



We create chemistry

BASF India Limited, Mumbai - 400 051, India

June 5, 2020

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 31st March, 2020

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 8th 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 31st March, 2020 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, 5th 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

Secretarial Compliance Report of BASF India Limited for the financial year ended 31st March, 2020

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 us 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 31st March, 2020 (“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;
- (g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible and 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) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018;
- (O) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (P) 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;
- (Q) 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;
- (R) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;
- (S) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;
- (T) Framework for listing of Commercial Paper as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22nd October 2019;
- (U) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;

and based on the above examination, I/We 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, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	SEBI circular numbered SEBI/HO/MRD/DOP2DSA2 /CIR/P/2019/87 and dated August 01, 2019.	Certain Distinctive Number Range with respect to physical share capital of the Company is not updated with the Depositories.	The Company has updated the Distinctive Number Range with the Depositories based on the records available with their Registrar & Share Transfer Agent, however as informed except for 5702 (Five Thousand Seven Hundred and Two) Equity shares (constituting 0.01 % of the paid up Equity Share Capital of the Company) where the data is not available with the Company's Registrar.

(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/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by 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.
Not Applicable				

(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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>Not applicable the Report for 31st March, 2019 being the 01st report as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, hence there are no previous reports applicable.</p>	<p>The Company had received letters from BSE Limited and National Stock Exchange of India Limited under Regulation 17 of the SEBI Listing Regulations informing levy of fine for non-appointment (delay in appointment) of Woman Director for the quarter ended 31st December 2018 & for the period 1st January, 2019 to 22nd January, 2019.</p> <p>Consequently both BSE and NSE had Levied fine of Rs. 4,89,700/- (Four Lakh Eighty Nine Thousand and Seven Hundred) each including GST.</p>	<p>The Company has paid fine of Rs. 4,48,200/- (Four Lakh Forty Eight Thousand and Two Hundred) including GST and after deducting TDS at 10% to NSE on 20th May, 2019.</p> <p>The Company has paid fine of Rs. 4,48,200/- (Four Lakh Forty Eight Thousand and Two Hundred) including GST and after deducting TDS at 10% to BSE on 20th May, 2019.</p>	<p>Even though the Company had Woman Alternate Director on the Board of the Company for the quarters ended 31st December, 2018 and 31st March, 2019 respectively, the Company has paid the fines with the Respective Stock Exchanges in respect of Regulation 17 of the SEBI Listing Regulations for non-appointment (delay in appointment) of Woman Director.</p>

Note:

1. This report is based on the following: -
 - a) Data received from the Company partially through electronic mode as physical verification of the data and corresponding documents from the month of February 2020 could not be accessed during the course of audit due to the ongoing nationwide lockdown on account of COVID-19 pandemic.
 - b) Compliances required to be done by the Company during the Financial Year ended 31st March, 2020 (i.e. the period covered for the purpose of this Report is from 01st April, 2019 to 31st March, 2020)
2. There was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period and the Company has suitably modified the terms of appointment of its existing statutory auditor to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

Place: Mumbai.

Date: 04/06/2020

ICSI UDIN: F002827B000317341

**For HS Associates
Company Secretaries**

HEMANT
SHRIPAD
SHETYE

Digitally signed by
HEMANT SHRIPAD
SHETYE
Date: 2020.06.04
21:47:47 +05'30'

Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483