

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: BASF India Limited

Quarter Ending on: December 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	Complied
(B) Independent Directors	49 (IIB)	Yes	Complied
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Complied
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Complied
(E) Code of Conduct	49 (IIE)	Yes	Complied
(F) Whistle Blower Policy	49 (IIF)	Yes	Complied
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Complied
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Compliance is made effective from 01.01.2006
(C) Powers of Audit Committee	49 (IIIC)	Yes	Complied
(D) Role of Audit Committee	49 (IIID)	Yes	Complied
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Complied
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	Not Applicable
<b>VI. Risk Management</b>	49 (VI)	Yes	Clause 49 (VIC) not applicable
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	Yes	The Company has material related party transactions with the following three entities: -BASF Societas Europaea -BASF South East Asia Pte. Limited -BASF Belgium Co-ordination Centre. The Company will obtain the approval of the Shareholders on the material related party transactions with the above entities shortly in accordance with the relevant provisions of Listing Agreement.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Complied
(C) Remuneration of Directors	49 (VIIIC)	Yes	Complied
(D) Management	49 (VIID)	Yes	Complied
(E) Shareholders	49 (VIIIE)	Yes	Complied

(F) Proceeds from public issues, rights issues, preferential issues etc.	49(VIIIF)	N.A.	Not Applicable
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO/CFO certification will form part of the Annual Report of the Company for the year ended 31 <sup>st</sup> March 2015.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Report on Corporate Governance will form part of the Annual Report of the Company for the year ended 31 <sup>st</sup> March 2015.
<b>XI. Compliance</b>	49 (XI)	Yes	Compliance Certificate will form part of the Annual Report of the Company for the year ended 31 <sup>st</sup> March 2015.