



We create chemistry

BASF India Limited. Mumbai - 400 051. India

16th March, 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: Intimation of Postal Ballot

We wish to inform you that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is conducting a Postal Ballot (including e-voting) for obtaining the approval of the Members for the special businesses as mentioned in the Postal Ballot Notice of the Company dated 11th February, 2020.

The Postal Ballot Notice along with the Postal Ballot Form of the Company are enclosed herewith and are also available on the Company's website i.e. www.basf.com/in.

The results of the Postal Ballot (including e-voting) will be communicated to you on or before Thursday, 23rd April, 2020.

The said information may also be regarded as disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take note of the above.

Thanking You

Yours faithfully
For BASF India Limited


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


Pankaj Bahl
Manager- Company Secretarial

Encl: as above

cc: The Assistant Manager- Listing
The National Stock Exchange of India Ltd.
Exchange Plaza,
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



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BASF INDIA LIMITED

Registered Office: The Capital, 'A' Wing, 1204-C, 12th Floor,
Plot No. C-70, 'G' Block, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

CIN: L33112MH1943FLC003972, Website: www.basf.com/in, Tel: +91 22 62785600

POSTAL BALLOT NOTICE

To,
The Member(s),

NOTICE is hereby given to the Members of BASF India Limited (hereinafter referred to as the "Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable laws and regulations for seeking the approval of the Members for the matters as set out in the resolutions appended below, through Postal Ballot including voting by electronic means (e-voting).

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a 'Postal Ballot Form' and postage-prepaid self-addressed Business Reply Envelope for your consideration.

The Board of Directors of the Company at their meeting held on 11th February, 2020 have appointed Mr. Hemant Shetye, Practicing Company Secretary, HS Associates, 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, opposite Lodha Excelus, Lower Parel (East), Mumbai - 400011, having Membership No. FCS-2827 & Certificate of Practice No. 1483, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing an option of e-voting to its Members to cast their vote on the resolutions proposed in the Notice of Postal Ballot. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility to the Members.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions under the Section 'Voting through Electronic Means' in this Notice of Postal Ballot.

Members desiring to exercise their vote by Postal Ballot are requested to read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage-prepaid self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, 21st April, 2020 (5.00 p.m. IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

References to Postal Ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the Postal Ballots (including e-voting). The result shall be announced on or before Thursday, 23rd April, 2020 and will be displayed on the notice board at the Registered Office of the Company. The said results will be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.basf.com/in and also on the website of NSDL.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Dirk Bremm (DIN: 08511847) as a Director of the Company

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

"RESOLVED THAT Mr. Dirk Bremm (DIN: 08511847), who was appointed as Director of the Company in the casual vacancy, caused due to resignation of Mr. Raimar Jahn, from 21st July, 2019, under Section 161(4) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, and in respect of whom the Company has received a notice in writing as per the provisions of Section 160 of the Companies Act, 2013 from a Member intimating his intention to propose Mr. Dirk Bremm as a candidate for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 2: Approval for transfer of Construction Chemicals Business of the Company to Master Builders Solutions India Private Limited

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company [the **“Board”**, which expression shall also include its Authorised Representative(s)], the consent of the Members of the Company be and is hereby accorded for sale, assignment, divestiture, transfer of Construction Chemicals Business of the Company as set out in the draft Business Transfer Agreement (**“BTA”**), by way of a slump sale on a going concern basis, to Master Builders Solutions India Private Limited, wholly owned subsidiary of BASF SE, Germany, for an overall consideration of Rs. 595.16 crores (Rupees Five Hundred Ninety-Five Crore and Sixteen Lakhs), subject to the adjustments as may be specified in the BTA and on such terms and conditions, as may be mutually agreed in the BTA and other agreements to be executed between the Company and Master Builders Solutions India Private Limited;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Officer(s) or Authorised Executive(s) of the Company in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed.”

By Order of the Board of Directors
For BASF India Limited

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

Registered Office:

The Capital, 'A' wing, 1204-C,
12th Floor, Plot No. C-70, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
CIN: L33112MH1943FLC003972
Dated: 11th February, 2020

NOTES:

1. The Postal Ballot Notice is being sent to those Members whose name appears in the Company's Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 6th March, 2020. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants or with TSR Darashaw Consultants Private Limited, Company's Registrar and Share Transfer Agent. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope through permitted mode. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the form from the website of the Company, i.e., www.basf.com/in or website of NSDL, i.e. www.evoting.nsdl.com or contact TSR Darashaw Consultants Private Limited via e-mail at csg-unit@tsrdarashaw.com or on Tel. No. 022-66178552/66568484.
2. Members whose names appear in the Company's Register of Members / List of Beneficial Owners as on the close of business hours on Friday, 6th March, 2020 will be considered for the purpose of voting. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the close of business hours on Friday, 6th March, 2020. A person who is not a Member as on Friday, 6th March, 2020 should treat this Postal Ballot Notice for information purposes only.
3. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.basf.com/in and on the website of NSDL, i.e., www.evoting.nsdl.com.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting i.e. either physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. The e-voting period commences on Monday, 23rd March, 2020 (9.00 a.m. IST) and ends on Tuesday, 21st April, 2020 (5.00 p.m. IST).
7. Tuesday, 21st April, 2020 (5.00 P.M. IST) shall be the last date of receipt of the Business Reply Envelope with Postal Ballot Form i.e. the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
8. All documents referred in the Notice and the Explanatory Statement including the draft Business Transfer Agreement will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of announcement of results of this Postal Ballot.
9. In case of any query / grievance in connection with the Postal Ballot including e-voting, Members may contact NSDL by email at e-voting@nsdl.co.in or the Company Secretary at investor-grievance-india@basf.com.

Voting through Electronic Means

The instructions for e-voting are as follows:

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL's e-voting system.

Step 1: Log-in to NSDL e-voting system

- I. Visit the e-voting website of NSDL by opening your web browser and typing the URL: <https://www.evoting.nsdl.com/>
- II. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID & Password and a Verification Code as shown on the screen.

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

IV. Your User ID details are given below:

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	User ID
a) For Members who hold shares in demat account with NSDL.	8-character DP ID followed by 8 digit Client ID 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, followed by Folio Number registered with the Company. For example, if EVEN is 112875 and your folio number is 001***, then your user ID is 112875001***

V. Your password details 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's 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 change your password, as prompted by the system.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL in your mailbox. Open the e-mail and the attachment (pdf file). The password to open the file is your 8 digit client ID for NSDL account or the last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, your 'initial password' is communicated to you on your registered address.

VI. If you have not received the 'initial password' or are unable to retrieve it, or have forgotten your password, then:

- 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.
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforementioned options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
- d) Members can also use the OTP (One-Time Password) based login for casting the votes on the e-voting system of NSDL.

VII. After entering your password, agree to the terms & conditions by checking the box.

VIII. Then click on "Login" button.

IX. After you click on the "Login" button, home page of e-voting will open.

Step 2: Cast your vote electronically

- I. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- II. After clicking the Active Voting Cycles, you will be able to see the "EVEN" of all the Companies in which you are holding shares and whose voting cycle is in active status.
- III. Select the "EVEN" of the Company for which you wish to cast your vote.
- IV. Now you are ready for e-voting as the voting page opens.
- V. 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". Also click on "Confirm" when prompted.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

The Board of Directors of the Company at their meeting held on 6th June 2019, on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Dirk Bremm (DIN: 08511847) as a Non-Executive Director of the Company with effect from 21st July, 2019, in the casual vacancy caused by the resignation of Mr. Raimar Jahn.

Mr. Dirk Bremm (DIN: 08511847) was born in the year 1973. He studied Business Administration at the Leipzig Graduate School of Management, Leipzig, Germany. He joined BASF SE as Staff to a Division Head in 2000. Thereafter, in 2002, he became the Head of Plastics & Polyurethane Division, BASF South Africa (Pty.) Ltd. In 2004, he was appointed as Group Leader Sales, Polyamide & Intermediates Europe, BASF SE. From 2007-2011, he operated as Vice President, Business Management Coatings Solutions Mexico. In 2012, he served as Senior Vice President, Construction Chemicals Retail Europe, BASF Construction Chemicals, Mannheim, Germany and from 2013-2016, he was the Senior Vice President, Construction Chemicals Americas, BASF Corporation. Since 2017, Mr. Dirk Bremm (DIN: 08511847) is the President, BASF Coatings GmbH, Münster, Germany.

In terms of the provisions of Section 161(4) of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, if the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles of Association of the Company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting of the Company.

The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member, signifying his intention to propose the candidature of Mr. Dirk Bremm (DIN: 08511847) for the office of Director liable to retire by rotation.

Mr. Dirk Bremm (DIN: 08511847) does not hold any shares in the Company by himself or for any other person on a beneficial basis. He does not hold any other Directorships / Committee positions in any other Company in India. He is not related to any other Director of the Company. He will not be receiving any remuneration from the Company.

Mr. Dirk Bremm (DIN: 08511847) is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authority.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for the approval of the Members of the Company.

Except Mr. Dirk Bremm (DIN: 08511847) and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice, except to the extent of their respective shareholding, if any, in the Company.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, in respect of Mr. Dirk Bremm's appointment.

Item No. 2

BASF SE, Germany, Parent Company has decided to globally divest its Construction Chemicals Business to an Affiliate of Lone Star, a global private equity player. Accordingly, the Company now proposes to sell, transfer, assign and deliver the Construction Chemicals Business by way of a slump sale on an ongoing basis to Master Builders Solutions India Private Limited, wholly owned subsidiary of BASF SE, for an overall consideration of Rs. 595.16 crore (Rupees Five Hundred Ninety-Five Crore and Sixteen Lakhs), being the fair value determined by Deloitte Touche Tohmatsu India LLP, Independent Valuer, subject to the adjustments as may be specified in the draft Business Transfer Agreement (BTA) and on terms and conditions as may be more appropriately specified in the BTA and other agreements to be executed by the Company and Master Builders Solutions India Private Limited. As a part of the global transaction, Master Builders Solutions India Private Limited would be acquired, directly or indirectly, by Lone Star and / or its Affiliates from BASF SE, Germany and/ or its Affiliates.

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended, prescribes the procedure for approval of related party transaction(s).

BASF INDIA LIMITED

In accordance with the provisions of Section 188(1)(b) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2019, prior approval of the Members by way of an Ordinary Resolution is required for entering into any transaction between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds 10 percent or more of the net worth of the Company.

As the aggregate value of the consideration to be received by the Company for sale / transfer of Construction Chemicals Business to Master Builders Solutions India Private Limited exceeds 10% of the net worth of the Company, prior approval of the Members of the Company is being sought for the same by way of Postal Ballot.

Subject to the approval of the Members of the Company, the Board of Directors of the Company at their meeting held on 11th February, 2020 have approved the sale, transfer of Construction Chemicals Business of the Company to Master Builders Solutions India Private Limited, wholly owned subsidiary of BASF SE, Germany, by way of slump sale on an ongoing basis for an overall consideration of Rs. 595.16 crores, subject to adjustments and other terms and conditions as may be specified in the BTA.

As per the terms of the draft BTA, the Construction Chemicals Business, which comprises of the following, as may be more appropriately specifically set out in the BTA, shall be transferred to Master Builders Solutions India Private Limited, subject to the adjustments as may be specified in the BTA:

- (i) The Moveable Assets pertaining to the Construction Chemicals business and other Construction Chemicals Business Assets / Liabilities;
- (ii) The Construction Chemicals Business Contracts and the relevant parts of the Shared Contracts which relate exclusively to the Construction Chemicals Business;
- (iii) The Business Permits and Licences, which are capable of being transferred / endorsed under the Applicable Law;
- (iv) The Manufacturing Facilities at Kharagpur, Nellore, Nalagarh, Navi Mumbai (Plot No. C-68), where Construction Chemicals Business Products are manufactured;
- (v) The Manufacturing Facility at Mangalore, where Construction Chemicals Business Products are manufactured, would be sub-leased to Master Builders Solutions India Private Limited, as may be decided by the Board of Directors of the Company;
- (vi) Transferring Employees;
- (vii) Books and Records pertaining to Construction Chemicals Business.

In order to arrive at the overall consideration amount, the Company has obtained and relied upon the valuation report of Deloitte Touche Tohmatsu India LLP. No values have been assigned to any of the individual assets or assumed liabilities comprised in the Construction Chemicals Business. Further, the Company will also obtain all other approvals required for the consummation of the proposed transaction.

The disclosures required to be made under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 as amended are given herein below:

1. Name of the Related Party and Nature of relationship: Master Builders Solutions India Private Limited and BASF India Limited are BASF Group Companies. BASF SE is the ultimate holding Company of all BASF Companies worldwide.
2. Name of the Director or Key Managerial Personnel who is related, if any: None of the Directors or Key Managerial Personnel are related.
3. Nature, material terms, monetary value and particulars of the contract or arrangement: Please refer resolution no. 2 and explanatory statement for item no. 2 of this Postal Ballot Notice.
4. Any other information relevant or important for the Members to take a decision on the proposed resolution:

The transfer of the Construction Chemicals Business of the Company to Master Builders Solutions India Private Limited is on arm's length basis by way of a slump sale and on an ongoing concern basis. The transaction is expected to close in the second quarter of FY 2020-2021.

The Board is of the opinion that the aforementioned proposal is in the best interest of the Company and hence, the Board recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Postal Ballot Notice for the

approval of the unrelated Members of the Company in terms of the provisions of Section 188 of the Companies Act, 2013. The Members are requested to approve all the actions, decisions and approvals accorded by the Board (including the Audit Committee) in connection with the aforementioned transaction.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution set out at Item No. 2 of the Postal Ballot Notice, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors
For BASF India Limited

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

Registered Office:

The Capital, 'A' wing, 1204-C,
12th Floor, Plot No. C-70, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
CIN: L33112MH1943FLC003972
Dated: 11th February, 2020

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POSTAL BALLOT FORM

1. Name and Registered Address of :
the sole/first named member as
registered with the Company

2. Name(s) of the joint-holder(s), :
if any

3. Folio No. / DP ID No.* / Client ID* :
(*Applicable only to Members
holding equity shares in
dematerialized form)

4. No. of Equity Share(s) held :

5. E-voting Event Number (EVEN) :

6. User ID :

7. Password :

I/We hereby exercise my / our vote(s) in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 11th February, 2020, by conveying my / our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	Type of Resolution	No. of Equity Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1.	Appointment of Mr. Dirk Bremm (DIN: 08511847) as a Director of the Company.	Ordinary			
2.	Approval for transfer of Construction Chemicals Business of the Company to Master Builders Solutions India Private Limited.	Ordinary			

(Please note: Ticks in both the boxes would render your Form invalid)

Place :

Date :

Signature of the Member / Authorised Signatory or Representative

Notes:

- Please read the instructions printed overleaf before exercising your vote. These details and instructions form an integral part of the Notice of Postal Ballot of the Company.
- The e-voting period commences on Monday, 23rd March, 2020 (9.00 a.m. IST) and ends on Tuesday, 21st April, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 6th March, 2020, may cast their votes electronically. E-voting will not be allowed beyond 5.00 p.m. on Tuesday, 21st April, 2020 and the e-voting module will be disabled by National Securities Depository Limited (NSDL) thereafter.

INSTRUCTIONS

1. Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. However, in case Members cast their votes through both these modes, then voting done through e-voting shall prevail and voting done through Postal Ballot will be treated as invalid. For detailed instructions on e-voting, please refer to the Notes to the Postal Ballot Notice.
2. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Tuesday, 21st April, 2020 at 5.00 p.m. IST. All Postal Ballot Forms received after the above time and date will be treated as if reply / Postal Ballot Form from such Member have not been received.
3. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Company in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered / speed post at the expense of the Member(s) will also be accepted. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
4. Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 6th March, 2020 will be eligible for voting. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date.
5. There will be one Postal Ballot for every Client ID No. / Folio No., irrespective of the number of joint holders. A Member cannot exercise his vote by proxy on Postal Ballot.
6. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by NSDL / Central Depository Services (India) Limited (CDSL) or as registered with TSR Darashaw Consultants Private Limited / Company, in respect of shares held in dematerialized form or in physical form, respectively. In case of joint holding, this Postal Ballot Form should be completed and signed by the first Member (as per the specimen signature) and in his/her absence by the next named Member.
7. A Member may request in writing for a duplicate Postal Ballot Form, if so required, from TSR Darashaw Consultants Private Limited, Mumbai. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than Tuesday, 21st April, 2020 (5.00 p.m. IST).
8. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
9. Postal Ballot Form which is incomplete or unsigned or defective in any manner is liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
10. Members are requested not to send any other paper / documents along with the Postal Ballot Forms in the enclosed self-addressed postage-prepaid Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney in favour of the Signatory together with attested specimen signature of the duly authorised signatory(ies). In case of e-voting, documents such as certified true copy of Board Resolution / Power of Attorney in favour of the Signatory together with attested specimen signature, should be mailed to the Scrutinizer at hs@hsassociates.net with a copy marked to evoting@nsdl.co.in. The documents should reach the Scrutinizer on or before the close of working hours (5.00 p.m. IST) on Tuesday, 21st April, 2020.
12. In case of any query / grievance in connection with the Postal Ballot including e-voting, Members may contact NSDL by email at e-voting@nsdl.co.in or the Company Secretary at investor-grievance-india@basf.com.

By Order of the Board of Directors
For BASF India Limited

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

Place: Mumbai
Dated: 11th February, 2020