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BASF India Limited, Mumbai - 400 051, India

May 29, 2019

The Market Operations Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001.

Name of the Company : BASF India Limited  
Security Code No. : 500042

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we enclose herewith the Annual Secretarial Compliance Report issued by Mr. Hemant Shetye, Partner of HS Associates, Practising Company Secretaries, for the year ended 31<sup>st</sup> March, 2019 for your information and record.

Thanking you,

Yours faithfully  
For BASF India Limited

Pradeep Chandan  
Director- Legal, General Counsel (South Asia)  
& Company Secretary

Pankaj Bahl  
Manager- Company Secretarial

Encl: a.a.

cc: The Assistant Manager – Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No.C/1, G Block  
Bandra – Kurla Complex  
Bandra (East), Mumbai – 400 051

**Registered Office**  
**BASF India Limited**  
The Capital  
'A' Wing, 1204-C, 12th Floor,  
Plot No. C - 70, 'G' Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, India

Tel +91 22 6278 5600

CIN - L33112MH1943FLC003972

[www.basf.com/in](http://www.basf.com/in)

**Secretarial Compliance Report of BASF India Limited for the year ended 31<sup>st</sup> March, 2019**

To

Board of Directors,  
BASF India Limited.  
The Capital, A Wing, 1204-C, 12th Floor, Plot No. C-70 'G' Block,  
Bandra Kurla Complex, Bandra (East) Mumbai 400051.

I Hemant Shetye, Partner of HS Associates have examined:

- a) all the documents and records made available to me and explanation provided by BASF India Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **not applicable for the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **not applicable for the period under review**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **not applicable for the period under review**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **not applicable for the period under review**

(g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible Redeemable Preference Shares) Regulations, 2013; - **not applicable for the period under review**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;

(j) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019

(k) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018

(l) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018

(m) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 read with SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;

(n) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;

(o) Monitoring of Foreign Investment limits in listed Indian companies SEBI circular IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 read with SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018

(p) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 4, 2017;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI





through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
				<p>The Company has made detailed representations to the Stock Exchanges and Securities &amp; Exchange Board of India (SEBI) for waiver of the fine paid, under protest, pending the decision by SEBI on Company's representations.</p> <p>As informed by the Management, although, the SEBI Listing Regulations required the appointment of Independent Woman Director effective 1<sup>st</sup> April, 2019, the Company being one of the top 500 listed entities wanted to proactively comply with the new requirements &amp; accordingly Mrs. Shyamala Gopinath, ex-Deputy Governor, Reserve Bank of India was appointed as Independent Woman Director effective 23<sup>rd</sup> January, 2019 as the process of identifying the Independent Woman Director having right background and thorough knowledge of the Chemical Industry in which the Company is functioning was challenging &amp; took some time.</p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<b>Not applicable</b> as this being the 01 <sup>st</sup> report as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08,2019, hence there are no previous reports applicable.			

Place: Mumbai

Signature:

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Hemant Shetye  
Partner (HS Associates)  
FCS: 2827  
C P No.: 1483



Date: 29<sup>th</sup> May, 2019