

## NOTICE

NOTICE is hereby given that the SEVENTY SECOND 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 Thursday, 11<sup>th</sup> August, 2016 at 3:00 p.m. to transact the following business, namely:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2016 including the audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares @ 10% i.e. Re. 1/- per equity share for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Dr. Rainer Diercks (DIN: 01725080), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To ratify the appointment of the Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022) as the Statutory Auditors of the Company for the financial year 2016-2017 and who hold office until the conclusion of the Annual General Meeting of the Company to be held for the financial year 2016-2017, as approved by the Members at the Seventieth Annual General Meeting, be and is hereby ratified and the Board of Directors be and is hereby authorised to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2017."

### SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2017, amounting to Rs. 13 lakhs (Rupees Thirteen lakhs only) per annum, plus applicable taxes and reimbursement of out of pocket expenses, in connection with the said audit, be and is hereby ratified & confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Amendment) Act, 2015 and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification(s) or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into transactions with BASF Hongkong Limited (a 'Material Related Party'), for sale and/or purchase of chemicals/materials and availing or rendering of services upto the maximum annual value of Rs. 2000 crores (Rupees Two Thousand Crores only) for a period of 5 years with effect from 1<sup>st</sup> April, 2017, on such terms and conditions as may be mutually agreed between the Company and BASF Hongkong Limited;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the transactions with the Material Related Party and execute such agreements, documents and writings 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.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in compliance with the provisions of Section 94 read with Sections 88, 92 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and corresponding sections of the erstwhile Companies Act, 1956], the consent of the members of the Company be and is hereby accorded to keep, maintain and preserve the Register and Index of Members under Section 88 of the Act, copies of Annual Returns prepared under Section 92 of the Act together with copies of certificates and documents required to be annexed thereto, at the office of the Company’s Registrar and Share Transfer Agent (R&T Agent), TSR Darashaw Limited at 6-10, H. M. Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi (West), Mumbai – 400 011 instead of being kept at the Registered Office of the Company with effect from 15<sup>th</sup> June, 2016 or at such other place within Mumbai, where the R&T Agent may shift its office from time to time;

RESOLVED FURTHER THAT the records of the Company including the Registers, Index of Members, Returns, Books, Certificates and other documents of the Company required to be maintained and kept for inspection under the provisions of the Act, be kept open for such inspection, at the above mentioned place for persons entitled thereto, to the extent and in the manner and on payment of fees, if any, specified in the Act, between 10.30 a.m. and 12.30 p.m. on any working day (Monday to Friday) except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company, provided however, that the Register required to be maintained under Section 170 of the Act shall be kept open for inspection of the Members at the Registered Office of the Company during the hours mentioned above during the period prescribed under Section 171(1) of the Act;

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors

PRADEEP CHANDAN  
*Director – Legal, General Counsel  
& Company Secretary*

*Registered Office:*

Plot No. 37, Chandivali Farm Road,  
Chandivali, Andheri (East)  
Mumbai 400 072.

CIN: L33112MH1943FLC003972

Dated: 3<sup>rd</sup> May, 2016

Route map to the venue of the AGM



The prominent landmark for the venue is near Mantralaya.

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution/authorization, as applicable. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice.
5. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 5<sup>th</sup> August, 2016 to Thursday, 11<sup>th</sup> August, 2016 (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).
6. Dividend as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or after 16<sup>th</sup> August, 2016 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on 11<sup>th</sup> August, 2016 and in respect of shares held in 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) at the close of business hours on Thursday, 4<sup>th</sup> August, 2016.
7. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report so as to reach the Company by Thursday, 4<sup>th</sup> August, 2016 which will enable the Company to furnish replies at the Annual General Meeting.
8. Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, TSR Darashaw Limited (TSRDL) at 6-10, H. M. Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi (West), Mumbai – 400 011, in case of shares held in physical form.
9. Members holding shares under multiple folios are requested to submit their applications to TSRDL for consolidation of folios into a single folio.
10. Pursuant to the provisions of sub-section (5) of Section 205A of the Companies Act, 1956 or re-enactment thereof upon effectiveness of relevant provisions of the Companies Act, 2013 and the Rules framed thereunder, 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 (IEPF) of the Central Government.

Accordingly, the Company has transferred Rs. 6,18,821/- and Rs. 2,61,856/-, being the unclaimed dividend amounts of the Company and the erstwhile Ciba India Limited respectively, for the financial year ended 31<sup>st</sup> March, 2008 to the IEPF of the Central Government on 8<sup>th</sup> October, 2015 & 19<sup>th</sup> October, 2015, respectively.

The Company has sent separate reminders to the shareholders of the Company and erstwhile Ciba India Limited on 23<sup>rd</sup> January, 2016 & 4<sup>th</sup> April, 2016, respectively, requesting them to claim their dividend for the financial year ended 31<sup>st</sup> March, 2009. As required under the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 20<sup>th</sup> August, 2015 (i.e. date of last Annual General Meeting of the Company) on the website of the Company ([www.basf.com/in](http://www.basf.com/in)) and also filed the same with the Ministry of Corporate Affairs.

Those members who have so far not encashed their dividend warrants for the following financial years, may claim or approach the Company for the payment thereof, failing which the same will be transferred to the Investor Education and Protection Fund of the Central Government, on the respective dates mentioned there against.

<b>Financial Year ended</b>	<b>Dates by which unpaid dividend amount will be credited/transferred to the Investor Education and Protection Fund</b>
31.03.2009	15.09.2016*
31.03.2009	23.09.2016
31.03.2010	15.09.2017
31.03.2011	28.09.2018
31.03.2012	29.09.2019
31.03.2013	05.10.2020
31.03.2014	02.10.2021
31.03.2015	23.09.2022

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

11. SEBI has mandated the submission of Permanent Account Number (PAN) by each participant in the securities market. Members holding shares in electronic form are, therefore, requested to furnish their PAN to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can furnish their PAN to TSR Darashaw Limited / Secretarial Department of the Company.
12. With respect to payment of dividend, the Company provides the facility of Electronic Clearing Services (ECS)/ National Automated Clearing House (NACH) to all shareholders holding shares in electronic and physical forms. Shareholders holding shares in physical form who wish to avail ECS/NACH facility, may authorize the Company with their ECS/NACH mandate in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent, TSR Darashaw Limited (TSRDL), 6-10, H. M. Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi (West), Mumbai – 400 011. Requests for payment of dividend through ECS/NACH for the year 2015-2016 should be lodged with TSRDL on or before Thursday, 4<sup>th</sup> August, 2016.

13. The Company's Equity Shares are listed on the BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 and the National Stock Exchange of India Limited, Exchange Plaza, 5<sup>th</sup> Floor, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 and the Company has paid the annual listing fees for the financial year 2016-2017 to both the Stock Exchanges. The Company has also paid the annual custody charges levied by the Central Depository Services (India) Limited and the National Securities Depository Limited for the financial year 2016-2017.
14. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities in the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to TSRDL.
15. Details of the Director seeking re-appointment under Item No. 3 of this Notice are provided at page no. 44 of the Annual Report.
16. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with the Company by filling up the 'E-communication Registration' Form, which is available on the website of the Company [www.basf.com/in](http://www.basf.com/in). Members are requested to send the duly filled in Form to TSR Darashaw Limited, Registrar & Share Transfer Agent of the Company for registration. On registration, all the communications will be sent to the e-mail address of the member registered with the Company. Members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, free of cost, upon making a request for the same.
17. Electronic copy of the Annual Report 2015-2016 along with the Notice are being sent to all those members whose e-mail addresses are registered with the Company/Depository Participant(s). Members are requested to print the Attendance Slips and submit a duly filled in Attendance Slip at the Registration Counter at the Annual General Meeting. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2015-2016 are being sent in the permitted mode. Members may also note that the Notice of the 72<sup>nd</sup> Annual General Meeting, Attendance Slip and the Annual Report are also available on the Company's website [www.basf.com/in](http://www.basf.com/in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.
18. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to enable the members to cast their votes electronically on all the resolutions set forth in the Notice convening the 72<sup>nd</sup> Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facilities.

The Instructions for remote e-voting are provided in the Attendance Slip, which is enclosed along with the Annual Report. Members are advised to read the instructions carefully before exercising their vote.
19. Members are requested to bring their copy of the Annual Report along with them to the meeting.

## Explanatory Statement

*Pursuant to Section 102 of the Companies Act, 2013.*

### Item No. 5

M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), were appointed as the Cost Auditors of the Company to conduct the audit of the cost records of Company's products viz., Insecticides, Dyes, Paints, Varnishes & Chemicals for the financial year 2015-2016. M/s. R. Nanabhoy & Co., Cost Accountants have conveyed their willingness to act as the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2017 and their appointment, if made, would be within the limits provided in Section 141(3)(g) or any other applicable provisions of the Companies Act, 2013, for the financial year ending 31<sup>st</sup> March, 2017.

In terms of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the Members. The remuneration payable to M/s. R. Nanabhoy & Co., Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending 31<sup>st</sup> March, 2017 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 3<sup>rd</sup> May, 2016, is Rs. 13 lakhs (Rupees Thirteen lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses.

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members of the Company is sought to ratify remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

### Item No. 6

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Amendment) Act, 2015 prescribes the procedure for approval of related party transaction(s). Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of Members' approval for material related party transaction(s).

The proviso to Section 188 also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in its ordinary course of business and at arms' length basis. In terms of the explanation to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transaction(s) with a related party are considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

BASF Hongkong Limited ("Material Related Party") is a "Related Party" within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. BASF SE, Germany is the ultimate holding Company of all BASF Companies worldwide. BASF SE along with its affiliates viz., BASF Schweiz AG and BASF Construction Solutions GmbH ("Promoter Group") holds 73.33% of the voting capital of the Company.

The transactions of the Company with the Material Related Party is likely to exceed 10% of the annual turnover of the Company in each financial year.

In terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transaction(s) shall require the approval of the Members through Ordinary Resolution and all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on such resolutions. Accordingly, the Promoter Group shall abstain from voting on this resolution for approval of material related party transactions.

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 are given herein below:

1. Nature of relationship: BASF Hongkong Limited is an affiliate Company of the Company. 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 is related.
3. Nature, material terms, monetary value and particulars of the contract or arrangement: See resolution no. 6 of this Notice.
4. Any other information relevant or important for the members to take a decision on the proposed resolution: The transactions of the Company with the aforementioned related party put up for approval are on arms' length basis. These transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company.

Keeping in view the intent of the law, all transactions (irrespective of the nature of the transactions) with the Material Related Party have been aggregated while applying threshold limits for seeking your approval.

The above contracts/arrangements/transactions were approved by the Audit Committee and the Board of Directors as the same are in the interest of the Company.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Ordinary Resolution set out at Item No. 6 of this Notice. This Explanatory Statement may also be treated as a disclosure under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval by the unrelated Members of the Company.

#### **Item No. 7**

The Company has appointed TSR Darashaw Limited as its Registrar and Share Transfer Agent in place of Sharepro Services (India) Private Limited with effect from 15<sup>th</sup> June, 2016 to carry out the duties, functions and obligations of the share department of the Company and to perform all matters, deeds, acts, incidental/ancillary thereto.

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rule 14 of the Companies (Management and Administration) Rules, 2014, the Register and Index of Members maintained pursuant to Section 88 and copies of Annual Returns prepared pursuant to Section 92 of the aforesaid Act, shall be open for inspection during business hours at such reasonable time on every working day as the Board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of such fee as may be specified in the Articles of Association of the Company but not exceeding fifty rupees for each inspection. The Company may, by a Special Resolution, authorise that all or any of such registers, indexes and other documents may, instead of being kept at the Registered office of a Company, be kept at any other place within the city in which the Registered office of the Company is situated.



After obtaining the Members' approval, the aforementioned registers and returns will be kept at the office of the Company's Registrar & Share Transfer Agent, TSR Darashaw Limited at 6-10, H. M. Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi (West), Mumbai – 400 011 or at such other place within Mumbai, where the Company's Registrar & Share Transfer Agent may shift its office from time to time.

Accordingly, the approval of Members is sought by way of a Special Resolution as set out at Item No. 7 of the accompanying Notice for keeping the Register and Index of Member/s, copies of Annual Return/s and such other documents as decided by the Board from time to time at the office of TSR Darashaw Limited. The time for inspection of the aforementioned documents by the Members or such persons as are entitled to such inspection at the office of TSR Darashaw Limited, will be between 10.30 a.m. and 12.30 p.m. on any working day.

A certified copy of the proposed Special Resolution will be delivered to the Registrar of Companies, Mumbai, Maharashtra, in advance.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the Special Resolution set out at Item No. 7 of the Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

By Order of the Board of Directors

PRADEEP CHANDAN  
*Director – Legal, General Counsel  
& Company Secretary*

*Registered Office:*

Plot No. 37, Chandivali Farm Road,  
Chandivali, Andheri (East)  
Mumbai 400 072.

CIN: L33112MH1943FLC003972

Dated: 3<sup>rd</sup> May, 2016



**Form No. MGT – 11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____
Registered Address : _____ _____
E-mail ID : _____ *Folio No./DP ID and Client ID : _____

\* For details with respect to your Folio No./DP ID, Client ID and number of shares, please refer to the Attendance Slip enclosed along with the Annual Report.

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday, the 11<sup>th</sup> day of August, 2016 at 3.00 p.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description of the Resolution	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31 <sup>st</sup> March, 2016.		
2.	Declaration of dividend for the financial year 2015-2016.		
3.	Re-appointment of Dr. Rainer Diercks (DIN: 01725080) as Director, who retires by rotation.		
4.	Ratification of the appointment of M/s. B S R & Co. LLP (Registration No. 101248W/W-100022), as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31 <sup>st</sup> March, 2017.		
<b>Special Business</b>			
5.	Ratification of remuneration payable to Cost Auditor, M/s. R. Nanabhoy & Co. (Firm Registration No. 000010), for the financial year ending 31 <sup>st</sup> March, 2017.		
6.	Approval of the annual limit for transactions with BASF Hongkong Limited, a material related party for a period of 5 years.		
7.	Special Resolution for keeping Register and Index of Members, copies of Annual Returns and other documents at the office of the Company's Registrar & Share Transfer Agent, TSR Darashaw Limited.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy holder(s)

**Notes:**

1. \*It is optional to put a 'X' in the appropriate column against the respective resolutions indicated in the table above. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. For the detailed resolutions, explanatory statement and notes, please refer to the Notice of the 72<sup>nd</sup> Annual General Meeting of the Company.
4. This form of Proxy, to be effective, should be duly completed and deposited at the Registered Office of the Company at Plot No. 37, Chandivali Farm Road, Chandivali, Andheri (East), Mumbai-400 072 not later than 48 hours before the commencement of the aforesaid meeting.