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BASF India Limited, Mumbai - 400 051, India

January 14, 2019

The Market Operations Department
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001.

Name of the Company : BASF India Limited
Security Code No. : 500042

Dear Sir/Madam,

Re: Compliance Report on Corporate Governance pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to the SEBI circular No. CIR/CFD/CMD/5/ 2015 dated 24th September, 2015 specifying the format for Compliance Report on Corporate Governance to be submitted to Stock Exchanges by listed entities.

In this connection, as desired, we enclose herewith the Compliance Report on Corporate Governance indicating the compliance status as on 31.12.2018 in the revised format as prescribed along with the details of material related party transactions for your information and record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For BASF India Limited

Pradeep Chandan
Director- Legal, General Counsel (South Asia)
& Company Secretary

Pankaj Bahl
Manager- Company Secretarial

Encl: a.a.

cc: The Assistant Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No.C/1, G Block
Bandra – Kurla Complex
Bandra (East), Mumbai – 400 051



Registered Office
BASF India Limited
The Capital
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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **BASF India Limited**
 Quarter Ended : **December 31, 2018**

I. Composition of Board of Directors								
(Mr. / Dr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity **	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ***	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ***
Dr.	Raman Ramachandran	PAN: (AAG PR42 58P) DIN: (002 0029 7)	Executive - Chairman & Managing Director	1 st April, 2018	-	1	Stakeholder Committee: 1	NIL
Dr.	Ramkumar Dhruva \$	PAN: (AEM PR16 16P) DIN: (002 2323 7)	Non - Independent / Non - Executive	10 th August, 2018	-	1	NIL	NIL
Mr.	Raimar Jahn \$\$	PAN: (N.A.) DIN: (078 1951 7)	Non - Independent / Non - Executive	1 st April, 2017	-	1	NIL	NIL
Mr.	R. R. Nair *	PAN: (AAB PN52 12C) DIN: (002 0255 1)	Independent Director	1 st April, 2014 *	17 Years	1	Audit Committee: 3 Stakeholder Committee: 1	Audit Committee: 1 out of 3 Stakeholder Committee: 1 out of 1



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Mr.	R. A. Shah *	PAN: (ABI PS18 39C) DIN: (000 0985 1)	Independent Director	1 st April, 2014 *	50 Years	#7	Audit Committee: 7 Stakeholder Committee: 1	Audit Committee: 4 out of 7
Mr.	Pradip Shah *	PAN: (AAE PS05 92F) DIN: (000 6624 2)	Independent Director	1 st April, 2014 *	18 Years	7	Audit Committee: 8	Audit Committee:1 out of 8
Mr.	Arun Bewoor *	PAN: (AAA PB91 70E) DIN: (000 2427 6)	Independent Director	1 st April, 2014 *	8 Years	2	Audit Committee: 2 Stakeholder Committee: 1	Audit Committee:1 out of 2
Mr.	Rajesh Naik	PAN: (ABA PN69 69L) DIN: (069 3599 8)	Whole-time Director	1 st April, 2017	-	1	Stakeholder Committee: 1	NIL

\$ Dr. Ramkumar Dhruva (PAN: AEMPR1616P) (DIN: 00223237), is a Non-Executive Non-Independent Director. Dr. Lakshmi Nadkarni (PAN: AEOPN4484P) (DIN: 07076164), Woman Director acting as Alternate Director to Dr Ramkumar Dhruva represents him during his absence from India and being in the whole-time employment of the Company, is deemed to be Whole-time director of the Company as per provisions of Section 2(94) of the Companies Act 2013. Since Dr. Lakshmi Nadkarni is an Alternate Director, she is not counted while determining the total number/ composition of the Board of Directors of the Company. As there is no separate classification as "Alternate Director" in the category column, we have not included the name of Dr. Lakshmi Nadkarni in the above table.

Further, Dr. Andrea Frenzel (DIN: 07070693), Non-executive Non-Independent Director, acted as Woman Director on the Board of the Company till 31st July, 2018. As SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 require atleast one Woman Independent Director to be appointed on the Board of Top 500 listed entities w.e.f April 1, 2019, the Company has identified the same and the Board of Directors of the Company will consider the appointment of Independent Woman Director at the Board Meeting to be held for the quarter and nine months period ended 31st December, 2018.

*Appointed as Independent Director of the Company for a term of 5 consecutive years from 1st April, 2014 to 31st March, 2019 after obtaining the approval of the shareholders at the Annual General meeting held on 27th August, 2014, pursuant to the provisions of the Companies Act, 2013 and Listing Agreement.

** Based on the declaration/disclosure of interest received from the Directors as on 31st March, 2018 and any subsequent changes thereafter.

*** Based on the declaration/disclosure of interest received from the Directors as on 31st March, 2018 any subsequent changes thereafter. Also includes membership/chairmanship in all public limited companies, whether listed or not, pursuant to Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per declaration, Mr. R. A. Shah is acting as Independent Director in 7 Listed Companies and as Non-Executive Non-Independent Director in 2 Listed Companies.

\$\$ Mr. Raimar Jahn (DIN: 07819517) is a Non-Executive Non-Independent Director. He is a non-resident Foreign National and is not having any taxable income in India and hence PAN is not applicable. Mr. Narendranath J. Baliga (PAN: ABDPB4863C) (DIN: 07005484), Alternate Director to Mr. Raimar Jahn represents him during his absence from India and being in the whole-time employment of the Company, is deemed to be Whole-time director of the Company as per provisions of Section 2(94) of the Companies Act 2013. Since Mr. Narendranath J. Baliga is an Alternate Director, he is not counted while determining the total number/ composition of the Board of Directors of the Company. As, there is no separate classification as "Alternate Director" in the category column, we have not included the name of Mr. Narendranath J. Baliga in the above table.



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II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>	
1. Audit Committee	Mr. R. R. Nair Mr. R. A. Shah Mr. Pradip P. Shah Mr. Arun Bewoor	Chairman - Independent Independent Independent Independent	
2. Nomination & Remuneration Committee	Mr. R. R. Nair Mr. R. A. Shah Mr. Pradip P. Shah Dr. Raman Ramachandran	Chairman - Independent Independent Independent Executive	
3. Stakeholders' Relationship Committee	Mr. R. R. Nair Mr. Arun Bewoor Dr. Raman Ramachandran Mr. Rajesh Naik	Chairman - Independent Independent Executive Executive	
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	
July 31, 2018	October 3, 2018	July 31, 2018 to August 10, 2018: 9 Days	
August 10, 2018	October 30, 2018	August 10, 2018 to October 3, 2018: 53 Days	
		October 3, 2018 to October 30, 2018: 26 Days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the Audit committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
October 30, 2018	YES (Chairman & all the members were present)	July 31, 2018	90 Days
<i>Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
NIL	-	July 31, 2018	-
<i>Date(s) of meeting of the Stakeholders' Relationship committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
October 30, 2018	YES (Chairman & all the members were present)	NIL	-
V. Related Party Transactions			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>		
Whether prior approval of audit committee obtained	YES		
Whether shareholder approval obtained for material RPT	YES		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES		



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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter shall be/has been placed before Board of Directors.

For BASF India Limited

Pradeep Chandan
Director – Legal, General Counsel (South Asia)
& Company Secretary



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**DETAILS OF MATERIAL TRANSACTION WITH RELATED PARTIES FOR
QUARTER ENDED 31ST DECEMBER, 2018**

Name of the Company: BASF India Limited

Quarter ended on : December 31, 2018

Name of the Related Party	Nature of services	Consideration
BASF South East Asia Pte. Ltd., Singapore	Sales and/or purchase of Chemicals	As the unaudited financial results of the Company for the quarter ended December 31, 2018 are being reviewed by the Statutory Auditors , the figures are not provided.
	Support services availed / provided	
BASF SE, Germany	Sales and/or purchase of Chemicals	
	Support services availed / provided	
	Payment of Royalty for Contract Products Manufactured by use of Technology/Know-how	
BASF Belgium Co-Ordination Centre	Repayment of ECB Loan and Interest on the said Loan	
BASF Hong Kong Limited	Sales and/or purchase of Chemicals/ materials	
	Support services availed / provided	
BASF Company Limited	Sales and/or purchase of Chemicals/ materials	
	Availing or rendering of services.	
BASF Petronas Chemicals Sdn Bhd	Sales and/or purchase of Chemicals/ materials	
	Availing or rendering of services.	
BASF Ireland Limited	External Commercial Borrowing (ECB) Loan (including Assignment of Loan)	
	Interest on ECB Loan	
	Repayment of ECB Loan as per arrangement.	

Note:

The approval of the un-related shareholders of the Company have been obtained at the Annual General Meeting of the Company held on 10th August, 2018 for the above material related party transactions and the resolution was passed with requisite majority.

