

NOTICE

NOTICE is hereby given that the SIXTY EIGHTH ANNUAL GENERAL MEETING OF BASF INDIA LIMITED will be held at “Yashwantrao Chavan Pratishthan Auditorium”, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 on Friday, 24th August, 2012 at 3.00 p.m. to transact the following business, namely:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at and the Profit and Loss Account for the year ended 31st March, 2012 and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Pradip P. Shah who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. Rainer Diercks who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s. B S R & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 and Article 144 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies from time to time upon such terms and conditions and with or without security as the Board of Directors may think fit for the purposes of the Company's business, notwithstanding that the monies to be borrowed, together with the monies already borrowed, by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, but so that the total amount of monies to be so borrowed together with monies already borrowed (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed the limit of Rs.1,500 Crores (Rupees One Thousand Five Hundred Crores Only) at any one time;

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

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the limits contained in Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956, the Company hereby accords its approval to the revision in the maximum limit of remuneration payable to Mr. Thilo Bischoff, Wholetime Director of the Company, with effect from 1st April, 2012, as specified below:

Salary, additional/adhoc salary, special allowance and other allowances and performance salary, a maximum of Rs. 2,50,00,000/- per annum;

RESOLVED FURTHER THAT subject to the above, all other terms & conditions of maximum limits of remuneration payable to Mr. Thilo Bischoff, as earlier approved shall remain unchanged.”

By Order of the Board of Directors

PRADEEP CHANDAN
Company Secretary

Registered Office:

VIBGYOR Towers, 1st Floor,
Plot No. C-62, 'G' Block,
Bandra Kurla Complex,
Mumbai 400 051.

Dated: 25th April, 2012.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the special businesses proposed to be transacted at the meeting is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 18th August, 2012 to 24th August, 2012 (both days inclusive) for the purpose of determining the eligibility of the members entitled to dividend (subject to the approval of the members at the Annual General Meeting).
4. Payment of dividend as recommended by the Directors, if approved at the Annual General Meeting, will be made payable on or after 28th August, 2012 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on 24th August, 2012 and in respect of shares held in the electronic form, to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on the closure of the business hours on 17th August, 2012.
5. The members are requested to intimate their queries/requirements for clarification on the Annual Report so as to reach the Company on or before 17th August, 2012 which will enable the Company to furnish the replies at the Annual General Meeting.

6. The members are requested to notify (a) to the Depository Participants in case of shares held in electronic form; or (b) to the Company's Registrar & Share Transfer Agent, Sharepro Services (India) Private Limited (Sharepro), 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072, of any change in their address.
7. Members holding shares under multiple folios are requested to submit their applications to Sharepro, for consolidation of folios into single folio.
8. Pursuant to the provisions of sub-section (5) of Section 205A of the Companies Act, 1956, any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account, shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government.

Those members who have so far not encashed their dividend warrants for the following years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956, on the respective dates mentioned there against. Kindly note that the refund of the unclaimed/unpaid dividend amount cannot be claimed by the members after the same is transferred to the Investor Education and Protection Fund.

Financial Year ended	Dates by which unpaid dividend amount will be credited/transferred to the Investor Education and Protection Fund
31.03.2005	04.08.2012
31.03.2005	19.09.2012*
31.03.2006	08.09.2013
31.03.2006	19.09.2013*
31.03.2007	06.09.2014
31.03.2007	03.10.2014*
31.03.2008	15.09.2015
31.03.2008	29.09.2015*
31.03.2009	15.09.2016*
31.03.2009	23.09.2016
31.03.2010	15.09.2017
31.03.2011	28.09.2018

* Refers to dividend declared by the erstwhile Ciba India Limited, now merged with the Company.

9. The Securities and Exchange Board of India (SEBI) vide its circular No. MRD/DoP/SE/Dep/Cir-4/2005 dated January 28, 2005 has reviewed the dematerialization charges being levied to investors. Pursuant to the said circular, with effect from 1st April 2005, the Depositories will collect the custody charges from the Issuers on per folio (ISIN position) basis and the same will not be levied on any investors. Accordingly, the Company has paid the custody charges levied by the Central Depository Services (India) Limited and the National Securities Depository Limited for the financial year 2012-2013.
10. The Company's Equity Shares are listed on the BSE Ltd., P. J. Towers, Dalal Street, Mumbai 400 001 and The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 and the Company has paid the annual listing fees for the financial year 2012-2013 to both the Stock Exchanges.
11. With respect to payment of dividend, the Company provides the facility of Electronic Clearing Services (ECS) to all shareholders holding shares in electronic and physical forms, residing in the following cities:

Ahmedabad, Bangalore, Bhubhaneshwar, Chandigarh, Chennai, Hyderabad, Jaipur, Kolkata, Mumbai, New Delhi, Patna, Pune and Trivandrum.

The Company also provides the facility of National Electronic Clearing Services (NECS) to all shareholders holding shares in electronic and physical forms. Shareholders holding shares in the physical form who wish to avail ECS/NECS facility, may authorise the Company with their ECS/NECS mandate in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent, Sharepro Services (India) Private Limited (Sharepro), 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072. Requests for payment of dividend through ECS/NECS for the year 2011-2012 should be lodged with Sharepro on or before 17th August, 2012.
12. In terms of Section 109A of the Companies Act, 1956, every holder of shares of the Company, may at any time nominate in the prescribed manner, a person to whom his/her shares in the Company shall vest, in the event of his/her death. Members who wish to avail of this facility, may fill the prescribed Form No. 2B and forward the same to Sharepro.
13. As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the details of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report, forming part of the Annual Report.
14. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail address with the Company by filling up the 'E-communication Registration' Form printed at the end of this Notice and send the duly filled in Form to M/s. Sharepro Services (India) Pvt. Ltd., Registrar & Share Transfer Agent of the Company. Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants.
15. Members are requested to bring their Annual Report alongwith them to the meeting.

EXPLANATORY STATEMENT

Pursuant to Section 173 of the Companies Act, 1956.

Item No. 6

Members, at the meeting held on 26th August, 2011, had authorized the Board to borrow up to Rs. 800 Crores from Banks/Financial Institutions etc. notwithstanding that the money or monies to be borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the Paid up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose.

To facilitate future business expansions, your Company would be requiring further funds, either in the form of equity or debt from Financial Institutions, Banks or others. It is, therefore, proposed to enhance the borrowing limits from the existing Rs.800 Crores to Rs.1,500 Crores by seeking appropriate approval from the Members of the Company under the provisions of Section 293(1)(d) of the Companies Act, 1956.

The Board of Directors recommend the passing of the resolution set out in Item No. 6 of the accompanying Notice.

None of the Directors of the Company is in any way concerned or interested in the Resolution.

Item No. 7

At the Sixty Seventh Annual General Meeting held on 26th August, 2011, the shareholders had, inter alia, approved the maximum limits for payment of remuneration to Mr. Thilo Bischoff, Wholetime Director of the Company and empowered the Board of Directors to vary the terms of remuneration in such manner as the Board in their absolute discretion deems fit, provided that the remuneration payable to Mr. Thilo Bischoff is within the limits of payment of managerial remuneration specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto, as may be made from time to time or the Companies Act, 1956 as may be recodified.

The maximum limit of remuneration payable to Mr. Thilo Bischoff, Wholetime Director of the Company, earlier approved by the members at the Annual General Meeting held on 26th August, 2011 and the proposed revision in the said limits for approval of the members are given below:

Description	Existing (as approved by the members)	Proposed
Salary, additional/adhoc salary, special allowances and other allowances as may be determined by the Directors from time to time.	Not exceeding Rs.1,40,00,000 p.a.	Not exceeding Rs.1,60,00,000 p.a.
Performance salary as may be determined by the Board of Directors from time to time	Not exceeding Rs. 90,00,000 p.a.	Not exceeding Rs. 90,00,000 p.a.

All other terms and conditions of maximum limits of remuneration payable to Mr. Thilo Bischoff, Wholetime Director of the Company, as approved by the shareholders at the Sixty Seventh Annual General Meeting held on 26th August, 2011 shall remain unchanged.

The total remuneration payable including by way of salary, additional/adhoc salary, perquisites and other allowances, performance salary, contribution to provident fund, superannuation fund and benefits under the Company's pension scheme to the Managing Director and Wholetime Directors taken together shall not exceed 10% of the profits of the Company calculated in accordance with Section 198, 309 and Schedule XIII of the Companies Act, 1956.

The revision in the terms and conditions of remuneration payable to Mr. Thilo Bischoff as a Wholetime Director of the Company as set out in the Notice and Explanatory Statement may be treated as an abstract of the terms of appointment under Section 302 of the Companies Act, 1956.

The Board of Directors recommend passing of the resolution set out in Item No. 7 of the accompanying notice.

Mr. Thilo Bischoff, may be deemed to be concerned or interested in the passing of the resolution at Item No. 7 in so far as it relates to the revision in his maximum limits of remuneration.

By Order of the Board of Directors

PRADEEP CHANDAN
Company Secretary

Registered Office:

VIBGYOR Towers, 1st Floor,
Plot No. C-62, 'G' Block,
Bandra Kurla Complex,
Mumbai 400 051.

Dated: 25th April, 2012.



The Chemical Company

Registered Office : 1 Floor, VIBGYOR Towers,
Plot No. C-62, 'G' Block, Bandra Kurla Complex,
Mumbai - 400 051.

April 25, 2012

Dear Shareholder,

Sub: Registration of e-mail address -Green initiative in Corporate Governance

Ref: Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, issued by the Ministry of Corporate Affairs (MCA), Government of India.

Further to our letter dated July 26, 2011, kindly note that the MCA, vide its Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively ("the said Circulars") has clarified that a Company will be deemed to have complied with the provisions of Sections 53 and 219 (1) of the Companies Act, 1956, in case documents like Notice, Annual Report, etc, are sent to its Members in electronic form to their registered e-mail addresses, subject to compliance with the conditions stated therein.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment. The benefits will also include:

- Prompt receipt of communication.
- Elimination of wastage of paper.
- Avoidance of loss of document in postal transit.
- Save costs on paper and postage.

The Company proposes to send its Notice, Annual Report, etc. in electronic form to its Members in support of the Green Initiative of the MCA for all General Meetings to be held in future.

If you desire to take part in the green initiative of the Company, you are requested to register your email address with the Company by filling up the 'E-communication Registration Form printed on the back of this letter and sending it to the following address. In case you hold shares in electronic form, you are requested to register your email address with your respective Depository Participant(s).

Sharepro Services (India) Private Ltd.,
Unit : **BASF India Limited,**
13 AB, Samhita Warehousing Complex, 2nd Floor,
Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Andheri (East)
Mumbai 400 072.

Please note that as a shareholder, you are always entitled to request and receive, free of cost, a printed copy of the Annual Report of the Company and other documents at any point of time during the financial year, in accordance with the provisions of the Companies Act, 1956.

Thanking you for supporting this unique initiative and assuring you of our best attention at all times.

For **BASF India Limited**

Pradeep Chandan
Company Secretary

please turn over

E-COMMUNICATION REGISTRATION FORM

To,
Sharepro Services (India) Private Ltd.,
Unit : BASF India Limited,
13 AB, Samhita Warehousing Complex, 2nd Floor,
Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Andheri (East),
Mumbai 400 072.

Dear Sir/Madam,

Sub: Registration of my e-mail address - Green initiative in Corporate Governance

I agree to receive the documents as referred to in the Company's letter dated April 25, 2012, in electronic mode. Please register my e-mail address, as mentioned hereunder, in your records for sending communication through e-mail.

Folio No. :

DP ID :

Client ID :

Name of 1st Registered Holder :

Name(s) of Joint Holder(s), if any :

Registered Address :

E-mail ID :

Date

Signature of the first holder

Important Notes:

- (1) Shareholders are requested to keep the Company informed as and when there is any change in their e-mail address. Unless the e-mail address given above is changed by the concerned shareholder by sending another communication in writing, the Company will continue to send the Annual Report to the e-mail address registered with the Company.
- (2) The above e-mail address will be registered subject to verification of your signature with the specimen signature registered with the Company.
- (3) On registration, all the communication will be sent to the e-mail registered in the Folio/DP ID & Client ID.
- (4) This form has been uploaded on the website of the Company www.india.basf.com