



We create chemistry

BASF India Limited, Mumbai - 400 051, India

July 7, 2022

The Market Operations Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

**Name of the Company** : **BASF India Limited**  
**Security Code** : **500042**

Dear Sir/Madam,

**Sub: Submission of Notice of 78<sup>th</sup> Annual General Meeting to be held on Wednesday, 3<sup>rd</sup> August, 2022**

We enclose herewith the Notice of the 78<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 3<sup>rd</sup> August 2022 at 3 pm through video conferencing / other audio-visual means, for your reference and record.

The aforesaid documents are also uploaded on the Company's website i.e. [www.basf.com/in](http://www.basf.com/in).

Kindly take the same on record.

Thanking you.

Yours faithfully,  
For BASF India Limited

Manohar Kamath  
Director – Legal, General Counsel (India)  
& Company Secretary

Pankaj Bahl  
Manager- Company Secretarial

Encl: a.a.

Cc: Listing Compliance,  
The National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra –(East).  
Mumbai-400051.

**Registered Office**  
**BASF India Limited**  
The Capital, 'A' Wing, 1204-C, 12th Floor,  
Plot No. C-70, 'G' Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051, India

Tel +91 22 6278 5600

CIN - L33112MH1943FLC003972

[www.basf.com/in](http://www.basf.com/in)

## NOTICE

NOTICE is hereby given that the SEVENTY-EIGHTH (78<sup>th</sup>) ANNUAL GENERAL MEETING (AGM) of BASF INDIA LIMITED will be held on Wednesday, 3<sup>rd</sup> August, 2022 at 3.00 p.m., through Video Conferencing / Other Audio-Visual means (“VC”/“OAVM”), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2022, 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 a final Dividend of Rs. 6/- (Rupees Six) per equity share i.e., 60% for the financial year ended 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Dr. Ramkumar Dhruva (DIN: 00223237), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To consider and approve the re-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 pursuant to the recommendation of the Audit 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 re-appointment of M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as the Statutory Auditors of the Company for a further period of 5 (five) consecutive years, to hold office 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 2027;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix and / or change the remuneration payable to them during their tenure as the Statutory Auditors of the Company, as determined by the Audit Committee in consultation with the said Statutory Auditors;

**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.”

### 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 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force} 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 of the Company as the Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March 2023, amounting to Rs. 16.45 lakhs (Rupees Sixteen Lakhs Forty Five 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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 & such other Rules as may be applicable to the Company and in terms of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment thereof), the Company’s Related Party Transaction Policy (as amended from time to time) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for the financial year 2022-23 and for the next financial year 2023-2024 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2023 (maximum validity of 15 (fifteen) months), with the below mentioned Related Parties of the Company as per the amended SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Parties on arm’s length basis and in the ordinary course of business:

<b>Sr. No.</b>	<b>Name and place of the Related Party</b>	<b>Relationship</b>	<b>Nature of transactions</b>	<b>Value per annum (Rs. in crore) for which existing approval is in place</b>	<b>Value per annum (Rs. in crore) for which approval is being sought</b>
1	BASF SE (Germany)	Parent Company	(a) Sale and/or purchase of chemicals/materials. (b) Availing or rendering of services. (c) Payment of Royalty for Technical Collaboration/ Assistance. (d) Purchase/ Sale of Assets/ Business. (e) Payment of Dividend.	1500	1500
2	BASF Petronas Chemicals Sdn Bhd, (Malaysia)	Affiliate Company	(a) Sale and/or purchase of chemicals/materials. (b) Availing or rendering of services.	1500	2000
3	BASF Hong Kong Limited (Hong Kong)	Affiliate Company	(a) Sale and/or purchase of chemicals/materials. (b) Availing or rendering of services.	5000	5000

Sr. No.	Name and place of the Related Party	Relationship	Nature of transactions	Value per annum (Rs. in crore) for which existing approval is in place	Value per annum (Rs. in crore) for which approval is being sought
4	BASF South East Asia Pte. Ltd (Singapore)	Affiliate Company	(a) Sale and/or purchase of chemicals/materials. (b) Availing or rendering of services.	2500	2500
5	BASF Company Ltd, (Korea)	Affiliate Company	(a) Sale and/or purchase of chemicals/materials. (b) Availing or rendering of services.	2000	2000

**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred, to any Director or any other Officer(s)/ Authorised Representatives of the Company, to do all such acts and take appropriate steps, as may be considered necessary or expedient, after taking necessary approvals, if required to give effect to this Resolution.”

By Order of the Board of Directors  
For BASF India Limited

MANOHAR KAMATH  
Director – Legal, General Counsel (India)  
& Company Secretary

*Registered Office:*

The Capital, 'A' Wing, 1204-C,  
12<sup>th</sup> Floor, Plot No. C-70,  
'G'-Block, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051.

CIN: L33112MH1943FLC003972

Dated: 9<sup>th</sup> May 2022

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the Special Business mentioned in this Notice is annexed hereto and forms part of this Notice.
2. Details of the Director seeking re-appointment under Item No. 3 of this Notice is provided at page no. 75 of the Annual Report.
3. In view of the continuing COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as "**MCA Circulars**") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as "**SEBI Circulars**"), the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members has been permitted. In compliance with the provisions of the Companies Act, 2013 ('**the Act**'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**the Listing Regulations**'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require the physical presence of the Members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. As this AGM is being held through VC/OAVM and physical attendance of the Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses for receiving the Notice. Members who have not registered their e-mail addresses are requested to register the same as per the process mentioned in the Notes.
6. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the e-voting facility to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has appointed M/s. Hemant Shetye, Practicing Company Secretary, having Membership No. FCS-2827 & Certificate of Practice No. 1483, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
7. The Company has engaged National Securities Depository Limited ("**NSDL**") as the agency to provide the e-voting facility and the instructions for e-voting are provided as part of this Notice.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., 27<sup>th</sup> July, 2022.
9. Corporate Members intending to authorise their representatives to attend the AGM pursuant to Section 113 of the Act, 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.
10. The Members of the Company can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members of the Company on first come first served basis. This will not include large Members (Members holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the AGM without any restriction.
11. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.

12. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 23<sup>rd</sup> July, 2022 to Wednesday, 27<sup>th</sup> July, 2022 (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 AGM.
13. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Monday, 8<sup>th</sup> August, 2022 in respect of shares held in the Company in physical form, to those Members whose names appear in the Company's Register of Members and in respect of shares held in demat form to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by the NSDL and the Central Depository Services (India) Limited ("**CDSL**") at the close of business hours on Friday, 22<sup>nd</sup> July, 2022.
14. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail to Mr. Manohar Kamath, Director - Legal, General Counsel (India) & Company Secretary at [manohar.kamath@basf.com](mailto:manohar.kamath@basf.com) and/or at [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) latest by Friday, 29<sup>th</sup> July, 2022, to enable the Company to furnish the replies at the AGM.
15. 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 Consultants Private Limited ("**TSR**") at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case of shares held in physical form.
16. Members holding shares under multiple folios are requested to submit their applications to TSR for consolidation of folios into a single folio.
17. Pursuant to the provisions of Section 124(5) of the Act, amounts 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. 8,78,156/- (Rupees Eight Lakhs Seventy Eight Thousand One Hundred and Fifty Six Only) being the unpaid or unclaimed dividend amount of the Company for the financial year ended 31<sup>st</sup> March 2014, to IEPF on 6<sup>th</sup> October, 2021 and corresponding 11,619 (Eleven Thousand Six Hundred and Nineteen) equity shares of the Company on 19<sup>th</sup> October, 2021 to IEPF Authority for the financial year 2013-2014, pursuant to Section 124(5) of the Act, read with the applicable Rules framed thereunder.

The Company has already sent reminders to the Members of the Company requesting them to claim their unpaid or unclaimed dividend amount for the financial year ended 31<sup>st</sup> March 2015 which will become due for transfer to IEPF in September 2022. As required under the provisions of Section 124(2) of the Act, the Company has uploaded the details of unpaid or unclaimed dividend amounts lying with the Company as on 6<sup>th</sup> August, 2021 (i.e. date of last AGM 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, Government of India.

Those Members who have so far not encashed their dividend warrants for the following financial years, may approach the Company's Registrar & Share Transfer Agent i.e., TSR for the payment thereof, failing which the same will be transferred to IEPF on the respective dates mentioned there against:

<b>Financial Year ended</b>	<b>Dates on which unpaid or unclaimed dividend amount will be due to be transferred to IEPF</b>
31.03.2015	23.09.2022
31.03.2016	23.09.2023
31.03.2017	08.11.2024
31.03.2018	15.09.2025
31.03.2019	24.08.2026
31.03.2020	16.09.2027
31.03.2021	16.09.2028

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('**IEPF Rules**') as amended, in addition to the unpaid or unclaimed dividend amount which is required to be transferred by the Company to IEPF, the corresponding equity shares relating to such unpaid/unclaimed dividend are also required to be transferred to IEPF Account. Therefore, Members are requested

to take note of the aforesaid provisions of the Act and claim their unpaid or 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 [www.basf.com/in](http://www.basf.com/in) for the information of the Members, before transfer to IEPF. In respect of the unpaid/unclaimed dividend pertaining to the financial years 2009 to 2014, the Company has already transferred the unpaid or unclaimed dividend and the corresponding equity shares to IEPF.

Members are requested to claim the unpaid/ unclaimed dividend pertaining to the financial years 31<sup>st</sup> March 2015 onwards, due to them, failing which the corresponding equity shares (held either in physical or electronic mode) shall be transferred by the Company to IEPF Account. Members can however, claim both, the unpaid or unclaimed dividend amount and the corresponding equity shares transferred to IEPF Account from the IEPF Authority, by making an application in the manner specified under the IEPF Rules.

18. 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 Members holding shares in electronic and physical form. Members 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, to TSR. Requests for payment of dividend through NACH for the year 2021-2022 should be lodged with TSR on or before the book closure end date i.e., Wednesday, 27<sup>th</sup> July, 2022.
19. The Company's Equity Shares are listed on BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 and The 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 2022-2023 to both the Stock Exchanges.
20. 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 of 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 TSR.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
22. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
23. An electronic copy of the Annual Report 2021-2022 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and physical copy of the same is not being provided in line with the aforementioned circulars issued by the MCA and SEBI. Members may also note that the Notice of the 78<sup>th</sup> AGM and the Annual Report are available on the Company's website [www.basf.com/in](http://www.basf.com/in). The aforesaid documents can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL (agency for providing the e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
24. The documents referred to in the Notice of the AGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) or [pankaj.bahl@basf.com](mailto:pankaj.bahl@basf.com).
25. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1<sup>st</sup> April 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio

management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or TSR for assistance in this regard.

26. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD\_RTAMB/PCIR/2021/655 dated 3<sup>rd</sup> November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to TSR for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.

Form ISR1, ISR2 and Nomination forms are available on the website of Company [www.basf.com/in](http://www.basf.com/in) and on the website of our Registrar and Transfer Agent at <https://www.tcplindia.co.in> → Investor Services → Downloads → Forms → Formats for KYC.

27. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members with effect from 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the applicable prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the recent Finance Act. The Members are requested to update their PAN with TSR (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

28. A Resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail of the benefit of non-deduction of tax at source, by uploading the said declarations on the link <https://easydividend.nexdigm.com/> on or before 15<sup>th</sup> July, 2022. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members may avail of beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F or any other document which may be required to avail the tax treaty benefits by uploading the said declarations on the link <https://easydividend.nexdigm.com/> on or before 15<sup>th</sup> July, 2022.

However, in case of any technical difficulties in uploading the above referred documents on the above link, Members may kindly e-mail the scanned documents to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com), on or before 15<sup>th</sup> July, 2022.

29. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

30. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.



## **INSTRUCTIONS FOR REMOTE E-VOTING**

### **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail addresses in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

<b>Type of Members</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting Service Provider i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 120177 then user ID is 120177001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those Members whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those Members whose e-mail addresses are not registered with the depositories for procuring User Id and password and registration of e-mail addresses for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com). If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting.
3. Alternatively, Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing the above mentioned documents.

**General Guidelines for Members**

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney / Authority Letter by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. in favour of authorised signatories who are authorized to vote, to the Scrutinizer by e-mail at [hs@hspnassociates.in](mailto:hs@hspnassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 at the designated e-mail address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on toll free no.: 1800 1020 990 /1800 224 430 who will also address grievances connected with voting by electronic means.
4. The remote e-voting period commences on Sunday, 31<sup>st</sup> July, 2022 (from 9.00 a.m. IST) and ends on Tuesday, 2<sup>nd</sup> August, 2022 (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 27<sup>th</sup> July, 2022, may cast their votes electronically. Remote e-voting will not be allowed beyond 5.00 p.m. on Tuesday, 2<sup>nd</sup> August, 2022 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 and participate in the AGM of the Company but shall not be allowed to vote on the resolutions at the AGM. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. The facility for e-voting will also be made available at the AGM and Members participating in the AGM who have not cast their vote by remote e-voting, will be able to vote at the AGM.
6. Mr. Hemant Shetye, Practicing Company Secretary, having Membership No. FCS-2827 & Certificate of Practice No. 1483, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, 206, 2<sup>nd</sup> Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, Opposite Lodha Excelus, Lower Parel (East), Mumbai - 400011, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses 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, within 2 (two) working days after the conclusion of the AGM to the Chairman of the Company or any other person duly authorized by him, who shall countersign the same. The result of the voting will be declared within 2 (two) working days after the conclusion of the AGM.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.basf.com/in](http://www.basf.com/in) and on the website of NSDL. The results will also be communicated to the stock exchanges i.e., BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed.
9. 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., 3<sup>rd</sup> August, 2022.

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is the same as the procedure mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system at the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM through VC / OAVM, but they will not be eligible to vote at the AGM. In case any Member casts his vote through remote e-voting as well as e-voting at the AGM, then the votes cast through remote e-voting will only be considered and the votes cast through e-voting at the AGM will be considered as invalid.
4. Members are requested to follow the instructions, if any, provided during the AGM for e-voting. The details of the person who may be contacted for any grievances connected with the e-Voting on the day of AGM shall be the same as mentioned in para 3 of the preceding section.

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL's e-voting system. Members may access the same by following the steps mentioned under Step No. 1: for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in the Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the Meeting through computers / laptops and use internet with a good speed for convenience and better experience.
3. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any of the aforesaid glitches.
4. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request mentioning their name, demat account number/folio number, e-mail id, mobile number via e-mail to Mr. Manohar Kamath, Director – Legal, General Counsel (India) & Company Secretary at [manohar.kamath@basf.com](mailto:manohar.kamath@basf.com) and/ or at [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) latest by Friday, 29<sup>th</sup> July, 2022. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact NSDL on toll free no.: 1800 1020 990/ 1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## EXPLANATORY STATEMENT

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

The following statement sets out all material facts relating to the Ordinary / Special business mentioned in the accompanying Notice dated 9<sup>th</sup> May, 2022 and shall be taken as forming part of the Notice.

### Item No. 4

The Members of the Company at its 73<sup>rd</sup> Annual General Meeting (“AGM”) held on 28<sup>th</sup> September 2017 had appointed M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 (five) years, from the conclusion of the said AGM until the conclusion of the AGM to be held in 2022.

Subject to the approval of the Members of the Company, it is now proposed to re-appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants as the Statutory Auditors of the Company for a further period of 5 (five) consecutive years from the conclusion of the ensuing AGM to be held on 3<sup>rd</sup> August, 2022 till the conclusion of the AGM of the Company to be held in the year 2027.

### Credentials:

M/s Price Waterhouse Chartered Accountants LLP, having Registration No. 012754N/ N500016, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It was established in the year 1991 and was converted into a limited liability partnership in the year 2014. It has ten branch offices in various cities in India. M/s Price Waterhouse Chartered Accountants LLP is primarily engaged in providing auditing and other assurance services to its clients and is a Member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of eleven separate, distinct and independent Indian chartered accountant firms, each of which is registered with the Institute of Chartered Accountants of India. M/s Price Waterhouse Chartered Accountants LLP has more than 75 Assurance Partners as at 1<sup>st</sup> April, 2022. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants have furnished a declaration to the Company that they are eligible to be re- appointed as Statutory Auditors of the Company, in accordance with the provisions of Section 139, 141 and 142 of the Companies Act, 2013.

The terms and conditions of re-appointment of M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants as the Statutory Auditors of the Company and the proposed fees are as follows:

a. **Term of Re-appointment:** For a further period of 5 (Five) consecutive years from the conclusion of ensuing AGM to be held on 3<sup>rd</sup> August, 2022 till the conclusion of the AGM of the Company to be held in the year 2027.

b. **Proposed Fees payable to the Statutory Auditors:**

The details of remuneration payable to M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants in connection with the statutory audit and corporate governance certificate of the Company during the period of 5 (five) years are as follows:

Description	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27
Statutory Audit Fees including Corporate Governance certification	75,00,000	75,00,000	81,00,000	81,00,000	87,48,000
Audit of Internal Financial Controls	12,50,000	12,50,000	13,50,000	13,50,000	14,58,000
Group Reporting	52,50,000	52,50,000	56,70,000	56,70,000	61,23,600
Tax Audit	12,50,000	12,50,000	13,50,000	13,50,000	14,58,000
Limited Review	37,50,000	37,50,000	40,50,000	40,50,000	43,74,000
<b>Total</b>	<b>1,90,00,000</b>	<b>1,90,00,000</b>	<b>2,05,20,000</b>	<b>2,05,20,000</b>	<b>2,21,61,600</b>

Applicable taxes, travelling and other out-of-pocket expenses incurred by M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants would be in addition to the above-mentioned remuneration.

The fees for services in the nature of statutory certifications and other permissible professional work will be in addition to the fees mentioned above and will be determined by the Board of Directors of the Company in consultation with the said Statutory Auditors and as per the recommendations of the Audit Committee.

The proposed fees payable to the Statutory Auditors are based on knowledge, expertise, experience, time and effort required to be put in by them.

**c. Basis for recommendation for re-appointment:**

Taking into account the credentials of M/s Price Waterhouse Chartered Accountants LLP and based on the evaluation of the quality of the audit work, the Board of Directors of the Company based on the recommendation of the Audit Committee, unanimously recommends the Ordinary Resolution as set out in Item No. 4 of this 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, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

**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 2021-2022. 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 2023 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.

The Board of Directors of the Company at their meeting held on 9<sup>th</sup> May, 2022 have appointed M/s. R. Nanabhoy & Co., as the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2023.

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 31<sup>st</sup> March 2023, as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 9<sup>th</sup> May, 2022, is Rs. 16.45 lakhs (Rupees Sixteen Lakhs Forty Five 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 31<sup>st</sup> March 2023.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of this 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, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

**Item No. 6**

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("**SEBI Listing Regulations**"), effective April 1, 2022, mandate prior approval of the Members by means of an ordinary resolution for all material Related Party Transactions ("**RPT**"), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, SEBI, vide Circular dated 8<sup>th</sup> April, 2022 has clarified that the omnibus Members' approval for material RPTs of the Company, shall be valid up to the date of the next AGM, for a period not exceeding 15 (fifteen) months (maximum validity of 15 months).

In the financial year 2022-2023 and in the next financial year 2023-2024 until the date of the Annual General Meeting of the Company, the transactions of the Company with the below-mentioned Related Parties, would exceed the applicable materiality thresholds, as provided under the SEBI Listing Regulations, as amended from time to time.

Type, material terms and other particulars of the proposed RPTs required pursuant to Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 issued by SEBI are mentioned below:

<b>Name of the Related Party</b>	<b>BASF SE (Germany)</b>	<b>BASF Petronas Chemicals Sdn Bhd (Malaysia)</b>	<b>BASF Hong Kong Ltd (Hong Kong)</b>	<b>BASF South East Asia Pte Ltd (Singapore)</b>	<b>BASF Company Ltd (Korea)</b>
<b>Nature of relationship with the Company</b>	Parent Company	Affiliate Company	Affiliate Company	Affiliate Company	Affiliate Company
<b>Nature of transactions</b>	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services. (c) Payment of Royalty for Technical Collaboration/ Assistance. (d) Purchase/ Sale of Assets/ Business. (e) Payment of Dividend.	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services.	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services.	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services.	(a) Sale and/or purchase of chemicals/ materials (b) Availing or rendering of services.
<b>Material terms and particulars of the Proposed transactions</b>	The related party transactions are in the ordinary course of the business and at arms' length basis. Further the same would be compliant with the Inter-Company Transfer Pricing Guidelines.				
<b>Whether ordinary course of business and at arm's length basis</b>	Yes	Yes	Yes	Yes	Yes
<b>Value per annum (Rs. in crore) for which existing approval is in place</b>	1500	1500	5000	2500	2000
<b>Value per annum (Rs. in crore) of the transaction for which approval is sought (per annum)</b>	1500	2000	5000	2500	2000
<b>Justification as to how this RPT is in the interest of the Company</b>	Transactions for which approval is sought, are done at a price that is compliant with Inter-Company Transfer Pricing Guidelines plus applicable mark-up.				
<b>Percentage of the Company's annual turnover, for the immediately preceding financial year ("FY") - FY 2021-22, that is represented by the value of the proposed material related party transaction</b>	11.45%	15.27%	38.17%	19.08%	15.27%



Accordingly, as per the SEBI Listing Regulations, the approval of the Members is sought for all such contracts/ arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise) with the above-mentioned Related Parties of the Company, during the financial year 2022-2023 and in the next financial year 2023-2024 until the date of the AGM of the Company.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder.

The Audit Committee and the Board of Directors of the Company has granted its approval for the RPTs proposed to be entered into by the Company with the aforementioned Related Parties during the financial year 2022-23 and has also noted that the said transactions with the Related Parties are on arms' length basis and in the ordinary course of the Company's business.

Accordingly, your Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 6 of this Notice for the approval of the Members of the Company.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, Related Parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under Item No. 6 of this Notice.

None of the other Related Parties like Directors, Key Managerial Personnel and their relatives have any conflict of interest with the RPTs for which approval of Members is sought. None of these transactions has the effect of passing any direct/indirect benefit, personally to Directors, Key Managerial Personnel in any manner. None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors  
For BASF India Limited

MANOHAR KAMATH  
*Director – Legal, General Counsel (India)  
& Company Secretary*

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CIN: L33112MH1943FLC003972  
Dated: 9<sup>th</sup> May 2022