

**COMBINED SCRUTINIZER'S REPORT
ON E-VOTING & POLL**

**71ST ANNUAL GENERAL MEETING OF BASF INDIA LIMITED, HELD ON
THURSDAY, 20TH AUGUST, 2015, AT 3.00 P.M. AT "YASHWANTRAO
CHAVAN PRATISHTHAN AUDITORIUM", Y. B. CHAVAN CENTRE,
GENERAL JAGANNATH BHOSALE MARG, NARIMAN POINT, MUMBAI
400021**

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Company Secretaries
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COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To,
Mr. Raman Ramachandran
The Chairman,
71st Annual General Meeting of BASF India Limited,
3rd Floor, VIBGYOR Towers,
Plot No.C-62, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400098.

Subject: Passing of Resolutions through Remote e-voting and Poll conducted at the 71st Annual General Meeting of BASF India Limited (CIN: L33112MH1943FLC003972) (the Company) held on Thursday, 20th August, 2015, at 3:00 p.m. at "Yashwantrao Chavan Pratishtan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021.

Dear Sir,

The Board of Directors of the Company by Resolution dated 10th June, 2015, had appointed me as a Scrutinizer for the remote e-voting held between Monday, 17th August, 2015 (9:00 A.M. IST) to Wednesday, 19th August, 2015, (5.00 P.M. IST) and the Chairman of the 71st Annual General Meeting had appointed me as the Scrutinizer for the Poll held at the 71st Annual General Meeting of the Company on Thursday, 20th August, 2015.

The Company had engaged the services of National Securities Depository Limited (NSDL), for extending the facility of remote e- voting to the Members of the Company from Monday, 17th August, 2015 (9:00 A.M. IST) to Wednesday, 19th August, 2015, (5.00 P.M. IST). At the said 71st Annual General Meeting of the Company held on Thursday, 20th August, 2015, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the Meeting who could not participate in the remote e-voting to record their votes through the poll process. The Chairman of the 71st Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's Report in form MGT 13 dated 20th August, 2015 attached herewith.

Immediately after the conclusion of voting at the 71st Annual General Meeting, I first counted the votes cast at the meeting.

In determining the validity or otherwise of the Ballots received, I have adopted the following criteria:

- (a) Where the date and place has been left blank the signed ballot has been treated as valid ;
- (b) Where the number of shares has been left blank, I have accounted for the total holding as on 13th August, 2015 for the purpose of either assent or dissent to the relevant resolution as indicated by the Member;
- (c) Where the Member has left the ballot blank or not indicated his vote or not signed, the ballot has been treated as invalid ;
- (d) Where the signatures do not tally or the ballot paper bears no signature(s), the ballot has been treated as invalid ;
- (e) Where it is not possible to determine without any doubt the assent or dissent of the Member, the ballot has been treated as invalid;
- (f) In respect of certain ballot forms, the Members have exercised their voting rights by partially voting for 'assent'/ 'dissent'. In such cases the votes have been considered on the basis of votes cast and such ballot papers have been included in the valid ballot form with both assent and dissent to the resolution respectively.
- (g) In respect of certain ballot forms, where the ballot has been exercised by bodies corporate, Institutional Members (FIs/ Trust/ Mutual Funds/ Banks etc.). I have tallied the signature of the authorized person(s) from the specimen signature(s) available with the Registrar and Share Transfer Agents, Sharepro Services Private Limited 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072 and from the Power of Attorney /Authorizations / Certifications attached to the Ballot Forms and have treated there votes subject to (a) to (f) above at my discretion.
- (h) Member(s) who have exercised the vote in physical as well as electronic mode, the vote by the electronic mode only has been considered.

Thereafter the remote e-voting platform was unblocked by me on Thursday, 20th August, 2015 at 5.41 p.m. in the presence of two witnesses not in the employment of the Company. For further details refer my Scrutinizer's Report dated 20th August, 2015 on the subject of the remote e-voting attached herewith.



The result of the remote e-voting together with that of the Poll as rounded off to two decimal places is as under:

Item No. 1 : As an Ordinary Resolution

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2015.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	114	34699487	100.00	94	15910	100.00	208	34715397	100.00
Votes in against of the Resolution	3	99	0.00	0	0	0.00	3	99	0.00
Invalid /abstain votes	3	314825	-	3	193	-	6	315018	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.

Item No. 2 : As an Ordinary Resolution

Declaration of dividend for financial year 2014-2015.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour Of the Resolution	115	35014335	100.00	93	15900	99.94	208	35030235	100.00
Votes in against of the Resolution	1	37	0.00	1	10	0.06	2	47	0.00
Invalid /abstain votes	4	39	-	3	193	-	7	232	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.



Item No. 3 : As an Ordinary Resolution

Re-appointment of Mr. Gops Pillay (DIN: 06599533) as Director, who retires by rotation.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	88	34679713	99.04	94	15910	100.00	182	34695623	99.04
Votes in against of the Resolution	30	334654	0.96	0	0	0.00	30	334654	0.96
Invalid /abstain votes	2	44	-	3	193	-	5	237	-

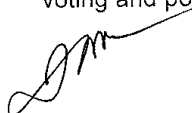
Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.

Item No.4 : As an Ordinary Resolution

Ratification of the appointment of M/s. B S R & Co. LLP (Registration No. 101248W/W-100022), as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2016.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	112	35013742	100.00	94	15910	100.00	206	35029652	100.00
Votes in against of the Resolution	5	449	0.00	0	0	0.00	5	449	0.00
Invalid /abstain votes	3	220	-	3	193	-	6	413	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.



Item No.5 : As an Ordinary Resolution

Appointment of Dr. Andrea Frenzel (DIN: 07070693) as a Director.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	88	34752825	99.25	93	15900	99.94	181	34768725	99.26
Votes in against of the Resolution	26	261316	0.75	1	10	0.06	27	261326	0.74
Invalid /abstain votes	6	270	-	3	193	-	9	463	-

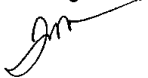
Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.

Item No.6 : As an Ordinary Resolution

Ratification of remuneration payable to Cost Auditor, M/s. R. Nanabhoy & Co. (Registration No. 000010), for the financial year ending 31st March, 2016.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	113	35014047	100.00	92	15888	99.86	205	35029935	100.00
Votes in against of the Resolution	4	149	0.00	2	22	0.14	6	171	0.00
Invalid /abstain votes	3	215	-	3	193	-	6	408	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.



Item No.7 : As a Special Resolution

Appointment of Mr. Narendranath J. Baliga (DIN: 07005484) as Wholetime Director and fixation of his remuneration and payment of minimum remuneration to him due to inadequacy of profits.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	110	35014146	100.00	93	15900	99.94	203	35030046	100.00
Votes in against of the Resolution	5	151	0.00	1	10	0.06	6	161	0.00
Invalid /abstain votes	5	114	-	3	193	-	8	307	-

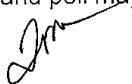
Based on the foregoing the above Special Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.

Item No.8 : As a Special Resolution

Adoption of new set of Articles of Association of the Company.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	112	35001913	100.00	94	15910	100.00	206	35017823	100.00
Votes in against of the Resolution	4	3383	0.00	0	0	0	4	3383	0.00
Invalid /abstain votes	4	9115	-	3	193	-	7	9308	-

Based on the foregoing the above Special Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.



Item No.9 : As a Special Resolution

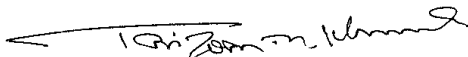
Approving the limits for transactions with material related parties for each financial year.

Mode of Voting	REMOTE E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	96	3052048	93.30	92	15899	99.93	188	3067947	93.33
Votes in against of the Resolution	19	219104	6.70	2	11	0.07	21	219115	6.67
Invalid /abstain votes	5	31743259	-	3	193	-	8	31743452	-

Based on the foregoing the above Special Resolution voted upon under remote e-voting and poll may be considered as carried by the requisite majority.

I hereby confirm that I have maintained the Registers received from the NSDL, both electronically and manually, in respect of the votes cast through remote e-voting and Poll by the Equity Shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to the Mr. Pradeep Chandan Director – Legal, General Counsel & Company Secretary, as authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully



TAIZOON M. KHUMRI

F.C.S No.993,
Certificate of Practice No. 88
Practicing Company Secretary
Place : Mumbai
Date : 20th August, 2015

Poll Summary (Physical and e-Voting)

	Total Number of Members who voted	Number of shares held	Number of shares for which votes cast	Number of Members who voted in favour	No. of Votes cast in favour	% of Votes cast in favour to total number of valid votes cast	Number of Members who voted against	No. of Votes cast against	% of Votes cast against to total number of valid votes cast	Number of Members whose vote(s) is/are invalid	Invalid votes	Number of Abstain Cases	Number of Shares in Abstain
Resolution 1	217	35030593	34715496	208	34715397	99.999715	3	99	0.000285	3	193	3	314825
Resolution 2	217	35030593	35030282	208	35030235	99.999866	2	47	0.000134	3	193	4	39
Resolution 3	217	35030593	35030277	182	34695623	99.044672	30	334654	0.955328	3	193	2	44
Resolution 4	217	35030593	35030101	206	35029652	99.998718	5	449	0.001282	3	193	3	220
Resolution 5	217	35030593	35030051	181	34768725	99.253995	27	261326	0.746005	3	193	6	270
Resolution 6	217	35030593	35030106	205	35029935	99.999512	6	171	0.000488	3	193	3	215
Resolution 7	217	35030593	35030207	203	35030046	99.999540	6	161	0.000460	3	193	5	114
Resolution 8	217	35030593	35021206	206	35017823	99.990340	4	3383	0.009660	3	193	4	9115
Resolution 9	217	35030593	3287062	188	3067947	93.334017	21	219115	6.665983	3	193	5	31743259

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BASF INDIA LIMITED (CIN : L33112MH1943FLC003972)
Clause 35A (Physical and e-Voting)

Resolution 4

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	3	31743220	31743220	100.000000	31743220	0	100.000000	0.000000
Public – Institutional holders	34	2809771	1709149	60.828765	1709149	0	100.000000	0.000000
Public-Others	174	8732649	1577732	18.067049	1577283	449	99.971541	0.028459
Total	211	43285640	35030101	80.927765	35029652	449	99.998718	0.001282

BASF INDIA LIMITED (CIN : L33112MH1943FLC003972)
Clause 35A (Physical and e-Voting)

Resolution 5

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	3	31743220	31743220	100.000000	31743220	0	100.000000	0.000000
Public – Institutional holders	34	2809771	1709149	60.828765	1448708	260441	84.761949	15.238051
Public-Others	171	8732649	1577682	18.066477	1576797	885	99.943905	0.056095
Total	208	43285640	35030051	80.927649	34768725	261326	99.253995	0.746005

BASF INDIA LIMITED (CIN : L33112MH1943FLC003972)
Clause 35A (Physical and e-Voting)

Resolution 6

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	3	31743220	31743220	100.000000	31743220	0	100.000000	0.000000
Public – Institutional holders	34	2809771	1709149	60.828765	1709149	0	100.000000	0.000000
Public-Others	174	8732649	1577737	18.067107	1577566	171	99.989162	0.010838
Total	211	43285640	35030106	80.927777	35029935	171	99.999512	0.000488

BASF INDIA LIMITED (CIN : L33112MH1943FLC003972)
Clause 35A (Physical and e-Voting)

Resolution 7

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	3	31743220	31743220	100.000000	31743220	0	100.000000	0.000000
Public – Institutional holders	34	2809771	1709149	60.828765	1709149	0	100.000000	0.000000
Public-Others	172	8732649	1577838	18.068263	1577677	161	99.989796	0.010204
Total	209	43285640	35030207	80.928010	35030046	161	99.999540	0.000460

BASF INDIA LIMITED (CIN : L33112MH1943FLC003972)
Clause 35A (Physical and e-Voting)

Resolution 8

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	3	31743220	31743220	100.000000	31743220	0	100.000000	0.000000
Public – Institutional holders	33	2809771	1700505	60.521124	1697221	3284	99.806881	0.193119
Public-Others	174	8732649	1577481	18.064175	1577382	99	99.993724	0.006276
Total	210	43285640	35021206	80.907215	35017823	3383	99.990340	0.009660

BASF INDIA LIMITED (CIN : L33112MH1943FLC003972)
Clause 35A (Physical and e-Voting)

Resolution 9

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	31743220	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	34	2809771	1709149	60.828765	1490444	218705	87.203866	12.796134
Public-Others	175	8732649	1577913	18.069122	1577503	410	99.974016	0.025984
Total	209	43285640	3287062	7.593886	3067947	219115	93.334017	6.665983