

**CONSOLIDATED SCRUTINIZER'S REPORT
ON E-VOTING & INSTAPOLL**

SEVENTY THIRD ANNUAL GENERAL MEETING OF BASF INDIA LIMITED HELD AT YASHWANTRAO CHAVAN PRATISHTHAN AUDITORIUM, Y. B. CHAVAN CENTRE, GENERAL JAGANNATH BHOSALE MARG, NARIMAN POINT, MUMBAI – 400021 ON THURSDAY, 28TH SEPTEMBER, 2017, AT 3.00 P.M.

**TAIZOON M. KHUMRI
Practicing Company Secretary
12/13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg, Fort,
Mumbai 400 001.
Tel No 022-2207 1721
Email: taizoonkhumri@gmail.com
Website: www.tmkhumri.com**

TAIZOON M. KHUMRI

T.M. KHUMRI & CO.
Company Secretaries
12-13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg, Fort,
Mumbai 400 001

Tel. No. 2207 1721 / 2207 6640 E-mail: taizoonkhumri@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & INSTAPOLL

To,
Mr. Raman Ramachandran
Chairman,
Seventy Third Annual General Meeting
BASF INDIA LIMITED
Plot No. 37, Chandivali Farm Road,
Chandivali, Andheri (East)
Mumbai 400 072

Dear Sir,

Subject: Scrutinizer's Report on Remote e-voting and Instapoll conducted at the Seventy Third Annual General Meeting of BASF INDIA LIMITED (CIN: L33112MH1943FLC003972), held at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021 on Thursday, 28th September, 2017 at 3.00 p.m.

Appointment as Scrutinizer:

Pursuant to the Resolution passed by the Board of Directors of **BASF INDIA LIMITED** (hereinafter referred to as the "Company") on 10th August, 2017, I have been appointed as the Scrutinizer for the remote e-voting and the Instapoll held at the Seventy Third Annual General Meeting (hereinafter referred to as the "AGM") of the Company on Thursday, 28th September, 2017.



Dispatch of Notices:

The Company has represented to me that, as on 11th August, 2017 (Record Date) there were 41,673 members of the Company. Notice of the AGM was sent to all the members in the following manner:

a) Through e-mail:

The Notice of AGM were sent by email to 20,399 members whose email id's were registered with the Company/ Depository Participants / Registrar and Share Transfer Agent.

A summary of the E-mails sent is as under:

Sr. No.	Description	Records	
		e-mails	Folios
1	Total e-mail IDs	20399	20399
2	Less: Invalid & Blacklist e-mail IDs	N.A.	N.A.
3	Valid e-mails sent	20399	20399
4	Less: Bounces	801	801
5	Sent Successfully	19598	19598

b) The Notice of AGM was also sent to 21274 members by Courier to shareholders residing outside Mumbai; and

by Speed Post/Registered Post to Shareholders:

- based in Mumbai.
- based in locations outside Mumbai, where courier service is not available.

A summary of the Notice sent by Courier, Speed Post / Registered Post and Delivered/ undelivered Envelopes is as under:



Sr. No.	Description	Folios
1	Sent by Courier, Speed Post / Registered Post	21274
2	Less: Undelivered Envelopes (as on 26 th September, 2017)	808
3	Total Envelopes Delivered Successfully	20466

Notice of the AGM, and the Annual Report was provided on the Company's website www.basf.com/in to the members for their access. The Notices sent (through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

Cut-off Date:

The cut-off date for the purposes of identifying the members who were entitled to vote on the Resolutions placed for approval of the members was considered as Thursday, 21st September, 2017. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for 3 (three) days from 9.00 A.M. (IST) on Monday, 25th September, 2017 upto 5:00 P.M. (IST) on Wednesday, 27th September, 2017.

Advertisements:

As prescribed in Rule 20(4)(v) of the said Rules, the Company also released the Notice through newspaper advertisements, which were published more than 21 days in advance from the date of the AGM in English in 'Business Standard' newspaper dated 1st September, 2017 and



in Marathi in 'Navshakti' newspaper dated 1st September, 2017. The Notice published in the newspapers carried the required information as specified in Rule 20(4)(v)(a) to 20(4)(v)(h) of the said Rules.

Remote e-Voting and Voting at the AGM:

The Company had engaged the services of National Securities Depository Limited (hereinafter referred to as the "NSDL"), Mumbai for extending the facility of remote e-voting to the members of the Company. NSDL had set up remote e-voting facility on its website, <https://www.evoting.nsdl.com>. The Company had uploaded the items of business to be transacted on the website of the Company and also on NSDL website to facilitate their members to cast their vote through remote e-voting.

NSDL had provided tablet based electronic voting facility i.e. Instapoll to the members present at the AGM and who had not cast their vote earlier through remote e-voting facility. The members of the Company holding the shares as on cut-off date of Thursday, 21st September, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

Process on completion of voting:

After completion of Instapoll at the AGM the votes cast through Instapoll were unblocked first at 5.13 p.m. and thereafter, the votes through remote e-voting were unblocked at 5.13 p.m. In both the instances the unblocking was done by me in the presence of two witnesses viz. Ms. Fatema Fatehi and Mr. Husain Wagh (not in the employment of the Company).



After the conclusion of the AGM, the votes were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agent with respect to the Authorizations / Proxies lodged with Company.

There were in all 52 members holding 6601 Equity Shares of Rs.10/- each of the Company aggregating to 0.02% of the total Paid-up Share Capital of the Company, who participated in the Instapoll carried out by the Company. For further details refer my Scrutinizer's Report on Instapoll dated 28th September, 2017.

Further, there were in all 98 members holding 35274208 Equity Shares of Rs.10/- each of the Company aggregating to 81.49% of the total Paid-up Share Capital of the Company, who have participated in the remote e-voting process carried out by the Company. For further details refer my Scrutinizer's Report on remote e-voting dated 28th September, 2017.

Results:

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

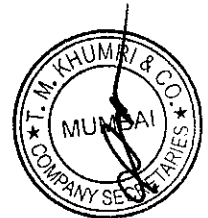


ITEM NO.1: AS AN ORDINARY RESOLUTION

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2017.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	95	35274201	100	52	6601	100	147	35280802	100
Votes in against of the Resolution	2	5	0	0	0	0	2	5	0
Invalid / abstain votes	1	2	0	0	0	0	1	2	0

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



ITEM NO.2: AS AN ORDINARY RESOLUTION

Declaration of Dividend for the financial year 2016-2017.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	94	35274141	100	52	6601	100	146	35280742	100
Votes in against of the Resolution	2	61	0	0	0	0	2	61	0
Invalid /abstain votes	2	6	0	0	0	0	2	6	0

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



ITEM NO.3: AS AN ORDINARY RESOLUTION

Re-appointment of Dr. Andrea Frenzel (DIN: 07070693) as Director, who retires by rotation.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	67	34859290	98.82	52	6601	100	119	34865891	98.82
Votes in against of the Resolution	31	414918	1.18	0	0	0	31	414918	1.18
Invalid /abstain votes	0	0	0	0	0	0	0	0	0

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



ITEM NO.4: AS AN ORDINARY RESOLUTION

Appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.: 012754N/N500016), as the Statutory Auditors of the Company and to fix their remuneration.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	94	35274171	100	49	6543	99.12	143	35280714	100
Votes in against of the Resolution	2	5	0	3	58	0.88	5	63	0
Invalid /abstain votes	2	32	0	0	0	0	2	32	0

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



ITEM NO.5: AS AN ORDINARY RESOLUTION

Ratification of remuneration payable to M/s. R. Nanabhoy & Co. (Firm Registration No. 000010), Cost Auditor for the financial year ending 31st March, 2018.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	94	35274195	100	49	6543	99.12	143	35280738	100
Votes in against of the Resolution	2	7	0	3	58	0.88	5	65	0
Invalid /abstain votes	2	6	0	0	0	0	2	6	0

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



ITEM NO.6: AS AN ORDINARY RESOLUTION

Fees/charges for service/delivery of any document through a particular mode under Section 20 of the Companies Act, 2013, on request of the members of the Company.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	89	35273766	100	52	6601	100	141	35280367	100
Votes in against of the Resolution	7	410	0	0	0	0	7	410	0
Invalid /abstain votes	2	32	0	0	0	0	2	32	0

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



ITEM NO.7: AS A SPECIAL RESOLUTION

Appointment of Mr. Rajesh Naik (DIN: 06935998) as Whole-time Director of the Company for a period of 2 years from 1st April, 2017 to 31st March, 2019 and fixation of his remuneration.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	91	35274011	100	52	6601	100	143	35280612	100
Votes in against of the Resolution	4	21	0	0	0	0	4	21	0
Invalid /abstain votes	3	176	0	0	0	0	3	176	0

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



ITEM NO.8: AS A SPECIAL RESOLUTION

Appointment of Dr. Lakshmi Nadkarni (DIN:07076164) as Alternate Director to Dr. Andrea Frenzel and by virtue of being in whole-time employment of the Company as a Whole-time Director for a period of 2 years from 1st April, 2017 to 31st March, 2019 and fixation of her remuneration.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	90	35273886	100	51	6565	99.46	141	35280451	100
Votes in against of the Resolution	7	320	0	1	36	0.55	8	356	0
Invalid /abstain votes	1	2	0	0	0	0	1	2	0

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



ITEM NO.9: AS A SPECIAL RESOLUTION

Payment of remuneration within maximum limits, as minimum remuneration to the Managerial Personnel in the event of losses or inadequacy of profits.

Mode of Voting	REMOTE E-VOTING			Instapoll (E-voting at AGM)			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	69	34866943	98.85	51	6565	99.45	120	34873508	98.85
Votes in against of the Resolution	28	407235	1.15	1	36	0.55	29	407271	1.15
Invalid /abstain votes	1	30	0	0	0	0	1	30	0

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

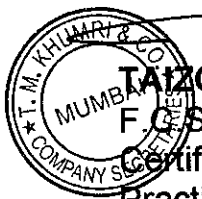


Maintenance of Registers and handover of Records:

I hereby confirm that I have maintained the Registers received from NSDL both electronically and manually, in respect of the votes cast through remote e-voting mentioning inter alia name of the members and number of shares voted upon by them. The relevant records were sealed and handed over to Mr. Pradeep Chandan, Director – Legal, General Counsel & Company Secretary as authorised by the Chairman for safe keeping and for subsequent handover to him.

Thanking you,

Yours Faithfully



Taizoon M. Khumri
TAIZOON M. KHUMRI
F.C.S No.993,
Certificate of Practice No. 88
Practicing Company Secretary
Unique Code Number: I1981MH001800

Place: Mumbai

Date: 28th September, 2017

CONFIRMATION OF WITNESSES

We the undersigned, witness the fact that the remote e-voting and the Instapoll facility in respect of the Seventy Third Annual General Meeting of BASF INDIA LIMITED was duly unblocked in our presence, as prescribed in Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on Thursday, 28th September, 2017 at 5.13 p.m. (IST).

Witness 1.

Ms. Fatema Fatehi
12-13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg,
Fort, Mumbai 400001
Place: Mumbai
Date: 28th September, 2017

Witness 2.

Mr. Husain Wagh
12-13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg,
Fort, Mumbai 400001