



We create Chemistry

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **BASF India Limited**

Quarter ending: **March 31, 2016**

<b>I. Composition of Board of Directors</b>								
(Mr. / Dr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity **	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity **	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity **
Dr.	Raman Ramachandran	<b>PAN:</b> (AAG PR42 58P) <b>DIN:</b> (002 0029 7)	Executive - Chairman & Managing Director	1 <sup>st</sup> October, 2013	-	1	Stakeholder Committee: 1	NIL
Mr.	Narendranath J. Baliga	<b>PAN:</b> (ABD PB48 63C) <b>DIN:</b> (070 0548 4)	Chief Financial Officer/ Alternate Director to Dr.Andrea Frenzel	1 <sup>st</sup> January, 2015	-	1	Stakeholder Committee: 1  Permanent Invitee in Audit Committee of BASF India Limited	NIL
Mr.	Rajesh Naik	<b>PAN:</b> (ABA PN69 69L) <b>DIN:</b> (069 3599 8)	Alternate Director to Dr. Rainer Diercks	1 <sup>st</sup> August, 2014	-	1	NIL	NIL
Mr.	R. R. Nair *	<b>PAN:</b> (AAB PN52 12C) <b>DIN:</b> (002 0255 1)	Independent Director	1 <sup>st</sup> April, 2014 *	15 Years	1	Audit Committee: 1  Stakeholder Committee: 1	Audit Committee: 1 out of 1  Stakeholder Committee: 1 out of 1
Mr.	R. A. Shah *	<b>PAN:</b> (ABI PS18 39C) <b>DIN:</b> (000 0985 1)	Independent Director	1 <sup>st</sup> April, 2014 *	48 Years	10	Audit Committee: 7  Stakeholder Committee: 1	Audit Committee: 3 out of 7
Mr.	Pradip Shah *	<b>PAN:</b> (AAE PS05 92F) <b>DIN:</b> (000 6624 2)	Independent Director	1 <sup>st</sup> April, 2014 *	16 Years	7	Audit Committee: 7	Audit Committee: 1 out of 7



We create Chemistry

Mr.	Arun Bewoor *	<b>PAN:</b> (AAA PB91 70E) <b>DIN:</b> (000 2427 6)	Independent Director	1 <sup>st</sup> April, 2014 *	6 Years	2	Audit Committee: 1  Stakeholder Committee: 1	NIL
Dr.	Rainer Diercks	<b>PAN:</b> (N.A. ) <b>DIN:</b> (017 2508 0)	Non - Independent / Non - Executive	23 <sup>rd</sup> January, 2006	-	NIL	NIL	NIL
Mr.	Gops Pillay	<b>PAN:</b> (N.A. ) <b>DIN:</b> (065 9953 3)	Non - Independent / Non - Executive	30 <sup>th</sup> April, 2013	-	NIL	NIL	NIL
Dr.	Andrea Frenzel	<b>PAN:</b> (N.A. ) <b>DIN:</b> (070 7069 3)	Non - Independent / Non - Executive	1 <sup>st</sup> January, 2015	-	NIL	NIL	NIL

\*Appointed as Independent Director of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 after obtaining the approval of the shareholders at the Annual General meeting held on 27<sup>th</sup> August, 2014, pursuant to the provisions of the Companies Act, 2013 and Listing Agreement.

\*\* Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2016 and any intimation of change thereafter.

#### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. R. R. Nair Mr. R. A. Shah Mr. Pradip P. Shah Mr. Arun Bewoor	Chairman - Independent Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. R. R. Nair Mr. R. A. Shah Mr. Pradip P. Shah Dr. Raman Ramachandran	Chairman - Independent Independent Independent Executive
3. Stakeholders Relationship Committee'	Mr. R. R. Nair Mr. Arun Bewoor Dr. Raman Ramachandran Mr. Narendranath J. Baliga	Chairman - Independent Independent Executive Executive

#### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 20, 2015	January 19, 2016 March 30, 2016	October 20, 2015 to January 19, 2016: 90 Days January 19, 2016 to March 30, 2016: 70 Days

#### IV. Meeting of Committees

We create Chemistry

<b>Date(s) of meeting of the Audit committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
January 19, 2016 March 30, 2016	YES (Chairman & all the members were present)	October 20, 2015	October 20, 2015 to January 19, 2016: 90 Days January 19, 2016 to March 30, 2016: 70 Days
<b>Date(s) of meeting of the Nomination &amp; Remuneration committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
March 30, 2016	YES (Chairman & all the members were present)	NIL	N.A.
<b>Date(s) of meeting of the Stakeholders Relationship committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
January 19, 2016	YES (Chairman & all the members were present)	NIL	N.A.

#### V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For BASF India Limited



**Pradeep Chandan**  
Director – Legal, General Counsel  
& Company Secretary

MW



We create Chemistry

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE WHOLE OF FINANCIAL YEAR**

Name of Listed Entity: **BASF India Limited**

Financial Year: **March 31, 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES



We create Chemistry

Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & 25(2)	YES
Meeting of Independent Directors	25(3) & 25(4)	YES
Familiarization of Independent Directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) and 26(5)	YES

### III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy: Not Applicable

Corporate Governance requirements have been complied.

For BASF India Limited

  
Pradeep Chandan  
Director – Legal, General Counsel  
& Company Secretary

my