

NOTICE

NOTICE is hereby given that the SEVENTY THIRD 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, 28th September, 2017 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 financial year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017 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 31st March, 2017.
3. To appoint a Director in place of Dr. Andrea Frenzel (DIN: 07070693), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
4. To consider and approve the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.: 012754N/N500016), as the Statutory Auditors of the Company 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 made thereunder, as amended from time to time and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), and the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to them as per the recommendation of the Audit Committee.”

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 and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, 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 31st March, 2018, amounting to Rs. 14.30 lakhs (Rupees Fourteen Lakhs Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him/her through such mode of service, provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the despatch of the document by the Company;

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 necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, as may be applicable and to the extent required in this regard and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Rajesh Naik (DIN: 06935998) as Whole-time Director of the Company and to his receiving remuneration, benefits and amenities as Whole-time Director for a period of 2 years from 1st April, 2017 to 31st March, 2019, upon the terms, conditions and stipulations contained in the Agreement to be entered into between the Company and Mr. Rajesh Naik, a draft whereof is placed before the meeting and initialled by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary the terms and conditions of appointment, including the remuneration payable to Mr. Rajesh Naik, provided, however, that the remuneration payable to Mr. Rajesh Naik shall be in accordance with the provisions specified in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time;

RESOLVED FURTHER THAT where, in any financial year, during the tenure of appointment of Mr. Rajesh Naik, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Rajesh Naik as specified in the draft Agreement referred to above, based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to obtaining other necessary approvals, as may be required, in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time. In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove;

- (a) Contribution to provident fund, superannuation fund or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure;

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.”

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

“RESOLVED THAT in accordance with the provisions of Sections 161(2), 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, as may be applicable and to the extent required in this regard and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Dr. Lakshmi Nadkarni (DIN: 07076164), as Alternate Director to Dr. Andrea Frenzel (DIN: 07070693) and being in whole-time employment of the Company, as a Whole-time Director of the Company and to her receiving remuneration, benefits and amenities for a period of 2 years from 1st April, 2017 to 31st March, 2019, upon the terms, conditions and stipulations contained in the Agreement to be entered into between the Company and Dr. Lakshmi Nadkarni, a draft whereof is placed before the meeting and initialled by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary the terms and conditions of appointment, including the remuneration payable to Dr. Lakshmi Nadkarni, provided, however, that the remuneration payable to Dr. Lakshmi Nadkarni shall be in accordance with the provisions specified in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time;

RESOLVED FURTHER THAT in the event of Dr. Lakshmi Nadkarni ceasing to be Alternate Director at any time, during the aforesaid term and being re-appointed as Alternate Director of the Company, Dr. Lakshmi Nadkarni shall continue as Whole-time Director of the Company on the aforesaid terms and conditions upon such re-appointment except that during the period that she ceases to be Alternate Director of the Company, she shall continue as an employee of the Company on the same terms and conditions as aforesaid;

RESOLVED FURTHER THAT where, in any financial year, during the tenure of appointment of Dr. Lakshmi Nadkarni, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Dr. Lakshmi Nadkarni as specified in the draft Agreement referred to above, based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to obtaining other necessary approvals, as may be required, in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time. In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove;

- (a) Contribution to provident fund, superannuation fund or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure;

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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to such approvals, as may be applicable and to the extent required in this regard, the consent of the members of the Company be and is hereby accorded for payment of remuneration by way of salary, performance linked incentive, perquisites and any other allowances to the following Directors of the Company, within the maximum limits of remuneration detailed hereunder, as minimum remuneration, in the event the Company has no profits or its profits are inadequate, during the period stated therein, as may be mutually agreed between the Board and the said Directors of the Company:

Particulars	Dr. Raman Ramachandran	Mr. Narendranath J. Baliga*	Mr. Rajesh Naik	Dr. Lakshmi Nadkarni*
Designation	Chairman & Managing Director	Chief Financial Officer & Alternate Director	Whole-time Director	Alternate Director to Dr. Andrea Frenzel
Period of approval for payment of remuneration within maximum limits, as minimum remuneration	1 st April, 2017 to 31 st March, 2018	1 st April, 2017 to 31 st December, 2019	1 st April, 2017 to 31 st March, 2019	1 st April, 2017 to 31 st March, 2019
Salary, special and other allowances as may be determined by the Board of Directors from time to time.	Not exceeding Rs. 2,50,00,000 p.a (Present monthly basic salary being Rs. 13,55,417)	Not exceeding Rs. 2,25,00,000 p.a. (Present monthly basic salary being Rs. 7,00,417)	Not exceeding Rs. 2,25,00,000 p.a. (Present monthly basic salary being Rs. 4,58,450)	Not exceeding Rs. 2,25,00,000 p.a. (Present monthly basic salary being Rs. 5,82,860)
Performance linked incentive as may be determined by the Board of Directors from time to time.	Not exceeding Rs.1,75,00,000 p.a.	Not exceeding Rs.1,00,00,000 p.a.	Not exceeding Rs.1,00,00,000 p.a.	Not exceeding Rs.1,00,00,000 p.a.
Perquisites including furnished/unfurnished accommodation, house rent allowance in lieu thereof, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, medical insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.	Not exceeding Rs.1,50,00,000 p.a.	Not exceeding Rs.1,50,00,000 p.a.	Not exceeding Rs.1,50,00,000 p.a.	Not exceeding Rs.1,50,00,000 p.a.

* Being in the whole-time employment of the Company, also appointed as a Whole-time Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest 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: 4th May, 2017

Route map to the venue of the AGM



The prominent landmark for the venue is 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/E-VOTING 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 COMMENCEMENT OF THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS 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, 22nd September, 2017 to Thursday, 28th September, 2017 (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 Board of Directors, if approved at the Annual General Meeting, will be paid on or after 3rd October, 2017 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on 28th September, 2017 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, 21st September, 2017.
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, 21st September, 2017 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 Section 124(5) of the Companies Act, 2013, 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. 6,11,940 and Rs. 2,87,287, being the unclaimed dividend amounts of the Company and the erstwhile Ciba India Limited (amalgamated with the Company) respectively, for the financial year ended 31st March, 2009 to the IEPF on 21st October, 2016 & 1st October, 2016, respectively.

The Company has sent separate reminders to the shareholders of the Company on 12th April, 2017 & 29th April, 2017, respectively, requesting them to claim their dividend for the financial year ended 31st March, 2010. As required under the provisions of Section 124(2) of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 11th August, 2016 (i.e. date of last Annual General Meeting of the Company) on the website of the Company (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 approach the Company for the payment thereof, failing which the same will be transferred to the Investor Education and Protection Fund, on the respective dates mentioned there against.

Financial Year ended	Dates on which unpaid dividend amount will be credited/transferred to the Investor Education and Protection Fund
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
31.03.2016	23.09.2023

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), in addition to the unpaid or unclaimed dividend which is required to be transferred by the Company to IEPF, equity shares relating to such unpaid/unclaimed dividend are also required to be transferred to IEPF Account. Members are requested to take note of the aforesaid newly notified sections of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Account. Details of unpaid/unclaimed dividend are uploaded on the website of the Company before transferring to IEPF. The Company provides an opportunity to the shareholders to claim the unpaid/unclaimed dividend due to them, failing which shares (held either in physical or electronic mode) shall be transferred by the Company to IEPF Account. Shareholders can however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF Account from the IEPF Authority, by making an application in the manner specified under the IEPF Rules.

11. SEBI has mandated the submission of Permanent Account Number (PAN) by each participant in the securities market. Members holding shares in physical form can furnish their PAN to TSRDL/Company Secretarial Department of the Company.
12. With respect to the payment of dividend, the Company provides the facility of remittance of dividend amount electronically through 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 NACH facility, may submit their bank details viz., Name of the Bank and Branch, their A/c type and Core Banking A/c No. with 9 digit MICR and 11 digit IFSC code along with the copy of cancelled cheque 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 NACH for the year 2016-2017 should be lodged with TSRDL on or before the book closure date i.e. Thursday, 21st September, 2017.

13. The Company's Equity Shares are listed on the BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 and National Stock Exchange of India Limited, Exchange Plaza, C-1, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. The Company has paid the annual listing fees for the financial year 2017-2018 to both the Stock Exchanges. The Company has also paid the annual custody charges levied by National Securities Depository Limited and Central Depository Services (India) Limited for the financial year 2017-2018.
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 Directors seeking appointment/re-appointment under Item Nos. 3, 7 and 8 of this Notice are provided at page no. 53 of the Annual Report.
16. Members holding shares in physical form, 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 and send the said form to TSRDL duly signed by the first named shareholder as per the specimen signature recorded with the Company/Registrar and Share Transfer Agent. 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 Participant. Members are entitled to receive communication in physical form, free of cost, upon making a request for the same.
17. An electronic copy of the Annual Report 2016-2017 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 2016-2017 are being sent by the permitted modes. Members may also note that the Notice of the 73rd Annual General Meeting, Attendance Slip and the Annual Report are available on the Company's website www.basf.com/in. Physical copies of the aforesaid documents and the documents referred to in the Notice 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 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 73rd 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 2016-2017. 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 31st March, 2018 and have informed the Company that 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 31st March, 2018.

The Board of Directors of the Company at its meeting held on 4th May, 2017 have appointed them as the Cost Auditors of the Company for the financial year ending 31st March, 2018.

In terms of the provisions 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 31st March, 2018 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 4th May, 2017, is Rs. 14.30 lakhs (Rupees Fourteen Lakhs Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

Accordingly, the consent of the Members of the Company is sought to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

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.

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.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivery at his/her office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors of the Company have proposed that members be charged a sum equivalent to the estimated expenses of delivery of the documents through a particular mode, if any, requested by a member for delivery of such documents to him/her through such mode of service.

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

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. 6 of the Notice.

Item No. 7

1. The Board of Directors of the Company at its meeting held on 23rd March, 2017, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members, appointed Mr. Rajesh Naik as Whole-time Director of the Company for a period of 2 years from 1st April, 2017 to 31st March, 2019, on the terms and conditions as detailed in para 3 below. A brief profile of Mr. Rajesh Naik in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is detailed in para 2 below.
2. Mr. Rajesh Naik, presently 47 years of age, is a Chemical Engineer from MS University, Vadodara. Mr. Rajesh Naik joined BASF on 7th April, 2014. He has valuable experience of over 25 years and has worked with Companies like Asian Paints and EI Dupont India Private Limited. Prior to joining the Company, Mr. Rajesh Naik was working as Vice-President–Marketing with EICL Limited based at Bangalore. Mr. Rajesh Naik does not hold any Directorship/Committee positions in any other Company in India. He is not related to any other Director of the Company. Mr. Rajesh Naik acted as an Alternate Director to Dr. Rainer Diercks upto the close of business hours as on 31st March, 2017. Having regard to his qualifications, experience and association with the Company, the Board of Directors of the Company considers that it will be in the interest of the Company to appoint Mr. Rajesh Naik as Whole-time Director of the Company for a period of 2 years from 1st April, 2017 to 31st March, 2019.
3. The essential terms and conditions of his appointment and remuneration payable are as under:
 - (i) Mr. Rajesh Naik shall carry out such functions and duties as may be entrusted to him by the Managing Director of the Company from time to time.
 - (ii) Period of Agreement: 2 years from 1st April, 2017 to 31st March, 2019.
 - (iii) Remuneration: The remuneration payable to Mr. Rajesh Naik by way of salary, performance linked incentive, perquisites and any other allowances shall be determined by the Board from time to time on the recommendation/approval of the Nomination & Remuneration Committee and shall be in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time. The remuneration payable to Mr. Rajesh Naik as determined by the Board of Directors, based on the approval of the Nomination & Remuneration Committee, is as under:
 - (a) Salary, special allowance and any other allowances, not exceeding Rs. 2,25,00,000 per annum, the current basic salary with effect from 1st April, 2017 being Rs. 4,58,450 per month.
 - (b) In addition to remuneration payable under (a) above, Mr. Rajesh Naik is entitled to perquisites including furnished/unfurnished accommodation/house rent allowance in lieu thereof, medical reimbursements for self and family, leave travel concession for self and family, club fees, personal accident insurance, medical insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.

The monetary value of the perquisites aforesaid not exceeding Rs.1,50,00,000 p.a.
 - (c) Performance linked incentive as may be determined by the Board from time to time, not exceeding Rs.1,00,00,000 p.a.
 - (d) Company's contribution to provident fund, superannuation fund and benefit under the Company's pension scheme, gratuity and encashment of leave at the end of the tenure will be permitted, in accordance with the rules of the Company. The Company's contribution to provident fund and superannuation fund benefits under the Company's pension scheme, gratuity and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites stated in 3(iii)(b) above to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961. The Company shall provide a car to Mr. Rajesh Naik and the expenses

connected therewith will be borne by the Company. These perquisites will also not be included in the computation of the ceiling on perquisites. For the purpose of computing the ceiling on perquisites, the same would be valued as per the Income Tax Rules, 1962, wherever applicable.

- (e) Where in any financial year during the tenure of appointment of Mr. Rajesh Naik, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Rajesh Naik as specified in the draft Agreement, after obtaining necessary approvals, as may be required, in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove:

- (a) Contribution to provident fund, superannuation fund or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
 - (b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
 - (c) Encashment of leave at the end of the tenure;
- (f) The total remuneration payable by way of salary, performance linked incentive, perquisites and any other allowances, contribution to provident fund, superannuation fund and benefits under the Company's pension scheme to Mr. Rajesh Naik shall be as per the limits prescribed under Sections 197, 198 and Schedule V of the Companies Act, 2013.

(iv) Other Terms:

1. Mr. Rajesh Naik shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.
2. Mr. Rajesh Naik shall be entitled to housing loan as per the rules of the Company.
3. Mr. Rajesh Naik shall be entitled to reimbursement of actual expenses incurred in the course of Company's business.
4. Mr. Rajesh Naik shall be entitled to fully paid leave as per the rules of the Company.
5. The appointment may be terminated by the Company or Mr. Rajesh Naik by giving not less than 6 months' notice in writing.
6. Mr. Rajesh Naik shall observe the secrecy obligations with regard to the business and operations of the Company.
7. The Agreement also sets out the mutual rights and obligations of the Company and Mr. Rajesh Naik.

In compliance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Special Resolution in terms as set out at Item No. 7 of the accompanying notice is now being placed before the members for their approval.

A copy of the draft Agreement to be executed between the Company and Mr. Rajesh Naik will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

Mr. Rajesh Naik does not hold any shares in the Company either by himself or for any other person on a beneficial basis.

The Board of Directors recommends the passing of the resolution set out at Item No. 7 of the accompanying Notice as a Special Resolution.

Except Mr. Rajesh Naik and his relatives, none of the others Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 7 of this Notice. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 8

1. The Board of Directors of the Company at its meeting held on 23rd March, 2017, on the recommendation of the Nomination & Remuneration Committee appointed Dr. Lakshmi Nadkarni as Alternate Director to Dr. Andrea Frenzel to represent her during her absence from India.
2. Dr. Lakshmi Nadkarni, Alternate Director to Dr. Andrea Frenzel being in the whole-time employment of the Company is deemed to be the Whole-time Director of the Company under the provisions of Section 2(94) of the Companies Act, 2013. Accordingly, the Board of Directors of the Company at its meeting held on 23rd March, 2017, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company appointed Dr. Lakshmi Nadkarni as Whole-time Director of the Company for a period of 2 years from 1st April, 2017 to 31st March, 2019, on the terms and conditions as detailed in para 4 below. A brief profile of Dr. Lakshmi Nadkarni in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is detailed in para 3 below.
3. Dr. Lakshmi Nadkarni, presently 57 years of age, has more than 25 years of corporate experience in Human Resource function. Dr. Lakshmi spent five years in academia at the University of Poona while pursuing a doctoral programme in Industrial Sociology soon after completing Master's in Sociology and Social Welfare. Her corporate career began with consumer industry at Reckitt Benckiser in India followed by the responsibility as Head of Human Resources for its Sri Lanka operations. She has spent 10 years in the chemical industry, firstly with BASF India and later with Dow Chemicals as the HR Leader. Her last stint was with Pfizer Ltd. as Director & Head Human Resources – South Asia. Dr. Lakshmi Nadkarni does not hold any Directorship/Committee positions in any other Company in India. She is not related to any other Director of the Company.
4. The essential terms and conditions of her appointment and remuneration payable are as under:
 - (i) Dr. Lakshmi Nadkarni has been appointed as Alternate Director to Dr. Andrea Frenzel. By virtue of being in the whole-time employment of the Company, she is deemed to be the Whole-time Director of the Company. She shall carry out her function as Director – Human Resource (South Asia) and such other functions/duties as may be entrusted to her by the Company.
 - (ii) Period of Agreement: 2 years from 1st April, 2017 to 31st March, 2019.
 - (iii) Remuneration: The remuneration payable to Dr. Lakshmi Nadkarni by way of salary, performance linked incentive, perquisites and any other allowances, shall be determined by the Board from time to time on the recommendation/approval of the Nomination & Remuneration Committee and shall be in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time. The remuneration payable to Dr. Lakshmi Nadkarni as determined by the Board, based on the approval of the Nomination & Remuneration Committee, is as under:
 - (a) Salary, special allowance and any other allowances, not exceeding Rs. 2,25,00,000 per annum, the current basic salary with effect from 1st April, 2017 being Rs. 5,82,860 per month.
 - (b) In addition to remuneration payable under (a) above, Dr. Lakshmi Nadkarni is entitled to perquisites including furnished/unfurnished accommodation/house rent allowance in lieu thereof, medical

reimbursements for self and family, leave travel concession for self and family, club fees, personal accident insurance, medical insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.

The monetary value of the perquisites aforesaid not exceeding Rs.1,50,00,000 p.a.

- (c) Performance linked incentive as may be determined by the Board from time to time, not exceeding Rs.1,00,00,000 p.a.
- (d) Company's contribution to provident fund, superannuation fund and benefit under the Company's pension scheme, gratuity and encashment of leave at the end of the tenure will be permitted, in accordance with the rules of the Company. The Company's contribution to provident fund and superannuation fund benefits under the Company's pension scheme, gratuity and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites stated in 3(iii)(b) above to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961. The Company shall provide a car to Dr. Lakshmi Nadkarni and the expenses connected therewith will be borne by the Company. These perquisites will also not be included in the computation of the ceiling on perquisites. For the purpose of computing the ceiling on perquisites, the same would be valued as per the Income Tax Rules, 1962, wherever applicable.
- (e) Where in any financial year during the tenure of appointment of Dr. Lakshmi Nadkarni, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Dr. Lakshmi Nadkarni as specified in the draft Agreement, after obtaining necessary approvals, as may be required, in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove:

- (a) Contribution to provident fund, superannuation fund or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure;
- (f) The total remuneration payable by way of salary, performance linked incentive, perquisites and any other allowances, contribution to provident fund, superannuation fund and benefits under the Company's pension scheme to Dr. Lakshmi Nadkarni shall be as per the limits prescribed under Sections 197, 198 and Schedule V of the Companies Act, 2013.

(iv) Other Terms:

1. Dr. Lakshmi Nadkarni shall not become interested or otherwise concerned directly or through her husband and/or minor children in any selling agency of the Company without the prior approval of the Central Government.
2. Dr. Lakshmi Nadkarni shall be entitled to housing loan as per the rules of the Company.
3. Dr. Lakshmi Nadkarni shall be entitled to reimbursement of actual expenses incurred in the course of Company's business.
4. Dr. Lakshmi Nadkarni shall be entitled to fully paid leave as per the rules of the Company.

5. The appointment may be terminated by the Company or Dr. Lakshmi Nadkarni by giving not less than 6 months' notice in writing.
6. Dr. Lakshmi Nadkarni shall observe the secrecy obligations with regard to the business and operations of the Company.
7. The Agreement also sets out the mutual rights and obligations of the Company and Dr. Lakshmi Nadkarni.

In compliance with the provisions of Sections 196, 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Special Resolution in terms as set out at Item No. 8 of the accompanying notice is now being placed before the members for their approval.

A copy of the draft Agreement to be executed between the Company and Dr. Lakshmi Nadkarni will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

Dr. Lakshmi Nadkarni does not hold any shares in the Company either by herself or for any other person on a beneficial basis.

The Board of Directors recommends the passing of the resolution set out at Item No. 8 of the accompanying Notice as an Special Resolution.

Except Dr. Lakshmi Nadkarni and her relatives, none of the others Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 8 of this Notice. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 9

In terms of Section II of Part II of Schedule V of the Companies Act, 2013, payment of remuneration within maximum limits, as minimum remuneration to a managerial person in any financial year where the Company has no profits or inadequate profits, requires the prior approval of the members of the Company.

As per Part II Section II (B) of Schedule V of the Companies Act, 2013, if in any financial year during the currency of the tenure of the managerial person, a Company has no profits or its profits are inadequate, it may pay remuneration to a managerial person without seeking approval of Central Government if the following conditions are satisfied:

- The managerial person is not having any interest in the capital of the Company or its Holding Company or any of its Subsidiaries directly or indirectly or through any statutory structures;
- The managerial person is not having any direct or indirect interest or related to the Directors or Promoters of the Company or its Holding Company or any of its Subsidiaries at any time during last two years before or on the date of appointment;
- The managerial person is having a graduate level qualification with expert and specialized knowledge in the field of his/her profession.

All the conditions stated above are being fulfilled by Dr. Raman Ramachandran, Mr. Narendranath J. Baliga, Mr. Rajesh Naik and Dr. Lakshmi Nadkarni. Neither do they have any direct or indirect interest in the capital of the Company or through any other statutory structures and are not related to the Directors or Promoters of the Company at any time.

In view of fulfillment of all the conditions by the said managerial personnel, no approval of the Central Government is required to be sought for payment of remuneration to them in the event of loss or inadequacy of profits.

The Board of Directors of the Company at their meetings held on 23rd March, 2017 and 4th May, 2017, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members, have approved the payment of remuneration within the maximum limits as detailed hereunder, as minimum remuneration to the following Directors in the event the Company has no profits or inadequate profits during the period stated therein:

Particulars	Dr. Raman Ramachandran	Mr. Narendranath J. Baliga*	Mr. Rajesh Naik	Dr. Lakshmi Nadkarni*
Designation	Chairman & Managing Director	Chief Financial Officer & Alternate Director	Whole-time Director	Alternate Director to Dr. Andrea Frenzel
Period of approval for payment of remuneration within maximum limits, as minimum remuneration	1 st April, 2017 to 31 st March, 2018	1 st April, 2017 to 31 st December, 2019	1 st April, 2017 to 31 st March, 2019	1 st April, 2017 to 31 st March, 2019
Salary, special and other allowances as may be determined by the Board of Directors from time to time.	Not exceeding Rs. 2,50,00,000 p.a. (Present monthly basic salary being Rs. 13,55,417)	Not exceeding Rs. 2,25,00,000 p.a. (Present monthly basic salary being Rs. 7,00,417)	Not exceeding Rs. 2,25,00,000 p.a. (Present monthly basic salary being Rs. 4,58,450)	Not exceeding Rs. 2,25,00,000 p.a. (Present monthly basic salary being Rs. 5,82,860)
Performance linked incentive as may be determined by the Board of Directors from time to time.	Not exceeding Rs. 1,75,00,000 p.a.	Not exceeding Rs. 1,00,00,000 p.a.	Not exceeding Rs. 1,00,00,000 p.a.	Not exceeding Rs. 1,00,00,000 p.a.
Perquisites including furnished/unfurnished accommodation, house rent allowance in lieu thereof, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, medical insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.	Not exceeding Rs. 1,50,00,000 p.a.	Not exceeding Rs. 1,50,00,000 p.a.	Not exceeding Rs. 1,50,00,000 p.a.	Not exceeding Rs. 1,50,00,000 p.a.

* Being in the whole-time employment of the Company, also appointed as a Whole-time Director of the Company.

Approval of the members is sought for payment of remuneration within the maximum limits as minimum remuneration to the said managerial personnel in the event the Company has no profits or inadequate profits during the above mentioned period.

The Board of Directors recommends the passing of the resolution set out at Item No. 9 of the accompanying Notice as a Special Resolution, which is only an enabling resolution with a view to gain flexibility in the emerging environment.

Except Dr. Raman Ramachandran, Mr. Narendranath J. Baliga, Mr. Rajesh Naik, Dr. Lakshmi Nadkarni and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 9 of this Notice.

ADDITIONAL INFORMATION:

Statement containing additional information as per category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 9. of the accompanying Notice.

1. General Information:

- (i) Nature of Industry – Manufacture and Sale of Chemicals.
- (ii) Date of commencement of commercial production – Existing Company, commercial production commenced in 1943.

(iii) Financial performance based on given indicators:

(Rs. million)

Particulars	2016-2017	2015-2016	2014-2015
Sales	55,257.9	51,568.2	47,057.6
Loss Before Tax	(124.7)	(303.7)	(658.6)
Loss After Tax	(141.3)	(303.7)	(669.0)
Dividend on Equity %	10%	10%	40%

(iv) Foreign investments or collaborations, if any:

BASF SE along with its Group Companies holds 73.33% of the voting capital of the Company. The Company has entered into various agreements with BASF SE, its parent Company for sourcing technical know-how and proprietary technical information and support on an ongoing basis.

2. Information about the Appointees:

(i) Background Details –

- The background details of Dr. Raman Ramachandran, Chairman & Managing Director is as under:
 - Dr. Raman Ramachandran has completed his Bachelors' and Masters' degree in Science (Agriculture) from Tamilnadu Agricultural University, Coimbatore and Indian Agricultural Research Institute, New Delhi, respectively. Dr. Raman Ramachandran holds a doctorate degree from the University of Adelaide, Australia. Dr. Raman Ramachandran joined BASF in August, 2000 pursuant to the merger of erstwhile Cynamid India Limited with BASF India Limited. In January, 2005, Dr. Raman Ramachandran was appointed as Chief Executive of the Agricultural Products Division and also served as Director on the Board of BASF India Limited from April, 2006 till April, 2008. In January, 2008, Dr. Raman Ramachandran was appointed as Vice-President, Marketing, Asia Pacific, Singapore and thereafter in March, 2012 was appointed as the Senior Vice President, Crop Protection, Asia Pacific, BASF South East Asia Pte. Limited, Singapore.
 - The Shareholders of the Company at their Annual General Meeting held on 27th August, 2014, had, subject to the approval of the Central Government, appointed of Dr. Raman Ramachandran as the Managing Director of the Company for the period from 1st October, 2013 to 31st March, 2018.
- The background details of Mr. Narendranath J. Baliga, Chief Financial Officer & Alternate Director is as under:
 - Mr. Narendranath J. Baliga has graduated in Business Management from Mysore University and thereafter qualified as a Chartered Accountant from the Institute of Chartered Accountants of India, New Delhi. Mr. Baliga joined BASF in April 1994. Mr. Baliga has valuable experience of over 23 years in the area of Finance, Accounting & Controlling, including exposure in Germany to Supply Chain and Process & Enterprise Architecture functions.
 - The Shareholders of the Company at their Annual General Meeting held on 20th August, 2015, had, subject to the approval of the Central Government, appointed Mr. Narendranath J. Baliga as an Alternate Director to Dr. Andrea Frenzel and by virtue of being in the whole-time employment of the Company, also appointed as a Whole-time Director of the Company for the period from 1st January, 2015 to 31st December, 2019.
- The background details of Mr. Rajesh Naik and Dr. Lakshmi Nadkarni, have been provided in the Explanatory Statements under Item Nos. 7 and 8 of the Notice respectively.

(ii) Past Remuneration –

The remuneration paid to Dr. Raman Ramachandran, Mr. Narendranath J. Baliga, Mr. Rajesh Naik and Dr. Lakshmi Nadkarni for the financial year 2016-2017 were Rs. 3,70,30,341, Rs. 1,70,19,173, Rs. 1,16,26,207 and Rs. 1,41,48,519 respectively.

(iii) Recognition or Awards – N.A.

(iv) Job Profile and Suitability–

- The details in respect of job profile and suitability of Dr. Raman Ramachandran, Chairman and Managing Director of the Company are as under:
 - Dr. Raman Ramachandran shall exercise and perform all such powers and duties as the Board of Directors of the Company shall from time to time determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company. He shall have control of and full executive responsibility for the general conduct and management of the business and affairs of the Company. He shall have the power to enter into contracts on behalf of the Company in the ordinary course of the business and to do and perform all other acts and things which in the ordinary course of business he may consider necessary and proper or in the interest of the Company. He shall devote sufficient time and whole-time attention to the business of the Company for which he is made accountable and shall use his best endeavour to promote the Company's interests and welfare. The details in respect of suitability are given in point no. 2 in the "Information about the Appointees" section under the heading "Background Details".
- The details in respect of job profile of Mr. Narendranath J. Baliga, Chief Financial Officer & Alternate Director are as under:
 - Mr. Narendranath J. Baliga shall carry out such functions & duties as Chief Financial Officer as such other functions/duties as may be entrusted to him by the Company from time to time.
- The details in respect of job profile/suitability of Mr. Rajesh Naik, Whole-time Director and Dr. Lakshmi Nadkarni, Alternate Director have been provided in the Explanatory Statements under Item Nos. 7 and 8 of the Notice respectively.

(v) Remuneration proposed

The remuneration proposed is detailed in the resolution.

(vi) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company and the individual profiles of Dr. Raman Ramachandran, Mr. Narendranath J. Baliga, Mr. Rajesh Naik & Dr. Lakshmi Nadkarni, and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level positions in other Companies in the industry.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any –

Dr. Raman Ramachandran has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than their remuneration in the capacity of Chairman & Managing Director of the Company.

Mr. Narendranath J. Baliga, Dr. Lakshmi Nadkarni and Mr. Rajesh Naik have no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than their remuneration.

Other Information:

(a) Reason for losses/inadequacy of profits:

- Additional depreciation and interest on account of Dahej plant.
- Pressure on selling prices of agrochemical products resulting into lower margins coupled with capacity utilization of Dahej Plant not being at an optimum level.

(b) Steps taken or proposed to be taken for improvement:

- Profit situation is expected to improve in future years with better capacity utilisation.

(c) Expected increase in productivity and profit in measurable terms:

- Increased capacity utilisation at Dahej plant is expected to improve profits of the Company. Moreover, with the improved business situation, the Company is expected to perform better.

The Special Resolution as set out at Item No. 9 of the Notice is in the interest of the Company and the Board recommends the same for the approval of the members.

Except Dr. Raman Ramachandran, Mr. Narendranath J. Baliga, Mr. Rajesh Naik, Dr. Lakshmi Nadkarni, and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 9 of this Notice. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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: 4th May, 2017

BASF INDIA LIMITED

Registered Office:
Plot No. 37, Chandivali Farm Road, Chandivali, Andheri (East), Mumbai – 400 072
CIN: L33112MH1943FLC003972, E-mail ID: investor-grievance-india@basf.com Website: www.basf.com/in,
Tel: +91 22 2858 0200 Fax: +91 22 2858 0299

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/e-voting) for me/us and on my/our behalf at the 73rd Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2017 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
Ordinary Business			
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31 st March, 2017.		
2.	Declaration of Dividend for the financial year 2016-2017.		
3.	Re-appointment of Dr. Andrea Frenzel (DIN: 07070693) as Director, who retires by rotation.		
4.	Appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.: 012754N/N500016), as the Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
5.	Ratification of remuneration payable to M/s. R. Nanabhoy & Co. (Firm Registration No. 000010), Cost Auditor for the financial year ending 31 st March, 2018.		
6.	Fees/charges for service/delivery of any document through a particular mode under Section 20 of the Companies Act, 2013, on request of the members of the Company.		
7.	Special Resolution for appointment of Mr. Rajesh Naik (DIN: 06935998) as Whole-time Director of the Company for a period of 2 years from 1 st April, 2017 to 31 st March, 2019 and fixation of his remuneration.		
8.	Special Resolution for appointment of Dr. Lakshmi Nadkarni (DIN:07076164) as Alternate Director to Dr. Andrea Frenzel and by virtue of being in whole-time employment of the Company as a Whole-time Director for a period of 2 years from 1 st April, 2017 to 31 st March, 2019 and fixation of her remuneration.		
9.	Special Resolution for payment of remuneration within maximum limits, as minimum remuneration to the Managerial Personnel in the event of losses or inadequacy of profits.		

Signed this _____ day of _____ 2017.

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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 73rd 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.



We create chemistry

BASF India Limited

Registered Office : Plot No. 37, Chandivali Farm Road, Chandivali, Andheri (East), Mumbai - 400 072, India.

Tel: +91 22 2858 0200 • Fax: +91 22 2858 0299

Website: www.basf.com/in

Email: investor-grievance-india@basf.com

CIN: L33112MH1943FLC003972

Attendance Slip for 73rd Annual General Meeting
(to be handed over at the Registration Counter at the venue of the Meeting)

I/We hereby record my/our presence at the 73rd Annual General Meeting of the Company on Thursday, 28th September, 2017 at 3.00 p.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021.

Signature of the Member / Proxy present _____

Note : The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued. Hence, Members/ Proxy holders attending the Meeting are requested to bring their copies of the Annual Report with them.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING



We create chemistry

BASF India Limited

Registered Office : Plot No. 37, Chandivali Farm Road, Chandivali, Andheri (East), Mumbai - 400 072, India.

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Website: www.basf.com/in

Email: investor-grievance-india@basf.com

CIN: L33112MH1943FLC003972

Dear Member,

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to the Members to cast their votes by electronic means on all the resolutions set forth in the Notice convening the 73rd Annual General Meeting to be held on Thursday, 28th September, 2017 at 3.00 p.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility:

Your electronic voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

The remote e-voting facility will be available during the voting period indicated below:

Commencement of remote e-voting period	End of remote e-voting period
From 9.00 a.m. IST on Monday, 25 th September, 2017	Till 5.00 p.m. IST on Wednesday, 27 th September, 2017

- Notes:**
1. Please read the instructions printed overleaf before exercising your vote.
 2. These details and instructions form an integral part of the Notice of the 73rd Annual General Meeting to be held on Thursday, 28th September, 2017.
 3. 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 i.e. Thursday, 21st September, 2017, for the purpose of e-voting.

P.T.O.

INSTRUCTIONS FOR REMOTE E-VOTING

- a) Open your internet browser and type the following URL: <https://www.evoting.nsdl.com>
- b) Click on '**Shareholder Login**'.
- c) If you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password to cast your vote. If you have forgotten your Password, you can reset your Password by using '**Forgot User details/Password**' option available on www.evoting.nsdl.com. Kindly note the new Password.
- d) If you are logging in for the first time or if your e-mail address is not registered with the Company/Depository Participant(s), please enter the User ID and initial Password mentioned overleaf and click '**Login**'.
- e) If you have a registered e-mail address, you will receive the User ID and initial Password mentioned via e-mail. You may download the PDF file attachment named "BASF e-voting.pdf" containing the User ID and initial Password by using the Client ID (in case you are holding shares in demat mode) or Folio Number (in case you are holding shares in physical mode) as the password. You will not receive this pdf file if you are already registered with NSDL for remote e-voting.
- f) The **Password Change Menu** will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Kindly note the new Password. Please do not share your Password with any other person and take utmost care to keep your Password confidential.
- g) Home page of remote e-voting will open. Click on **e-voting Active Voting Cycles**.
- h) Select '**EVEN (Electronic Voting Event Number)**' of BASF India Limited provided overleaf.
- i) Once you enter the number, the **Cast Vote** page will open. Now you are ready for remote e-voting.
- j) On the voting page, enter the number of shares mentioned overleaf (which represents the number of votes) and thereafter cast your vote by selecting either "**FOR**" or "**AGAINST**" on each resolution. Once you have voted on a resolution, click **Submit**.
- k) Click on '**Confirm**' when prompted. Upon confirmation, the message '**Vote cast successfully**' will be displayed. Please note that once your vote is cast on the selected resolution, it cannot be changed or modified.
- l) Voting has to be done for each item of the notice separately. During the remote e-voting period, you can log in any number of times till you have voted on all the Resolution(s). In case you do not cast your vote on any specific resolution, you will be deemed to have abstained from voting for that resolution.
- m) Members holding multiple folios/demat accounts need to repeat the voting process separately for each folio/demat account.
- n) Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer via e-mail at: cstaizoonkhumri@gmail.com with a copy to evoting@nsdl.co.in. The documents should reach the Scrutinizer on or before the close of remote e-voting period i.e. 5.00 p.m. IST on Wednesday, 27th September, 2017.
- o) Persons who have acquired the equity shares of the Company after the dispatch of the Annual Report and are Members as on 21st September, 2017, may send a request for obtaining their User ID and Password to evoting@nsdl.co.in or csg-unit@tsrdarashaw.com or contact TSR Darashaw Limited on 022-66568484. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your votes.
- p) In case of any queries regarding e-voting, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Download' Section of NSDL's e-voting website www.evoting.nsdl.com. You may also contact NSDL via e-mail at evoting@nsdl.co.in or on their toll free no.1800-222-990 or contact TSR Darashaw Limited via e-mail at csg-unit@tsrdarashaw.com or on tel no. 022-66568484.
- q) You may also update your mobile phone number and e-mail address in the user profile details of the folio, which may be used for sending future communications.

General:

1. The remote e-voting period commences on Monday, 25th September, 2017 (from 9.00 a.m. IST) and ends on Wednesday, 27th September, 2017 (till 5.00 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017, may cast their votes electronically. Remote e-voting will not be allowed beyond 5.00 p.m. on Wednesday, 27th September, 2017 and the e-voting module will be disabled by NSDL thereafter. A member who has cast his/her vote by using remote e-voting shall be entitled to attend the Annual General Meeting (AGM) of the Company either in person or through a duly appointed proxy, but shall not be allowed to vote on the resolutions at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
2. The facility for voting through ballot on-site e-voting will also be made available at the AGM, and Members or their proxies attending the AGM who have not cast their vote by remote e-voting, will be able to vote at the AGM.
3. Mr. Taizoon Khumri, Practising Company Secretary, T.M. Khumri & Co., Company Secretaries, 12-13, Esplanade, 3rd Floor, 3, Amrit Keshav Nayak Marg, Fort, Mumbai - 400001 having Membership No. FCS-993 (COP No.: 88), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting by ballot on-site e-voting at the AGM in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against the resolutions, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company, who shall countersign the same. The Chairman will declare the result of voting within 48 hours after the conclusion of the AGM.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.basf.com/in and on the website of NSDL. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
6. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM i.e. 28th September, 2017.

By order of the Board of Directors
For BASF India Limited

Pradeep Chandan
Director- Legal, General Counsel
& Company Secretary

Dated: 4th May, 2017