

NOTICE

NOTICE is hereby given that the SEVENTY FIFTH ANNUAL GENERAL MEETING of BASF INDIA LIMITED will be held at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400021 on Friday, 19th July, 2019 at 3.00 p.m. 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 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019 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 a special dividend of Rs. 2/- per equity share i.e. 20% in addition to a final dividend of Rs. 3/- per equity share i.e. 30% for the financial year ended 31st March, 2019 aggregating to Rs. 5/- per equity share i.e. 50%.
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.

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 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 31st March, 2020, 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 a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 2(94), 161(2), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [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 Nomination & Remuneration 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 Mr. Narendranath J. Baliga (DIN: 07005484) as an Alternate Director of the Company and being in whole-time employment of the Company, deemed as a Whole-time Director and to his receiving remuneration, benefits and amenities for a period of five years from 1st January, 2020 to 31st December, 2024, upon the terms, conditions and stipulations contained in the Agreement to be entered into between the Company and Mr. Narendranath J. Baliga;

RESOLVED FURTHER THAT based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company be and are hereby authorised to vary the terms and conditions of appointment, including the remuneration payable to Mr. Narendranath J. Baliga, provided, however, that the remuneration payable to Mr. Narendranath J. Baliga shall be in accordance with the provisions specified in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time;

RESOLVED FURTHER THAT in the event of Mr. Narendranath J. Baliga ceasing to be Alternate Director at any time, during the aforesaid term and being re-appointed as Alternate Director, Mr. Narendranath J. Baliga shall be deemed to continue as Whole-time Director of the Company on the aforesaid terms and conditions upon such re-appointment except that during the period he ceases to be Alternate Director, he shall continue as an employee of the Company on the same terms and conditions as aforesaid;

RESOLVED FURTHER THAT where, during the financial years covered under the period of 3 years from 1st January, 2020 to 31st December, 2022, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Narendranath J. Baliga as specified in the Agreement referred to above, based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to obtaining necessary approvals, as may be required in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time. In that event, the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove:

- (a) Contribution to provident fund, superannuation fund or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure.

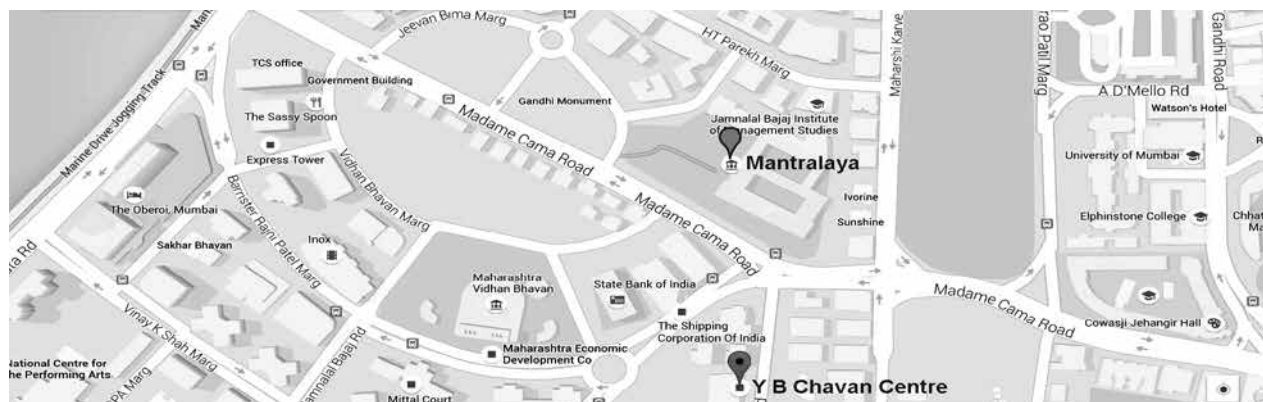
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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
12th Floor, Plot No. C-70,
'G'-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051.
CIN: L33112MH1943FLC003972
Dated: 6th June, 2019

Route map to the venue of the AGM



The prominent landmark for the venue is Mantralaya.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL/E-VOTING ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution/authorization, as applicable. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting 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.
4. 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.
5. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 6th July, 2019 to Friday, 12th July, 2019 (both days inclusive) for the purposes of determining the eligibility of the Members entitled to dividend (subject to the approval of the Members at the Annual General Meeting).
6. Dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be paid on or after 24th July, 2019 in respect of shares held in physical form, to those members whose names appear in the Company's Register of Members as on 12th July, 2019 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 Friday, 5th July, 2019.
7. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report so as to reach the Company by Friday, 5th July, 2019, which will enable the Company to furnish replies at the Annual General Meeting.
8. 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 6-10, 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.
9. Members holding shares under multiple folios are requested to submit their applications to TSR Darashaw for consolidation of folios into a single folio.
10. 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. 14,21,592, being the unclaimed dividend amount for the financial year ended 31st March, 2011 to IEPF on 30th October, 2018.

The Company has sent reminders to the Members of the Company on 11th February, 2019 and 25th April, 2019 requesting them to claim their dividend for the financial year ended 31st March, 2012. 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 10th August, 2018 (i.e. date of last Annual General Meeting of the Company) on the website of the Company (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 transferred to the IEPF on the respective dates mentioned there against.

Financial Year ended	Dates on which unpaid dividend amount will be due to be transferred to IEPF
31.03.2012	29.09.2019
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

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. Members therefore 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 www.basf.com/in before transferring to IEPF.

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

The Company provides an opportunity to the Members to claim the unpaid/ unclaimed dividend pertaining to the financial years 31st March, 2012 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.

11. Securities and Exchange Board of India (SEBI) 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/ Company Secretarial Department of the Company.
12. 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, 6-10, 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 2018-2019 should be lodged with TSR Darashaw on or before the book closure date i.e. Friday, 5th July, 2019.

13. The Company's Equity Shares are listed on BSE Limited, P.J. Towers, Dalal Street, Mumbai-400 001 and 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 2019-2020 to both the Stock Exchanges.
14. 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.
15. Details of the Directors seeking re-appointment under Item Nos. 3 and 5 of this Notice are provided at page no. 53 of the Annual Report.
16. 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 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. Members are entitled to receive communication in physical form, free of cost, upon making a request for the same.
17. An electronic copy of the Annual Report 2018-2019 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s). Members are requested to print the Attendance Slips and submit a duly filled in Attendance Slip at the Registration Counter at the Annual General Meeting. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-2019 are being sent by the permitted modes. Members may also note that the Notice of the 75th Annual General Meeting, Attendance Slip and the Annual Report are available on the Company's website www.basf.com/in. Physical copies of the aforesaid documents and the documents referred to in the Notice will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.
18. 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 SEBI (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 75th Annual General Meeting. The Company has engaged the services of NSDL to provide the remote e-voting facilities.

The instructions for remote e-voting are provided in the Attendance Slip, which is enclosed along with the Annual Report. Members are advised to read the instructions carefully before exercising their vote.
19. Members are requested to bring their copy of the Annual Report along with them to the meeting.

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 2018-2019. 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 31st March, 2020 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 31st March, 2020.

The Board of Directors of the Company at their meeting held on 30th April, 2019 have appointed M/s. R. Nanabhoy & Co., as the Cost Auditors of the Company for the financial year ending 31st March, 2020.

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 31st March, 2020 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 30th April, 2019, 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 31st March, 2020.

The Board of Directors of the Company 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, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

1. The Members of the Company at their 71st Annual General Meeting held on 20th August, 2015 had approved the appointment and terms of remuneration of Mr. Narendranath J. Baliga as the Alternate Director of the Company for the period of five years from 1st January, 2015 to 31st December, 2019.
2. The Board of Directors of the Company at their meeting held on 6th June, 2019, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, have re-appointed Mr. Narendranath J. Baliga as an Alternate Director of the Company.
3. Pursuant to the provisions of Section 2(94) of the Companies Act, 2013, a Whole-time Director includes a Director in the whole-time employment of the Company. Mr. Narendranath J. Baliga being in the whole-time employment of the Company and upon appointed as an Alternate Director will be deemed to be the Whole-time Director of the Company in accordance with the said provisions.
4. Accordingly, the Board of Directors of the Company at their meeting held on 6th June, 2019, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, re-appointed Mr. Narendranath J. Baliga as the Whole-time Director of the Company for a period of five years from 1st January, 2020 to 31st December, 2024, on the terms and conditions as detailed in para 6 below. A brief profile of Mr. Narendranath J. Baliga in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is detailed in para 5 below.

5. Mr. Narendranath J. Baliga aged 51 years, is a Chartered Accountant and has also graduated in Business Management from Mysore University. Mr. Baliga joined the Company in April 1994 as Manager, Accounts & Logistics in Mangalore. In October 2001, he was delegated to Singapore as Manager Asia Pacific, Regional Controlling and was later promoted as Senior Manager – Asia Pacific. In April 2007, Mr. Baliga moved to BASF (China) Co. Ltd. as Director, Finance & Accounting, Greater China. In January 2011, Mr. Baliga was delegated to BASF SE, Germany, as Director – Global Supply Chain & Process Innovation and later as Director – Global Process & Enterprise Architecture. Mr. Baliga has valuable experience of over 25 years in the area of Finance, Accounting & Controlling. Mr. Narendranath J. Baliga is also the Chief Financial Officer of the Company since 1st January, 2015.

Having regard to his qualifications, experience and association with the Company, the Board of Directors consider that it will be in the business interest of the Company to re-appoint Mr. Narendranath J. Baliga as the Alternate Director of the Company.

6. The essential terms and conditions of his re-appointment and remuneration payable are as under:
- i. Mr. Narendranath J. Baliga shall carry out such functions, exercise such powers of management and carry out such duties as may be entrusted to him by the Managing Director of the Company from time to time.
 - ii. Period of Agreement: For a period of five years from 1st January 2020 to 31st December, 2024.
 - iii. The remuneration payable to Mr. Narendranath J. Baliga by way of salary, performance linked incentive, perquisites and any other allowances shall be determined by the Board from time to time based on the recommendation/ approval of the Nomination & Remuneration Committee and shall be in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time. The remuneration payable to Mr. Narendranath J. Baliga as determined by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the subject to the approval of the Members is as under:
 - a) Salary, special allowance and any other allowances, not exceeding Rs. 2,25,00,000 per annum, the current basic salary being Rs. 8,77,500/- per month.
 - b) In addition to remuneration payable under (a) above, Mr. Narendranath J. Baliga is entitled to perquisites including furnished/unfurnished accommodation/house rent allowance in lieu thereof, medical insurance for self and family, leave travel concession for self and family, club fees, personal accident insurance, group term insurance and other benefits and amenities payable in accordance with the rules of the Company from time to time.

The monetary value of the aforesaid perquisites not exceeding Rs.1,50,00,000/- per annum.
 - c) Performance linked incentive as may be determined by the Board from time to time, not exceeding Rs. 1,00,00,000/- per annum.
 - d) Company's contribution to provident fund, superannuation fund and benefits under the Company's pension scheme, gratuity and encashment of leave at the end of the tenure will be permitted, in accordance with the rules of the Company. The Company's contribution to provident fund and superannuation fund benefits under the Company's pension scheme and gratuity will not be included in the computation of the ceiling on perquisites stated in iii(b) above to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961. The Company shall provide a car to Mr. Narendranath J. Baliga and the expenses connected therewith will be borne by the Company. These perquisites will also not be included in the computation of the ceiling on perquisites. For the purpose of computing the ceiling on perquisites, the same would be valued as per the Income Tax Rules, 1962, wherever applicable.

- e) Where in any financial year covered during the period of three years from 1st January, 2020 to 31st December, 2022, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Narendranath J. Baliga as specified in the draft Agreement, based on the approval of the Nomination & Remuneration Committee and subject to obtaining necessary approvals, as may be required, in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

In that event the following perquisites shall, however, not be included in the computation of the ceiling on remuneration specified hereinabove:

- Contribution to provident fund, superannuation fund or annuity fund and benefits under the Company's Pension Scheme, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961;
 - Gratuity payable at a rate not exceeding half month's salary for each completed year of service; and
 - Encashment of leave at the end of the tenure.
- f) The total remuneration payable to Mr. Narendranath J. Baliga by way of salary, performance linked incentive, perquisites and any other allowances, contribution to provident fund, superannuation fund and benefits under the Company's pension scheme shall be as per the limits prescribed under Sections 197, 198 and Schedule V of the Companies Act, 2013.

Pursuant to the provisions of the Companies (Amendment) Act, 2017, the approval of the Central Government is not required in the event of:

- payment of managerial remuneration exceeding 11% of the net profits;
- payment of remuneration to managerial person in the event of losses or inadequacy of profits.

iv. Other Terms:

- a) Mr. Narendranath J. Baliga shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of Company's business.
- b) Mr. Narendranath J. Baliga shall be entitled to housing loan as per rules of the Company.
- c) Mr. Narendranath J. Baliga shall be entitled to fully paid leave as per the rules of the Company.
- d) Mr. Narendranath J. Baliga shall not directly or indirectly engage himself in any business or occupation other than BASF's.
- e) Mr. Narendranath J. Baliga shall observe the secrecy obligations with regard to the business and operations of the Company.
- f) The appointment may be terminated by either party by giving to the other 6 months' notice in writing.
- g) The appointment also sets out the mutual rights and obligations of the Company and Mr. Narendranath J. Baliga.

In the event of Mr. Narendranath J. Baliga ceasing to be Alternate Director at any time, during the aforesaid term and being re-appointed as Alternate Director, Mr. Narendranath J. Baliga will be deemed to be Whole-time Director of the Company on the aforesaid terms and conditions upon such re-appointment except that during the period that he ceases to be Alternate Director, he shall continue as an employee of the Company on the same terms and conditions as aforesaid.

In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Special Resolution in terms as set out at Item No. 5 of this Notice is now being placed before the Members for their approval.

A copy of the Agreement to be executed between the Company and Mr. Narendranath J. Baliga will be available for inspection without any fee by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto and including the date of the Annual General Meeting.

Mr. Narendranath J. Baliga does not hold any shares in the Company either by himself or for any other person on a beneficial basis. Mr. Narendranath J. Baliga does not hold any Directorship/Committee positions in any other Public Limited Company in India. Mr. Narendranath J. Baliga is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such Authority. Mr. Narendranath J. Baliga has attended all the Board/ relevant Committee Meetings of the Company during his tenure of appointment.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment.

ADDITIONAL INFORMATION:

Statement containing additional information as per Category B(iv) of Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 5 of this Notice.

1. General Information:

- (i) Nature of Industry – Manufacturing and Sale of Chemicals and Chemical Products.
- (ii) Date of commencement of commercial production – Existing Company, commercial production commenced in 1943.
- (iii) Financial performance based on given indicators:

(Rs. in million)

Particulars	2018-19	2017-18	2016-17
Sales	60,256.7	55,834.0	50,782.2
Profit / (Loss) before Tax	718.60	2,610.3	(124.7)
Profit / (Loss) after Tax	817.2	2,465.0	(141.3)
Dividend on Equity %	50%	30%	10%

- (iv) Foreign investments or collaborations, if any:

BASF SE along with its Group Companies holds 73.33% of the voting capital of the Company. The Company has entered into agreements with BASF SE, its parent Company for sourcing technical know-how and proprietary technical information and support on an ongoing basis.

2. Information about the Appointees:

- (i) Background Details –

The background details of Mr. Narendranath J. Baliga has been provided in the Explanatory Statement to this Notice under Item No. 5.

- (ii) Past Remuneration-

The remuneration paid to Mr. Narendranath J. Baliga for the financial year 2018-2019 was Rs. 20,266,933/-.

- (iii) Recognition or Awards – N.A.

- (iv) Job Profile and suitability –

The details in respect of job profile and suitability of Mr. Narendranath J. Baliga, Chief Financial Officer & Alternate Director is provided in the Explanatory Statement to this Notice under Item No. 5.

(v) Remuneration proposed:

The remuneration proposed is detailed in Item No. 5 of the Explanatory Statement.

(vi) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company and the individual profile of Mr. Narendranath J. Baliga and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level positions in other Companies in the industry.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any –

Mr. Narendranath J. Baliga has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Chief Financial Officer and Alternate Director of the Company.

OTHER INFORMATION:

(a) Reason for expected losses or inadequacy of profits: High input costs and headwinds in currency impacted profitability for the Company.

(b) Steps taken or proposed to be taken for improvement: Better price realizations, expected improvements in business situation and further capacity utilization at Dahej Plant.

(c) Expected increase in productivity and profit in measurable terms: Improved realization of prices and increased capacity utilization at Dahej Plant are expected to improve the profits of the Company. Also, with the improved business situation, the Company is expected to perform better.

Approval of the Members of the Company is sought for re-appointment of Mr. Narendranath J. Baliga as Alternate Director and being in whole-time employment of the Company deemed as Whole-time Director for a period of 5 years from 1st January, 2020 to 31st December, 2024 and for payment of remuneration to him within maximum limits as minimum remuneration for a period 3 years from 1st January, 2020 to 31st December, 2022, in the event the Company has no profits or inadequate profits.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 5 of this Notice as a Special Resolution.

Except Mr. Narendranath J. Baliga and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Special Resolution set out at Item No. 5 of this Notice.

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,
12th Floor, Plot No. C-70,
'G'-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051.

CIN: L33112MH1943FLC003972

Dated: 6th June, 2019



We create chemistry

BASF INDIA LIMITED

Registered Office:

The Capital, 'A' Wing, 1204-C, 12th Floor, Plot No. C-70, 'G'- Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
CIN: L33112MH1943FLC003972, E-mail ID: investor-grievance-india@basf.com Website: www.basf.com/in,
Tel: +91 22 62785600

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____
Registered Address : _____ _____
E-mail ID : _____ *Folio No./DP ID and Client ID : _____

* For details with respect to your Folio No./DP ID, Client ID and number of shares, please refer to the Attendance Slip enclosed along with the Annual Report.

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, or failing him/her

3. Name: _____ E-mail ID: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll/e-voting) for me/us and on my/our behalf at the 75th Annual General Meeting of the Company, to be held on Friday, the 19th day of July, 2019 at 3.00 p.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description of the Resolution	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31 st March, 2019.		
2.	Declaration of Dividend for the financial year 2018-2019.		
3.	Re-appointment of Dr. Ramkumar Dhruva (DIN: 00223237) as a Director, who retires by rotation.		
Special Business			
4.	Ratification of remuneration payable to M/s. R. Nanabhoy & Co. (Firm Registration No. 000010), Cost Auditors for the financial year ending 31 st March, 2020.		
5.	Special Resolution for re-appointment of Mr. Narendranath J. Baliga (DIN: 07005484) as an Alternate Director of the Company and being in the whole-time employment deemed as a Whole-time Director of the Company for a period of five years with effect from 1 st January, 2020 to 31 st December, 2024 and related terms of appointment including remuneration.		

Signed this _____ day of _____ 2019.

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

- *It is optional to put a 'X' in the appropriate column against the respective resolutions indicated in the table above. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- For the detailed resolutions, explanatory statement and notes, please refer to the Notice of the 75th Annual General Meeting of the Company.
- This form of Proxy, to be effective, should be duly completed and deposited at the Registered Office of the Company at The Capital, 'A' Wing, 1204-C, 12th Floor, Plot No. C-70, 'G'- Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051 not later than 48 hours before the commencement of the aforesaid meeting.

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