

## **NOTICE**

NOTICE is hereby given that the SEVENTY SIXTH ANNUAL GENERAL MEETING of BASF INDIA LIMITED will be held on Thursday, 6<sup>th</sup> August, 2020 at 3.00 p.m. through Video Conferencing / Other Audio Visual means, 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 31<sup>st</sup> March, 2020, including the audited Balance Sheet as at 31<sup>st</sup> March, 2020 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 @ 30% i.e. Rs. 3 per equity share for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Mr. Dirk Bremm (DIN: 08511847), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

4. 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 as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2021, amounting to Rs. 14.30 lakhs (Rupees Fourteen Lakhs and 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.”

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 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company [the “Board”, which expression shall also include its Authorised Representative(s)], the consent of the Members of the Company be and is hereby accorded for acquisition of 100% stake in BASF Performance Polyamides India Private Limited (formerly known as Rhodia Polymers & Specialties India Private Limited) by the Company, from BASF Nederland B.V. and BASF SE, for a consideration of an amount not exceeding Rs. 305 crores (Rupees Three Hundred and Five Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Share Purchase Agreement to be executed between the Company and BASF Nederland B.V., BASF SE and BASF Performance Polyamides India Private Limited;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings/instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

By Order of the Board of Directors  
For BASF India Limited

PRADEEP CHANDAN  
*Director – Legal, General Counsel (South Asia)  
& 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: 10<sup>th</sup> July, 2020

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India, physical attendance of the Members at the Annual General Meeting (AGM) is not required and the AGM can be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) wherein the facility to appoint proxy to attend and cast vote for the members will not be available at the AGM. Accordingly, considering the safety of the Members of the Company, the AGM of your Company is being scheduled through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 along with rules framed thereunder and the aforementioned circulars. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM and the facility of appointment of proxy is not available. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Corporate Members are entitled to appoint their authorised representatives to participate in the AGM through VC/OAVM and vote through e-voting on their behalf, pursuant to the provisions of Section 113 of the Companies Act, 2013.
3. The Members can join the AGM through VC/OAVM 30 minutes before the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members 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 restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 24<sup>th</sup> July, 2020 to Thursday, 30<sup>th</sup> July, 2020 (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).
7. Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid on or after 11<sup>th</sup> August, 2020 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on Thursday, 30<sup>th</sup> July, 2020 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, 23<sup>rd</sup> July, 2020.
8. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail to Mr. Pradeep Chandan, Director - Legal, General Counsel (South Asia) & Company Secretary at [pradeep.chandan@basf.com](mailto:pradeep.chandan@basf.com) and / or at [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) latest by Thursday, 30<sup>th</sup> July, 2020, which will enable the Company to furnish replies at the AGM.
9. The registry business of your Company's Registrar and Share Transfer Agents i.e. TSR Darashaw Limited was transferred to a new entity "TSR Darashaw Consultants Private Limited" effective 28<sup>th</sup> May, 2019, pursuant to the de-merger of the Registry business from TSR Darashaw Limited to TSR Darashaw Consultants Private Limited. The address and other contact details of the Registrar and Share Transfer Agents remain unchanged.
10. 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 Consultants Private Limited (formerly TSR Darashaw Limited, hereinafter referred as TSR Darashaw) at 6, 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.

11. Members holding shares under multiple folios are requested to submit their applications to TSR Darashaw for consolidation of folios into a single folio.
12. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, 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. 8,36,444/- being the unclaimed dividend amount of the Company for the financial year ended 31<sup>st</sup> March, 2012 to IEPF on 23<sup>rd</sup> December, 2019.

The Company will be sending reminders to the Members of the Company requesting them to claim their dividend for the financial year ended 31<sup>st</sup> March, 2013. 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 19<sup>th</sup> July, 2019 (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 i.e. TSR Darashaw for the payment thereof, failing which the same will be due to be transferred to IEPF on the respective dates mentioned there against:

<b>Financial Year ended</b>	<b>Dates on which unpaid dividend amount will be due to be transferred to the IEPF</b>
31.03.2013	05.10.2020
31.03.2014	02.10.2021
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

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 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. Therefore, Members are requested to take note of the aforesaid provisions 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.

In respect of the unpaid/unclaimed dividend pertaining to the financial years ended 31<sup>st</sup> March, 2009, 31<sup>st</sup> March, 2010, 31<sup>st</sup> March, 2011 and 31<sup>st</sup> March, 2012, the Company has already transferred the shares to IEPF.

Members are requested to claim the unpaid/ unclaimed dividend pertaining to the financial years 31<sup>st</sup> March, 2013 onwards, due to them, failing which shares (held either in physical or electronic mode) shall be transferred by the Company to IEPF Account. Members 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.

13. Securities and Exchange Board of India 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 TSR Darashaw.

14. 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 in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent, TSR Darashaw, 6, 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 2019-2020 should be lodged with TSR Darashaw on or before the book closure date i.e. Thursday, 23<sup>rd</sup> July, 2020. In terms of the Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by the Ministry of Corporate Affairs, if due to non-availability of the bank account details of shareholders, the Company is unable to pay the dividend, the dividend warrants, will be dispatched to such shareholders upon normalization of postal services.
15. 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 2020-2021 to both the Stock Exchanges.
16. 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 Darashaw.
17. Details of the Director seeking re-appointment under Item No. 3 of this Notice is provided at page no. 55 of the Annual Report.
18. 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](http://www.basf.com/in) and send the said form to TSR Darashaw duly signed by the first named Member 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.
19. An electronic copy of the Annual Report 2019-2020 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 will not be made available to the Members of the Company in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. Members may also note that the Notice of the 76<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).
20. The documents referred to in the Notice of the AGM are available electronically for inspection 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 email to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) or [pankaj.bahl@basf.com](mailto:pankaj.bahl@basf.com).
21. Members are requested to note that in terms of the Circular/ Notification issued by Ministry of Corporate Affairs on 10<sup>th</sup> September, 2018, the Company's Equity Shares can be transferred only in Demat mode. Therefore, any application for transfer of Equity Shares held in Physical mode shall not be entertained.

22. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders with effect from 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with TSR Darashaw (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
23. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) latest by 24<sup>th</sup> July, 2020. Shareholders 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 shareholders can avail 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, any other document which may be required to avail the tax treaty benefits by sending an email to [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) latest by 24<sup>th</sup> July, 2020.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. 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 and Regulation 44 of the Securities and Exchange Board of India (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 76<sup>th</sup> AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facilities.

## INSTRUCTIONS FOR REMOTE E-VOTING

Step 1 : Login to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL's e-voting system.

### Details on Step 1 are mentioned below:

How to login to the NSDL e-voting website?

1. Visit the e-voting website of NSDL by opening your web browser and typing the URL: <https://www.evoting.nsdl.com/>
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login 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 :

Manner of holding shares, i.e. Demat {NSDL or Central Depository Services (India) Limited (CDSL)} or Physical	User ID
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, followed by Folio Number registered with the Company. For example, if EVEN is 113015 and your folio number is 001***, then your user ID is 113015001***

5. Your password details 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's 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 change your password, as prompted by the system.
- 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 email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment (pdf file). The password to open the file is your 8 digit client ID for NSDL account or the last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned in process for those shareholders whose email IDs are not registered.

6. If you have not received the 'initial password' or are unable to retrieve it, or have forgotten your password, then:
  - 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) Click on “[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 aforementioned 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.
  - 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, agree to the terms and conditions by checking the box.
8. Then click on “Login” button.
9. After you click on the “Login” button, home page of e-voting will open.

**Details on Step 2 are mentioned below:**

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

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking the Active Voting Cycles, you will be able to see the “EVEN” of all the Companies in which you are holding shares and whose voting cycle is in active status.
3. Select the “EVEN” of the Company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. 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”. Also click on “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to 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 to [hs@hsassociates.net](mailto:hs@hsassociates.net) 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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free



no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Ms. Pallavi Mhatre, Assistant 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: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) / [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. 022-24994545 who will also address grievances connected with voting by electronic means.

4. The remote e-voting period commences on Monday, 3<sup>rd</sup> August, 2020 (from 9.00 a.m. IST) and ends on Wednesday, 5<sup>th</sup> August, 2020 (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 30<sup>th</sup> July, 2020, may cast their votes electronically. Remote e-voting will not be allowed beyond 5.00 p.m. on Wednesday, 5<sup>th</sup> August, 2020 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 through VC/OAVM, 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 at the AGM who have not casted their vote by remote e-voting, will be able to vote at the AGM.
6. Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, 206, 2<sup>nd</sup> Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, Opposite Lodha Excelus, Lower Parel (East), Mumbai - 400011, having Membership No. FCS-2827 & Certificate of Practice No. 1483, 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, not later than 48 hours 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 voting will be declared within 48 hours 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. 6<sup>th</sup> August, 2020.

#### **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 same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM and have not casted their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM 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 casted through remote e-voting will only be considered and the votes casted 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.

**INSTRUCTIONS FOR MEMBERS FOR 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 NSDL's e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/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 whose e-mail ids are not registered with the Company/ Depositories and who wish to participate and vote either through remote e-voting or e-voting at the AGM through VC/OAVM may obtain their user id and password for e-voting by sending the following information/documents via e-mail at [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com):
  - Name registered in the records of the Company;
  - Dp Id & Client Id, Client Master Copy or Consolidated Account Statement (For shares held in demat form);
  - Folio No., Share Certificate (For shares held in physical form);
  - E-mail id and mobile number;
  - Self-attested scanned copies of PAN & Aadhaar.Alternatively, a Member may also send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the above details.
3. Members are encouraged to join the Meeting through Laptops and use Internet with a good speed for convenience and better experience.
4. 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 kind of aforesaid glitches.
5. Members who would like to express their views, ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number via e-mail to Mr. Pradeep Chandan, Director - Legal, General Counsel (South Asia) & Company Secretary at [pradeep.chandan@basf.com](mailto:pradeep.chandan@basf.com) and/ or at [investor-grievance-india@basf.com](mailto:investor-grievance-india@basf.com) latest by Thursday, 30<sup>th</sup> July, 2020. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780.

## EXPLANATORY STATEMENT

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

### Item No. 4

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 2019-2020. 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, 2021 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 31<sup>st</sup> March, 2021.

The Board of Directors of the Company at their meeting held on 22<sup>nd</sup> May, 2020 have appointed M/s. R. Nanabhoy & Co., as the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2021.

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, 2021 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 22<sup>nd</sup> May, 2020, will not exceed Rs. 14.30 lakhs (Rupees Fourteen Lakhs and 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 31<sup>st</sup> March, 2021.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 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, 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

BASF SE, Parent Company, Germany, had acquired Solvay's polyamide business globally in February, 2020. In India, the polyamide business is carried out by BASF Performance Polyamides India Private Limited (formerly Rhodia Polymers & Specialties India Private Limited) which is a wholly owned subsidiary of BASF Nederland B.V. and BASF SE, Germany. BASF Performance Polyamides India Private Limited is engaged in the business of manufacturing/ trading of performance polyamides and serves automobiles, electrical and consumer goods industries. BASF Performance Polyamides India Private Limited has one plant at Panoli, Gujarat.

Considering that the Polyamides business has operational synergies with the Engineering Plastics business of the Company, the Board of Directors of the Company at their meeting held on 22<sup>nd</sup> May, 2020 had evaluated the proposal to acquire 100% stake in BASF Performance Polyamides India Private Limited by the Company, from BASF SE and BASF Nederland B.V. and had appointed Deloitte Touche Tohmatsu India LLP as the Valuer for carrying out the valuation of shares.

Accordingly, subject to the approval of the Members of the Company, the Board of Directors of the Company has on 10<sup>th</sup> July, 2020 approved the acquisition of 100% stake in BASF Performance Polyamides India Private Limited from BASF Nederland B.V. and BASF SE for a consideration of an amount not exceeding Rs. 305 crores (Rupees Three Hundred and Five Crores Only), including adjustments, if any, on such terms and conditions as may be specified in the draft Share Purchase Agreement to be executed between the Company, BASF Nederland B.V., BASF SE and BASF Performance Polyamides India Private Limited. The proposed acquisition of 100% stake by the Company in BASF Performance Polyamides India Private Limited would be funded from the proceeds of divestitures.

In order to arrive at the consideration amount, the Company has, *inter alia*, relied upon the valuation report of Deloitte Touche Tohmatsu India LLP.

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended, prescribes the procedure for approval of related party transaction(s).

In accordance with the provisions of Section 188(1)(b) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2019, prior approval of the Members by way of an Ordinary Resolution is required for entering into any transaction between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds 10 percent or more of the net worth of the Company.

As the aggregate value of the consideration to be paid by the Company for acquisition of 100% stake in BASF Performance Polyamides India Private Limited exceeds 10% of the net worth of the Company, prior approval of the Members of the Company is being sought for the same by way of an Ordinary Resolution. The Members of the Company are requested to take note that the proposed acquisition of 100% stake in BASF Performance Polyamides India Private Limited is well within the limits specified under Section 186 of the Companies Act, 2013.

The disclosures required to be made under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 as amended are given herein below:

1. Name of the Related Party and Nature of relationship: BASF India Limited, BASF Performance Polyamides India Private Limited, BASF SE and BASF Nederland B.V. are BASF Group Companies. BASF Performance Polyamides India Private Limited is a wholly owned subsidiary of BASF Nederland B.V. and BASF SE. Further, BASF SE is the ultimate holding Company of all BASF Companies worldwide.
2. Name of the Director or Key Managerial Personnel who is related, if any: None of the Directors or Key Managerial Personnel are related.
3. Nature, material terms, monetary value and particulars of the contract or arrangement: Please refer resolution no. 5 and explanatory statement for item no. 5 of this Notice.
4. Any other information relevant or important for the Members to take a decision on the proposed resolution: The acquisition of 100% stake in BASF Performance Polyamides India Private Limited by the Company is on arm's length basis.

The Board is of the opinion that the acquisition of BASF Performance Polyamides India Private Limited would strengthen the Company's position as a solution provider for key industries & would enhance market access to key growth markets. It would also help the Company in expanding its existing 'Materials' segment and extend value chain through backward integration into key raw materials and is in the best interest of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the unrelated Members of the Company in terms of the provisions of Section 188 of the Companies Act, 2013. The Members are requested to approve all the actions, decisions and approvals accorded by the Audit Committee and the Board of Directors of the Company in connection with the aforementioned transaction.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution set out at Item No. 5 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

PRADEEP CHANDAN  
*Director – Legal, General Counsel (South Asia)  
& 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: 10<sup>th</sup> July, 2020