges   | 74.72                        | 68.88                        |
| Payments to auditors (refer note below)             | 18.18                        | 16.50                        |
| Printing, stationery and communication charges      | 16.69                        | 57.49                        |
| Rental charges                                      | 13.92                        | 18.25                        |
| Rates and taxes                                     | 12.17                        | 12.79                        |
| Travelling and conveyance                           | 15.48                        | 17.90                        |
| Insurance expenses                                  | 18.79                        | 13.53                        |
| Support charges                                     | 89.37                        | 92.01                        |
| Directors' sitting fees                             | 16.80                        | 19.60                        |
| Freight outward                                     | 126.93                       | 140.87                       |
| Bank charges  | 2.38                         | 2.23                         |
| Exchange rate variation (net)                       | 9.69                         | 100.93                       |
| Advertisement, subscription and membership fees     | 5.59                         | 3.86                         |
| Loss on sale of property, plant and equipment (net) | 4.37                         | -                            |
| CSR expenses (Refer Note -30)                       | 21.25                        | 18.97                        |
| Miscellaneous expenses                              | 0.27                         | 0.33                         |
|   | <b>610.33</b>                | <b>718.13</b>                |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|                              | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|------------------------------|------------------------------|------------------------------|
| <b>Note :</b>                |                              |                              |
| Payments to auditors         |                              |                              |
| Audit fees *                 | 15.50                        | 15.00                        |
| Reimbursement of expenses ** | 2.68                         | 1.50                         |
|                              | <b>18.18</b>                 | <b>16.50</b>                 |

\* Amount pertaining to INR 1 Lakhs (March 31, 2023 INR 15 Lakhs) were to a firm other than current statutory auditors.

\*\* Amount pertaining to INR 1.23 Lakhs (March 31, 2023 INR 1.5 Lakhs) were to a firm other than current statutory auditors.

### 30 Corporate social responsibility

The Company has spent INR 21.25 lakhs (March 31, 2023: INR 18.97 lakhs) towards scheme of Corporate Social Responsibility as prescribed under Section 135 of the Act. The details are:

- 1) Gross amount required to be spent by the Company during the year INR 21.25 lakhs (March 31, 2023 : 18.95)
- 2) Amount spent during the year:

| Category                      | Nature of CSR expense   | Year ended<br>March 31, 2024 |
|-------------------------------|---|------------------------------|
| Social & Economic development | Contribution to NGO - Project Prayas (school for disabled children), Project Unnati (Women empowerment) | <b>21.25</b>                 |

| Category                      | Nature of CSR expense   | Year ended<br>March 31, 2023 |
|-------------------------------|---|------------------------------|
| Social & Economic development | Contribution to NGO - Project Prayas (school for disabled children), Project Unnati (Women empowerment) | <b>18.97</b>                 |

- 3) Unspent amount - INR Nil (March 31, 2023 INR Nil).

### 31 Segment reporting

#### A. Factors used to identify the entity's reportable segments, including the basis of organisation

The Company is exclusively engaged in the business of manufacturing, trading and selling of Thermoplastic Elastomers, Silicone Masterbatch and related products. As per Ind AS 108 'Operating Segment' specified under Section 133 of the Companies Act 2013, there are no reportable segments applicable to the Company.

#### B. Geographic information

The geographic information analyses the Company's revenue and non-current assets by the Company's country of domicile and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segments assets were based on the geographic location of the respective non-current assets.

The products offerings of the company are managed from India to cater the needs of domestic and international customers.

| Revenue from operations | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|-------------------------|------------------------------|------------------------------|
| India                   | 6,298.34                     | 7,134.89                     |
| Outside India           | 175.33                       | 86.69                        |
| <b>Total</b>            | <b>6,473.67</b>              | <b>7,221.58</b>              |

All the non-current assets of Company are located within India.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

**C. Information about major customers**

Revenues from three major customers represented approximately INR 2,370.43 lakhs (March 31, 2023: INR 2,919.49 lakhs), INR 1,404.08 lakhs (March 31, 2023: INR 1,175.33 lakhs) and INR 1,240.59 lakhs (March 31, 2023: INR 1,458.57 lakhs) of the Company's total revenues.

**32 Employee benefits****(A) Defined contribution plans:**

The Company recognised INR 23.14 lakhs for the year ended March 31, 2024 (March 31, 2023: INR 20.13 lakhs) towards provident fund contribution in the Statement of Profit and Loss.

**(B) Defined Benefit Plan:**

The most recent actuarial valuation of the defined benefit obligation in relation to the gratuity scheme was carried out at March 31, 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation at the balance sheet date:

|                            | March 31, 2024 | March 31, 2023 |
|----------------------------|----------------|----------------|
| Defined benefit obligation | 114.32         | 97.67          |

**i. Movement in net defined benefit liability**

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit and its components:

|                                     | Defined benefit obligation |                |
|-------------------------------------|----------------------------|----------------|
|                                     | March 31, 2024             | March 31, 2023 |
| Opening balance                     | 97.67                      | 81.78          |
| <b>Included in profit or loss</b>   |                            |                |
| Current service cost                | 9.03                       | 8.22           |
| Interest cost                       | 7.26                       | 5.93           |
|                                     | <b>16.28</b>               | 14.15          |
| <b>Included in OCI</b>              |                            |                |
| Remeasurement loss (gain):          |                            |                |
| Actuarial loss (gain) arising from: |                            |                |
| Experience adjustment               | 0.37                       | 2.71           |
|                                     | <b>0.37</b>                | 2.71           |
|                                     | <b>114.32</b>              | 98.64          |
| Benefits paid                       | -                          | (0.97)         |
| Closing balance                     | <b>114.32</b>              | 97.67          |
| Long term (Refer Note -14)          | 111.31                     | 95.05          |
| Short term (Refer Note -18)         | 3.01                       | 2.62           |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### ii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

|                           | March 31, 2024                                      | March 31, 2023                                      |
|---------------------------|---|---|
| Discount rate             | 7.15%   | 7.43%   |
| Future salary growth      | 7.00%   | 7.00%   |
| Rate of employee turnover | 30 & Below - 5%<br>31 to 44 - 3%<br>45 & Above - 2% | 30 & Below - 5%<br>31 to 44 - 3%<br>45 & Above - 2% |
| Mortality rate            | Indian Assured Lives Mortality (2012-14)            | Indian Assured Lives Mortality (2012-14)            |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

### iii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below;

|                                      | March 31, 2024 |          | March 31, 2023 |          |
|--------------------------------------|----------------|----------|----------------|----------|
|                                      | Increase       | Decrease | Increase       | Decrease |
| Discount rate (0.5% movement)        | (4.98)         | 5.31     | (4.46)         | 4.77     |
| Future salary growth (0.5% movement) | 5.29           | (5.01)   | 4.76           | (4.50)   |

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The average duration of the defined benefit plan obligation at the end of the reporting period is 12.29 years (March 31, 2023: 12.62 years).

### iv. Expected future cash flows

The expected future cash flows in respect of gratuity were as follows:

| Expected future benefit payments | 2023-24 | 2022-23 |
|----------------------------------|---------|---------|
| 0 to 1 year                      | 3.01    | 2.62    |
| 1 to 2 year                      | 3.02    | 2.56    |
| 2 to 3 year                      | 3.03    | 2.53    |
| 3 to 4 year                      | 2.98    | 2.51    |
| 4 to 5 year                      | 7.21    | 2.48    |
| 5 to 6 year                      | 2.67    | 6.11    |
| 6 years onwards                  | 92.40   | 78.86   |

### (C) Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The total liability for compensated absences as at the year end is INR 63.89 lakhs (March 31, 2023: INR 57.34 lakhs), as shown under non-current provisions INR 62.16 lakhs (March 31, 2023: INR 55.76 lakhs) and current provisions INR 1.73 lakhs (March 31, 2023: INR 1.58 lakhs). The amount charged to the Statement of Profit and Loss is INR 6.55 lakhs (March 31, 2023 : INR 33.85 lakhs).

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

**33 Related party disclosures****a) List of related parties****Related parties where control exists:****Ultimate Holding Company**

DuPont de Nemours Inc.

**Holding Company**

Multibase S.A, France

**Directors and Key Management Personnel (KMP)**

Mr. Deepak Dhanak- Managing Director

Ms. Parmy Kamani- Company Secretary

Mr. Pankaj Holani- Chief Financial Officer

Mr. Harish Narendra Motiwalla- Independent Director (Upto 31.03.2024)

Mr. Ashok Faqirchand Chhabra- Independent Director (Upto 31.03.2024)

Ms. Bharti Dhar - Independent Director

Mr. Krishan Kumar Phophalia - Non Executive Director

Mr. Mark Stephen Metaxas - Non Executive Director

Mr. Renganathan Bashyam- Independent Director (Effective from 12.02.2024)

Mr. Piyush Sohanrajji Chhajed- Independent Director (Effective from 12.02.2024)

**Fellow Subsidiaries and Subsidiaries of Ultimate Holding Company**

Cuposit Electronic Materials Zhangjiang Co, Ltd

DDP Speciality Electronic Materials US 9, LLC

DDP Speciality Products India Private Limited

DDP Speciality Products Korea Limited

DSP Singapore Holdings Pte Ltd

DuPont Specialty Products USA LLC

Multibase Inc.

Performance Specialty Products India Pvt Ltd (til Oct 31,2022)

DuPont Specialty Products India Private Ltd

DuPont Specialty Products Philippines Inc.

Specialty Electronic Materials Switzerland GMBH

Specialty Electronic Materials (Thailand) Company Limited



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

**b) During the year, following transactions were carried out with the related parties :**

|   | Holding Company |                | Directors and Key Management Personnel |                | Other related parties |                |
|---|-----------------|----------------|--|----------------|-----------------------|----------------|
|   | March 31, 2024  | March 31, 2023 | March 31, 2024                         | March 31, 2023 | March 31, 2024        | March 31, 2023 |
| <b>Transactions</b>   |                 |                |  |                |                       |                |
| <b>Purchase of raw materials</b>  |                 |                |  |                |                       |                |
| Multibase S.A, France   | 482.24          | 189.88         | -                                      | -              | -                     | -              |
| DDP Speciality Electronic Materials US 9, LLC   | -               | -              | -                                      | -              | 609.25                | 608.53         |
| Specialty Electronic Materials Switzerland GMBH   | -               | -              | -                                      | -              | 75.31                 | 191.90         |
| Cuposit Electronic Materials Zhangjiang Co, Ltd   | -               | -              | -                                      | -              | -                     | 6.05           |
| Specialty Electronic Materials (Thailand) Company Limited   | -               | -              | -                                      | -              | -                     | 4.77           |
| Multibase Inc.  | -               | -              | -                                      | -              | 17.18                 | -              |
| <b>Purchase of finished goods</b>   |                 |                |  |                |                       |                |
| Multibase S.A, France   | 1,075.94        | 1,678.64       | -                                      | -              | -                     | -              |
| Cuposit Electronic Materials Zhangjiang Co, Ltd   | -               | -              | -                                      | -              | 5.21                  | -              |
| Specialty Electronic Materials Switzerland GMBH   | -               | -              | -                                      | -              | 248.37                | 401.70         |
| Multibase Inc.  | -               | -              | -                                      | -              | 12.78                 | 23.97          |
| <b>Dividend paid *</b>  |                 |                |  |                |                       |                |
| Multibase S.A, France   | 189.30          | 94.65          | -                                      | -              | -                     | -              |
| <b>Purchase of support services</b>   |                 |                |  |                |                       |                |
| Performance Specialty Products India Pvt Ltd  | -               | -              | -                                      | -              | -                     | 51.41          |
| DuPont Specialty Products India Private Ltd   | -               | -              | -                                      | -              | 79.38                 | 26.86          |
| DuPont Specialty Products USA LLC   | -               | -              | -                                      | -              | 5.95                  | 4.49           |
| DuPont Specialty Products Philippines Inc.  | -               | -              | -                                      | -              | 2.57                  | 0.27           |
| <b>Rent Expense</b>   |                 |                |  |                |                       |                |
| Performance Specialty Products India Pvt Ltd  | -               | -              | -                                      | -              | -                     | 6.93           |
| <b>Expenses incurred by related party on behalf of us</b>   |                 |                |  |                |                       |                |
| DuPont Specialty Products India Private Ltd   | -               | -              | -                                      | -              | 16.18                 | -              |
| DDP Speciality Products India Private Limited   | -               | -              | -                                      | -              | 1.46                  | 2.05           |
| <b>*Dividend Paid</b>   |                 |                |  |                |                       |                |
| i) Previous year dividend paid is reflected as net of TDS i.e, INR 85.18 lakhs . During the year gross dividend is disclosed accordingly , previous year also restated to gross dividend i.e., INR 94.65 Lakhs. |                 |                |  |                |                       |                |
| ii) During the year , TDS on dividend paid to Multibase S.A France in FY 2021-22 (Dividend declared for FY 2020-21) of INR.9.47 Lakhs has been recovered and deposited with Tax authorities.                    |                 |                |  |                |                       |                |
| <b>Sale of finished goods</b>   |                 |                |  |                |                       |                |
| Multibase Inc.  | -               | -              | -                                      | -              | -                     | 1.36           |
| Multibase S.A, France   | 0.78            | 1.13           | -                                      | -              | -                     | -              |
| DDP Speciality Products Korea Limited   | -               | -              | -                                      | -              | 65.00                 | 34.67          |
| Specialty Electronic Materials (Thailand) Company Limited   | -               | -              | -                                      | -              | -                     | 42.95          |
| DSP Singapore Holdings Pte Ltd  | -               | -              | -                                      | -              | 58.71                 | -              |
| DuPont Specialty Products India Private Ltd   | -               | -              | -                                      | -              | 0.07                  | -              |
| <b>Rent income</b>  |                 |                |  |                |                       |                |
| Performance Specialty Products India Pvt Ltd  | -               | -              | -                                      | -              | -                     | 3.83           |
| DuPont Specialty Products India Private Ltd   | -               | -              | -                                      | -              | 11.60                 | 4.50           |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|   | Holding Company |                | Directors and Key Management Personnel |                | Other related parties |                |
|---|-----------------|----------------|--|----------------|-----------------------|----------------|
|   | March 31, 2024  | March 31, 2023 | March 31, 2024                         | March 31, 2023 | March 31, 2024        | March 31, 2023 |
| <b>Expenses incurred by us on behalf of other related party</b> |                 |                |  |                |                       |                |
| Performance Specialty Products India Pvt Ltd                    | -               | -              | -                                      | -              | -                     | 1.09           |
| DuPont Specialty Products India Private Ltd                     | -               | -              | -                                      | -              | -                     | 1.19           |
| DuPont Specialty Products USA LLC                               | -               | -              | -                                      | -              | 41.28                 | -              |
| <b>Service income</b>   |                 |                |  |                |                       |                |
| Performance Specialty Products India Pvt Ltd                    | -               | -              | -                                      | -              | -                     | 35.70          |
| DuPont Specialty Products India Private Ltd                     | -               | -              | -                                      | -              | 92.30                 | 46.03          |
| Multibase S.A, France   | -               | 2.17           | -                                      | -              | -                     | -              |
| <b>Managerial remuneration*</b>                                 |                 |                |  |                |                       |                |
| Deepak Dhanak   | -               | -              | 85.99                                  | 79.98          | -                     | -              |
| Parmy Kamani  | -               | -              | 21.47                                  | 19.82          | -                     | -              |
| Pankaj Holani   | -               | -              | 62.69                                  | 61.32          | -                     | -              |
| <b>Director sitting Fees</b>                                    |                 |                |  |                |                       |                |
| H N Motiwalla   | -               | -              | 6.40                                   | 7.60           | -                     | -              |
| Ashok Chhabra   | -               | -              | 6.40                                   | 7.60           | -                     | -              |
| Bharti Dhar   | -               | -              | 3.20                                   | 4.40           | -                     | -              |
| Renganathan Bashyam   | -               | -              | 0.40                                   | -              | -                     | -              |
| Piyush Chhajed  | -               | -              | 0.40                                   | -              | -                     | -              |

\* Remuneration does not include charge for gratuity and compensated absences as employee-wise break up is not available.

**Balances as at year end:**

|   | Holding Company |                | Directors and Key management personnel |                | Other related parties |                |
|---|-----------------|----------------|--|----------------|-----------------------|----------------|
|   | March 31, 2024  | March 31, 2023 | March 31, 2024                         | March 31, 2023 | March 31, 2024        | March 31, 2023 |
| <b>Receivables / other assets</b>                         |                 |                |  |                |                       |                |
| Multibase S.A, France                                     | -               | 122.29         | -                                      | -              | -                     | -              |
| Specialty Electronic Materials (Thailand) Company Limited | -               | -              | -                                      | -              | -                     | 31.94          |
| DuPont Specialty Products India Private Ltd               | -               | -              | -                                      | -              | 38.72                 | 30.92          |
| DuPont Specialty Products USA LLC                         | -               | -              | -                                      | -              | 41.51                 | 2.11           |
| DSP Singapore Holdings Pte Ltd                            | -               | -              | -                                      | -              | 0.78                  | -              |
| <b>Trade payables</b>                                     |                 |                |  |                |                       |                |
| Multibase S.A, France                                     | 156.76          | 0.39           | -                                      | -              | -                     | -              |
| DuPont Specialty Products India Private Ltd               | -               | -              | -                                      | -              | 18.91                 | 17.69          |
| Multibase Inc.  | -               | -              | -                                      | -              | 13.97                 | -              |
| DuPont Specialty Products USA LLC                         | -               | -              | -                                      | -              | 0.69                  | 1.44           |
| Specialty Electronic Materials Switzerland GMBH           | -               | -              | -                                      | -              | 57.15                 | 524.48         |
| Specialty Electronic Materials (Thailand) Company Limited | -               | -              | -                                      | -              | -                     | 4.75           |
| DuPont Specialty Products Philippines Inc.                | -               | -              | -                                      | -              | 0.25                  | 0.24           |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### 34 Financial instruments

#### A. Accounting classification and fair values

The Company is exposed to the risks of changes in fair value of its financial assets and liabilities. The following table summarises the fair values and carrying amounts of financial instruments.

| March 31, 2024               | Carrying amount  |       |        |                | Fair value                               |   |   | Total  |
|------------------------------|------------------|-------|--------|----------------|--|---|---|--------|
|                              | Financial assets | FVTPL | FVTOCI | Amortised cost | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs |        |
| Other financial assets       | -                | -     | 21.00  | 21.00          | -  | -                                       | 21.00                                     | 21.00  |
| Trade receivables            | -                | -     | 900.89 | 900.89         | -  | -                                       | 900.89                                    | 900.89 |
|                              | -                | -     | 921.89 | 921.89         | -  | -                                       | 921.89                                    | 921.89 |
| <b>Financial liabilities</b> |                  |       |        |                |  |   |   |        |
| Other financial liabilities  | -                | -     | 20.74  | 20.74          | -  | -                                       | 20.74                                     | 20.74  |
| Trade payables               | -                | -     | 674.19 | 674.19         | -  | -                                       | 674.19                                    | 674.19 |
|                              | -                | -     | 694.93 | 694.93         | -  | -                                       | 694.93                                    | 694.93 |

| March 31, 2024            | Carrying amount |        |                |           |
|---------------------------|-----------------|--------|----------------|-----------|
| Financial assets          | FVTPL           | FVTOCI | Amortised cost | Total     |
| Cash and cash equivalents | -               | -      | 11,050.64      | 11,050.64 |
| Other bank balances       | -               | -      | 20.74          | 20.74     |
|                           | -               | -      | 11,071.38      | 11,071.38 |

| March 31, 2023               | Carrying amount  |       |          |                | Fair value                               |   |   | Total    |
|------------------------------|------------------|-------|----------|----------------|--|---|---|----------|
|                              | Financial assets | FVTPL | FVTOCI   | Amortised cost | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs |          |
| Other financial assets       | -                | -     | 136.21   | 136.21         | -  | -                                       | 136.21                                    | 136.21   |
| Trade receivables            | -                | -     | 1,141.10 | 1,141.10       | -  | -                                       | 1,141.10                                  | 1,141.10 |
|                              | -                | -     | 1,277.31 | 1,277.31       | -  | -                                       | 1,277.31                                  | 1,277.31 |
| <b>Financial liabilities</b> |                  |       |          |                |  |   |   |          |
| Other financial liabilities  | -                | -     | 13.28    | 13.28          | -  | -                                       | 13.28                                     | 13.28    |
| Trade payables               | -                | -     | 766.29   | 766.29         | -  | -                                       | 766.29                                    | 766.29   |
|                              | -                | -     | 779.57   | 779.57         | -  | -                                       | 779.57                                    | 779.57   |

| March 31, 2023            | Carrying amount |        |                |           |
|---------------------------|-----------------|--------|----------------|-----------|
| Financial assets          | FVTPL           | FVTOCI | Amortised cost | Total     |
| Cash and cash equivalents | -               | -      | 10,422.39      | 10,422.39 |
| Other bank balances       | -               | -      | 13.28          | 13.28     |
|                           | -               | -      | 10,435.67      | 10,435.67 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

**B. Calculation of fair values**

- (i) The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended March 31, 2023.
- (ii) Cash and cash equivalents, trade receivables, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

**35 Financial risk management**

The Company has exposure to the following risks arising from the financial instruments:

**a) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The carrying amount of financial assets represent the maximum credit exposure.

**Impairment of financial assets**

Management evaluates credit risk of trade receivables and other financial assets based on past due information. Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk and the current provision for the bad debts represents the impacted credit loss it foresees in its receivables. The credit risk rating grade of unimpaired amount is considered as fully collectible.

Based on the assessment of credit risk rating grades of banks where balances are held, the management considers the balances with banks are unimpaired.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**Exposure to liquidity risk:**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

| March 31, 2024                              | Contractual cash flows        |               |                |           |           |                   |
|---|-------------------------------|---------------|----------------|-----------|-----------|-------------------|
|   | Carrying amount               | Total         | 1 year or less | 1-2 years | 2-5 years | More than 5 years |
| <b>Non-derivative financial liabilities</b> |                               |               |                |           |           |                   |
| Trade payables                              | 674.19                        | 674.19        | 674.19         | -         | -         | -                 |
| Other financial liabilities                 | 20.74                         | 20.74         | 20.74          | -         | -         | -                 |
|   | <u>694.93</u>                 | <u>694.93</u> | <u>694.93</u>  | -         | -         | -                 |
| <b>March 31, 2023</b>                       | <b>Contractual cash flows</b> |               |                |           |           |                   |
|   | Carrying amount               | Total         | 1 year or less | 1-2 years | 2-5 years | More than 5 years |
| <b>Non-derivative financial liabilities</b> |                               |               |                |           |           |                   |
| Trade payables                              | 766.29                        | 766.29        | 766.29         | -         | -         | -                 |
| Other financial liabilities                 | 13.28                         | 13.28         | 13.28          | -         | -         | -                 |
|   | <u>779.57</u>                 | <u>779.57</u> | <u>779.57</u>  | -         | -         | -                 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

### c) Market risk

The Company is exposed to currency risk on account of its trade receivables, other financial assets and trade payables in foreign currency. The functional currency of the Company is Indian Rupee.

#### Exposure to currency risk

The currency profile of financial assets and financial liabilities as at March 31, 2024 and March 31, 2023 are as below:

|                              | March 31, 2024  | March 31, 2023  |
|------------------------------|-----------------|-----------------|
| <b>Financial assets</b>      |                 |                 |
| Trade Receivables            | 42.29           | 64.97           |
| Other financial assets       | -               | 122.29          |
|                              | <u>42.29</u>    | <u>187.26</u>   |
| <b>Financial liabilities</b> |                 |                 |
| Trade payables               | 280.86          | 634.23          |
|                              | <u>280.86</u>   | <u>634.23</u>   |
| <b>Net exposure</b>          | <u>(238.57)</u> | <u>(446.97)</u> |

#### Sensitivity analysis

A reasonably possible strengthening (weakening) of the foreign currencies against INR at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

#### Effect in INR

|                       | Profit before tax |             | Equity, net of tax |             |
|-----------------------|-------------------|-------------|--------------------|-------------|
|                       | Strengthening     | Weakening   | Strengthening      | Weakening   |
| <b>March 31, 2024</b> |                   |             |                    |             |
| USD (1 % movement)    | (2.39)            | 2.39        | (1.79)             | 1.79        |
|                       | <u>(2.39)</u>     | <u>2.39</u> | <u>(1.79)</u>      | <u>1.79</u> |

|                       | Profit before tax |             | Equity, net of tax |             |
|-----------------------|-------------------|-------------|--------------------|-------------|
|                       | Strengthening     | Weakening   | Strengthening      | Weakening   |
| <b>March 31, 2023</b> |                   |             |                    |             |
| USD (1% movement)     | (4.47)            | 4.47        | (3.34)             | 3.34        |
|                       | <u>(4.47)</u>     | <u>4.47</u> | <u>(3.34)</u>      | <u>3.34</u> |

### d) Interest Rate Risk

Company doesnot have borrowings , hence is not exposed to interest rate risk

### e) Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

## 36 Tax Expense

|  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
|--|------------------------------|------------------------------|
| <b>a) Amounts recognised in Statement of Profit and loss</b>                 |                              |                              |
| Current income tax   | 385.72                       | 343.18                       |
| Adjustment of tax relating to earlier years                                  | 4.72                         | 0.44                         |
| <b>Deferred Tax liability/(asset)</b>  |                              |                              |
| Origination and reversal of temporary difference                             | (6.22)                       | (5.98)                       |
| <b>Deferred tax charge/(credit)</b>  | (6.22)                       | (5.98)                       |
| <b>Tax Expense for the year</b>  | <b>384.22</b>                | <b>337.64</b>                |
| <b>b) Amounts recognised in Other comprehensive income</b>                   |                              |                              |
| <b>Remeasurement of defined benefit plan</b>                                 |                              |                              |
| Before tax   | 0.37                         | 2.71                         |
| Tax benefit  | (0.09)                       | (0.68)                       |
| <b>Net of tax</b>  | <b>0.28</b>                  | <b>2.03</b>                  |
| <b>c) Reconciliation of effective tax rate</b>                               |                              |                              |
|  | Year ended<br>March 31, 2024 | Year ended<br>March 31, 2023 |
| <b>Profit before tax</b>   | <b>1,499.44</b>              | 1,316.50                     |
|  | <b>25.17%</b>                | 25.17%                       |
| Tax using Company domestic rate  | 25.17%                       | 331.34                       |
| Adjustment of tax relating to earlier years                                  | 0.31%                        | 0.44                         |
| Tax effect of amounts which are not deductible in calculating taxable income | 0.44%                        | 4.84                         |
| Others   | -0.30%                       | 1.02                         |
| <b>Effective tax</b>   | <b>25.62%</b>                | <b>384.22</b>                |
|  |                              | 337.64                       |

## 37 Deferred tax

|   | during the year         |  |   | As at<br>March 31, 2024 |
|---|-------------------------|--|---|-------------------------|
|   | As at<br>April 01, 2023 | Recognised in<br>statement of<br>Profit and Loss | Recognised<br>in other<br>comprehensive<br>income |                         |
| <b>Deferred tax liability</b>   |                         |  |   |                         |
| Excess of depreciation as per Income tax Act, 1961 over book depreciation   | 100.95                  | 1.05   | -   | <b>102.00</b>           |
| Sub total (A)   | 100.95                  | 1.05   | -   | <b>102.00</b>           |
| <b>Deferred tax assets</b>  |                         |  |   |                         |
| (a) Provision for loss allowance on security deposits and trade receivables | 3.89                    | -  | -   | <b>3.89</b>             |
| (b) Provision for employee benefits   | 42.53                   | 7.27   | 0.09  | <b>49.89</b>            |
| Sub total (B)   | 46.42                   | 7.27   | 0.09  | <b>53.78</b>            |
| <b>Net deferred tax liabilities (A-B)</b>                                   | <b>(54.53)</b>          | <b>6.22</b>                                      | <b>0.09</b>                                       | <b>(48.22)</b>          |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

|   | during the year         |  |   | As at<br>March 31, 2023 |
|---|-------------------------|--|---|-------------------------|
|   | As at<br>April 01, 2022 | Recognised in<br>statement of<br>Profit and Loss | Recognised<br>in other<br>comprehensive<br>income |                         |
| <b>Deferred tax liability</b>   |                         |  |   |                         |
| Excess of depreciation as per Income tax Act, 1961 over book depreciation   | 95.08                   | 5.87   | -   | 100.95                  |
| Sub total (A)   | 95.08                   | 5.87   | -   | 100.95                  |
| <b>Deferred tax assets</b>  |                         |  |   |                         |
| (a) Provision for loss allowance on security deposits and trade receivables | 4.94                    | (1.05)   | -   | 3.89                    |
| (b) Provision for employee benefits   | 28.95                   | 12.90  | 0.68  | 42.53                   |
| <b>Sub total (B)</b>  | <b>33.89</b>            | <b>11.85</b>                                     | <b>0.68</b>                                       | <b>46.42</b>            |
| <b>Net deferred tax liabilities (A-B)</b>                                   | <b>(61.19)</b>          | <b>5.98</b>                                      | <b>0.68</b>                                       | <b>(54.53)</b>          |

### 38 Contingent liabilities:

Claims against the Company not acknowledged as debts :

|                    | March 31, 2024 | March 31, 2023 |
|--------------------|----------------|----------------|
| Income tax matter  | 10.26          | 1.82           |
| Service tax matter | 1.62           | 1.62           |

Future cashflows in respect of the above matters is determinable only on receipts of judgement / decisions pending at various forums / authorities.

### 39 Capital Commitments

|  | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Estimated amount of contracts remaining to be executed on capital account and not provided for | 12.29          | 16.65          |

### 40 Earnings per share

|  | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Profit after tax attributable to equity shareholders [A]                 | 1,115.22       | 978.86         |
| Number of equity shares at the beginning of the year [B]                 | 1,26,20,000    | 1,26,20,000    |
| Number of equity shares outstanding at the end of the year [C]           | 1,26,20,000    | 1,26,20,000    |
| Weighted average number of equity shares outstanding during the year [D] | 1,26,20,000    | 1,26,20,000    |
| Basic and diluted earnings per share of face value INR 10 [A]/[D]        | 8.84           | 7.76           |

### 41 Transfer pricing

Transactions with related parties are governed by transfer pricing regulations of the Indian Income-tax Act, 1961. The Company's international transactions with related parties are at arm's length as per the independent accountants report for the year ended 31 March 2023. Management believes that the Company's international and domestic transactions

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

with related parties post March 31, 2023 continue to be at arm's length and that the transfer pricing regulations will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

**42 Additional regulatory information****(i) Details of benami property held**

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**(ii) Relationship with struck off companies**

The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**(iii) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(iv) Details of crypto currency or virtual currency**

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**(v) Valuation of property plant and equipment, intangible asset and investment property**

The Company has not revalued its property, plant and equipment during the current or previous year.

**(vi) Ratios**

| Ratio                                       | Numerator   | Denominator               | Current period | Previous period | % Variance | Reasons for variance  |
|---|---|---------------------------|----------------|-----------------|------------|---|
| Current ratio (in times)                    | Total current assets  | Total current liabilities | 17.24          | 13.75           | 25.41%     | The change in ratio when compared to previous year is mainly on account of increase current asset and decrease in current liability for the current year. |
| Return on equity ratio (in %)               | Profit for the year   | Average total equity      | 8.29%          | 8.04%           | 3.08%      | The change in ratio when compared to previous year is mainly on account of increase in profit during the current year.                                    |
| Inventory turnover ratio (in times)         | Cost of materials consumed + Purchase of stock-in-trade + Changes in inventories of finished goods and stock-in-trade | Average Inventory         | 4.47           | 4.80            | (6.94%)    | The change in ratio when compared to previous year is mainly on account of increase in inventories as at current year end.                                |
| Trade receivables turnover ratio (in times) | Revenue from operations   | Average trade receivables | 6.34           | 6.46            | (1.79%)    | The variance is less than 25%   |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Currency: Amounts INR in Lakhs, unless otherwise stated)

| Ratio                                    | Numerator                                    | Denominator                                 | Current period | Previous period | % Variance | Reasons for variance   |
|--|--|---|----------------|-----------------|------------|--|
| Trade payables turnover ratio (in times) | Purchases of Raw Material and Stock-in trade | Average trade payables                      | 6.74           | 5.35            | 25.96%     | The change in ratio when compared to previous year is mainly on account of decrease in trade payables as at current year end due to reduction in average payout period in the current year.    |
| Net capital turnover ratio (in times)    | Revenue from operations                      | Average working capital                     | 0.54           | 0.64            | (16.55%)   | The variance is less than 25%  |
| Net profit ratio (in %)                  | Profit for the year                          | Revenue from operations                     | 17.23%         | 13.55%          | 27.18%     | The change in ratio when compared to previous year is mainly on account of increase in profit which is due to increase in other income and decrease in other expenses during the current year. |
| Return on capital employed (in %)        | Profit before tax + Finance costs            | Total equity + Deferred tax liability (net) | 11.18%         | 10.45%          | 6.98%      | The change in ratio when compared to previous year is mainly on account of increase in profit during the current year.   |

The Company does not have any borrowings and investments during the current period and previous period, accordingly the debt-equity, debt service coverage, return on investment ratios have not been presented.

### (vii) Other regulatory information

- (a) The title deeds of all the immovable properties, as disclosed in note 3 to the financial statements, are held in the name of the company.

### (viii) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

### (ix) Utilisation of borrowed funds and share premium

- (a) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) (or)
  - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

(Currency: Amounts INR in Lakhs, unless otherwise stated)

- (b) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- (x) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (xi) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and the Group does not have any CICs, which are part of the Group.
- 43** On May 29, 2024, the Board of Directors of the Company have recommended a final dividend of 30 % i.e., ₹ 3/- per equity share for the financial year ended March 31, 2024 subject to the approval of shareholders at the Annual General Meeting and if approved, would result in a cash outflow of approximately INR. 378.60 lakhs.

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

**For M S K A & Associates**

*Chartered Accountants*

Firm Registration No. 105047W

**Mukesh Kumar Pugalia**

*Partner*

Membership No : 221387

Place : Hyderabad

Date : May 29, 2024

**For and on behalf of the Board of Directors of  
Multibase India Limited**

CIN : L01122DD1991PLC002959

**Deepak Dhanak**

*Managing Director*

DIN : 03157491

**Parmy Kamani**

*Company Secretary*

Membership no. A27788

**B. Renganathan**

*Non-Executive Director*

DIN : 01206952

**Pankaj Holani**

*Chief Financial Officer*

Place : Mumbai

Date : May 29, 2024

**Piyush Chhajed**

*Non-Executive Director*

DIN : 02907098

Place : Taiyuan, China

Date : May 29, 2024

## COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

This communication summarizes the applicable TDS provisions in accordance with the provisions of the Act for various shareholder categories, including a Resident or Non-Resident shareholder. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the Dividend will be paid after deducting TDS as explained herein.

### Section 1: Mandatory details applicable for all shareholders

All shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their depository records through their depository participant (if shares are held in Demat form) or in the register of members through registrar and share transfer agent (if shares are held in physical form) on or before August 30, 2024.

- Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2024-25
- Valid Permanent Account Number (PAN)
- Category of shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Foreign Portfolio Investor (FPI) /Foreign Institutional Investor (FII), Foreign Company, Others (being Individual, Firm, Trust, AJP, etc.): - Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person (AJP), Trust, Domestic company etc.
- Email id
- Contact Number
- Residency Address

Please note that the above details as available on record date in the register of members will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions.

### Section 2: TDS Provisions and documents required as applicable for relevant category of shareholders.

In addition to ensuring completion and/or updating, as applicable, of above mandatory details, shareholders are also requested to take note of the TDS rates and additional information requested by the Company for their respective category in order to comply with the applicable TDS provisions.

***The Resident Non-Individual Members, i.e., Insurance companies, Mutual Funds, and Alternative Investment Funds (AIF) established in India and Non-Resident Non-Individual Members, i.e., Foreign Institutional Investors and Foreign Portfolio Investors, may alternatively submit the relevant forms/declarations/documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.***

#### 1. Resident Shareholder:

| Category of shareholder   | Relevant section of the Act | Rate of Tax | Exemption applicability/Documentation Requirement   |
|---|-----------------------------|-------------|---|
| Mutual Funds - Applicable for Mutual Funds registered with SEBI | 196                         | 0%          | No TDS is required to be deducted as per Section 196(iv) of the Act, subject to specified conditions. A declaration that they are governed by the provisions of section 10(23D) of the Act and have beneficial interest in shares along with self-attested copy of relevant registration documents (*) (**).  |
| Category I and II Alternative Investment Funds (AIF)            | 197A(1F)                    | 0%          | No TDS is required to be deducted as per Section 197A(1F) of the Act, subject to specified conditions. Copy of valid SEBI registration certificate need to be submitted and a declaration that its income is exempt under section 10(23FBA) of the Act and have beneficial interest in shares (*) (**).   |
| Other resident shareholder                                      | 194 / 197                   | 10%         | <ol style="list-style-type: none"> <li>TDS is required to be deducted at the rate of 10% under Section 194 of the Act.</li> <li>No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to individual shareholder does not exceed ₹ 5,000/- and dividend is paid by any mode other than cash.</li> </ol> |

| Category of shareholder                         | Relevant section of the Act | Rate of Tax | Exemption applicability/Documentation Requirement   |
|---|-----------------------------|-------------|---|
|   |                             |             | <p>c) No TDS is required to be deducted on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (#) (for individual above the age of 60 years with no tax liability on total income). (*) (***)</p> <p>d) PAN available in the register of members must be valid (**). TDS is required to be deducted at the rate of 20% under Section 206AA of the Act, if valid PAN of the shareholder is not available. From July 1, 2023, shareholder who has failed to link PAN with AADHAAR, as required, PAN of such shareholder shall become inoperative &amp; TDS will be deducted at the rate of 20%.</p> <p>e) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Act, if such valid certificate is provided. (*) (***)</p> <p>f) As per section 206AB inserted by Finance Act 2021, TDS is proposed to be deducted at twice the applicable rates, if Income Tax Return is not filed for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year. The Company will use the mechanism prescribed by Income tax department to verify if a shareholder is a 'specified person' under section 206AB of the Income Tax Act and basis the result provided, the Company will apply higher rates under section 206AB of the Income Tax Act on those shareholders who are covered as 'specified person' under section 206AB of the IT Act.</p> |
| Any other entity entitled to exemption from TDS | -                           | -           | <p>Valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption and declaration Avoidance Treaty between India and the country of tax residence of the shareholder if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:</p> <ul style="list-style-type: none"> <li>• Copy of the PAN allotted by the Indian Income Tax authorities, if applicable; (*) (***)</li> <li>• Copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident; (*) (***)</li> <li>• E-filed Form 10F (*) (***);</li> <li>• Self-declaration on letterhead of having no Permanent Establishment in India, Beneficial ownership of shares and eligibility to claim treaty benefits (as per Annexure 1 to this Communication).</li> </ul>  |



| Category of shareholder                   | Relevant section of the Act | Rate of Tax | Exemption applicability/Documentation Requirement   |
|---|-----------------------------|-------------|---|
|   |                             |             | In the case of shareholder other than individuals, the declaration must be on the official letterhead of the entity with reference to the authorization date of the Board/Trust resolution in favour of the authorized signatory to sign the document.<br><br>c) TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued under Section 197 of the Act, if such certificate is provided. (*) (***) |
| Any entity entitled to exemption from TDS | -                           | -           | Valid documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to exemption from TDS and declaration that they have beneficial interest in shares are to be submitted. (*) (***)  |

**CLEARING MEMBER SHOULD ENSURE THAT AS ON RECORD DATE NO SHARES ARE LYING IN THEIR ACCOUNT.**

(\*) The documents have to be emailed to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [compliance.officer@multibaseindia.com](mailto:compliance.officer@multibaseindia.com) of the Registrar and Share Transfer Agent ('RTA') / Company on or before August 30, 2024. Alternatively, physical documents may be sent to RTA at the following address:

**Link Intime India Pvt Ltd. Address:**

C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083

**Please note that the Company will not be able to consider the documents / communication sent physically, after August 23, 2024.**

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules or before 31<sup>st</sup> March, 2024. The Company will not accept any declarations referred to Rule 37BA of Income Tax Rules, 1962 on or after 31<sup>st</sup> March, 2024.

(\*) In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details / documents, you will be able to claim refund of the excess tax deducted by filing your income tax return. No claim shall lie against the Company for such taxes deducted.

(\*\*) If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN.

(\*\*\*) All documents to be submitted are required to be self-attested (the documents should be signed by shareholder/ authorised signatory stating the document to be "certified true copy of the original"). Benefits depend upon availability of the documents within the time specified and verification of the same by the Company. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.

(#) All the forms 15G/15H/10F/self-declaration for tax exemption can be downloaded from the website of the company's RTA - <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

**NOTE:**

- The Finance Act 2023 has mandated that the new regime shall be the default regime for the taxpayers from FY 2023-24. Under the new regime, the thresholds limit is ₹ 3,00,000 and the rebate allowed is ₹ 7,00,000. In light of this, as a deductor, since government has mandated new regime as default, the company may want to extend benefit of NIL rate where shareholders provide form 15G / 15H with estimated income of ₹ 3,00,000 and ₹ 7,00,000 respectively as against ₹ 2,50,000 and ₹ 5,00,000 until last year.
- As per the recent circular, electronic Form 10F is mandatorily required where the non-resident shareholder has a PAN in India. In this regard, the company wishes to explicitly mention that benefit of DTAA shall be denied where electronic 1 OF is not provided where the non-resident shareholder has a valid PAN in India
- All the above referred rates will be enhanced by surcharge and cess, wherever applicable

- Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of members on the record date and any other additional documents that may be submitted.
- If the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on the record date, the registered shareholder is required to furnish a declaration to the Company containing the name, address, permanent account number of the person to whom TDS credit is to be given and reasons for giving credit to such person.
- In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the shareholder, such shareholder shall be responsible to pay and indemnify such income-tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income-tax/apellate authority.
- The Company will arrange to email a soft copy of the TDS certificate to the registered email IDs of the shareholders in due course. The TDS amount will also be reflected in Form 26AS of the shareholder, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>

**THE ABOVE COMMUNICATION ON TDS SETS OUT THE PROVISIONS OF LAW IN A SUMMARISED MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES. SHAREHOLDER SHOULD CONSULT WITH THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.**

**Annexure 1 - FORMAT FOR DECLARATION FOR CLAIMING BENEFITS UNDER DTAA**

Date:

To,  
Multibase India Limited  
74/5 6 DAMAN INDUSTRIAL ESTATE KADAIYA VILLAGE  
NANI DAMAN UNION TERRITORY DD 396210  
INDIA

Subject: Declaration for eligibility to claim benefit under Agreement for Avoidance Of Double Taxation between Government of India and Government of ..... (“DTAA”), as modified by Multilateral Instrument (“MLI”), if applicable

With reference to above, I/We wish to declare as below:

1. I / We, \_\_\_\_\_, having permanent account number (PAN) under the Indian Income tax Act, \_\_\_\_\_, and holding \_\_\_\_\_ number of shares of the Company under demat account number/ folio number..... as on the record date, am / are a tax resident of ..... in terms of Article ... of the DTAA as modified by MLI (if applicable) and do not qualify as a ‘resident’ of India under section 6 of the Indian Income-tax Act, 1961 (“the IT Act”). A copy of the valid tax residency certificate for \_\_\_\_\_, along with e-filed Form 10F which is valid as on the Book Closure Date/record date, is attached herewith.
2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
3. I / We hereby declare that, I am /we are the beneficial owner of the share/shares held in the Company as well as the dividend arising from such shareholding; and I/ we have the right to use and enjoy the dividend received/ receivable from the above shares and such right is not constrained by any contractual and/ or legal obligation to pass on such dividend to another person.
4. I/We confirm that I/We are entitled to claim the benefits under the Treaty as modified by the multilateral convention to implement tax treaty related measures to prevent base erosion and profit shifting (MLI) including but not limited to the Principal Purpose Test (PPT), limitation of benefit clause (LOB), Simplified Limitation of Benefits (SLOB), period of holding of shares etc. as applicable. I/We specifically confirm that my affairs / our affairs are not arranged such that the main purpose or the principal purpose thereof is to obtain tax benefits available under the applicable tax treaty.
5. I/We confirm that I/We have not entered into an impermissible avoidance arrangement i.e. an arrangement, the main purpose or one of the main purposes of which is to obtain a tax benefit and it (a) creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length (b) results, directly or indirectly, in the misuse, or abuse, of the provisions of this Act (c) lacks commercial substance or is deemed to lack commercial substance under section 97, in whole or in part; or (d) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes. I/We do not have a Permanent Establishment (“PE”) in India in terms of Article 5 of the DTAA as modified by MLI (if applicable) or a fixed base in India during the period April 2023-March 2024 and the amounts paid/ payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise. Further I/We hereby declare and confirm that I/We do not fall under the definition of ‘specified person’ as provided in section 206AB of the IT Act
6. I/We do not have a PE in a third country and the amounts paid/payable to us, in any case, are not attributable to a PE in third jurisdiction, if any, which may have got constituted otherwise.
7. I/We do not have a Business Connection in India according to the provision of section 9(1)(i) of the Act and the amounts paid/ payable to us, in any case, are not attributable to business operations, if any, carried out in India.
8. I/We confirm that my/our affair/affairs of \_\_\_\_\_ were arranged such that the main purpose or the principal purpose thereof was not to obtain tax benefits available under the applicable tax treaty
9. Further, my/our claim for relief under the tax treaty is not restricted by application of the Limitation of Benefit clause, if any, thereunder.

- 10. I/We further indemnify the Company from any penal consequences arising out of any acts of commission or omission initiated by the Company by relying on my/our above averment.
- 11. I/We hereby confirm that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/ accounts declared in the form.

I/We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.

I/We in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me, I/We shall be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

For..... Authorised Signatory

Contact address: \_\_\_\_\_ [Please insert]

Email address: \_\_\_\_\_ [Please insert]

Contact Number: \_\_\_\_\_ [Please insert]

Tax Identification Number \_\_\_\_\_ [Please insert]

The shareholders are required to provide a Declaration strictly as per the specified format given above, failing which the Company reserves the right to deny the Treaty benefits.

## KEY HIGHLIGHTS 2024



Ms. Tina Wu, Vice President and General Manager, Adhesives & Fluids, Multibase™ and Tedlar® visited the Daman site to delve into key topics like future trends in the Automotive business and manufacturing footprints for the Adhesives and Fluids business locally.



Mr. Sanjeev Khetarpal, APAC Region and DSCI Controller- Finance visited the Daman site to cultivate long-standing relationships with employees of the Company and shared on-field experience through the premier knowledge exchange program





EHS remains a top priority of your Company celebrating the Global Safety Week with a continued emphasis on fostering safety culture and mindset, by focusing on awareness activities and training.



## “PRAYAAS DAY CARE SCHOOL PROJECT”

We believe that no child should be devoid of love, care and equal opportunities to flourish. Thus, our motive is to encourage 'happy childhood' through this project.

At this Day care center is for children with cerebral palsy, intellectual disability, autism and Attention Deficit Hyperactivity Disorder (ADHD). These are the ones who have 60% or more disability percentage.

The children are brought to the centre where they are taught daily living skills, ways of communication, basic language and mathematics. They interact with each other in a child-friendly environment. Later, depending on ability and capacity, they are enrolled in regular schools.



On October 3, 2023, IAS Shri Brahmha (Secretary social welfare), IAS Shri Manoj Pandey (Deputy Secretary social welfare) and Sanjeev Pandya (Program Manager CPS) visited at school.





## “UNNATI - WOMEN EMPOWERMENT PROJECT”

A multifaceted concept that encompasses various dimensions of life, including social, economic, political, and personal aspects and at its core, it refers to the process of equipping women with the knowledge, skills, resources, and opportunities needed to make informed choices, exercise their rights, and participate fully in all spheres of society.

It is about enabling women to break free from the shackles of discrimination, inequality, and oppression, allowing them to lead lives of dignity, agency, and self-determination.









## **MULTIBASE INDIA LIMITED**

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Website: [www.multibaseindia.com](http://www.multibaseindia.com)