



We create chemistry

BASF India Limited, Mumbai - 400 051, India

October 12, 2021

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 24<sup>th</sup> 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 30.09.2021 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, 5<sup>th</sup> floor  
Plot No.C/1, G Block  
Bandra – Kurla Complex  
Bandra (East), Mumbai – 400 051

Internal



We create chemistry

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity: **BASF India Limited**

Quarter Ended : **September 30, 2021**

**I. Composition of Board of Directors**

(Mr. / Dr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent /Nominee)	Initial Date of Appointment	Date of Reappointment	Date of cessation	Tenure	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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 ***
Mr.	Pradip Shah *	<b>PAN</b> : (AA EPS 059 2F) <b>DIN:</b> (000 662 42)	Chairman Non-Executive / Independent Director	31 <sup>st</sup> January, 2000	1 <sup>st</sup> April, 2019 *	-	21 Years	07-01-1953	7	7	Audit Committee: 3	Audit Committee :3 out of 6
Mr.	Narayan Krishna mohan	<b>PAN</b> : (AB MP N60 87B) <b>DIN:</b> (083 508 49)	Managing Director	1 <sup>st</sup> April, 2019	1 <sup>st</sup> April, 2019	-	-	29-12-1971	1	-	Stakeholder Committee: 1	NIL
Dr.	Carola Richter <sup>ss</sup>	<b>PAN</b> : (N.A .) <b>DIN:</b> (091 974 35)	Non - Independent / Non - Executive	06 <sup>st</sup> August, 2021	06 <sup>st</sup> August, 2021	-	-	17-05-1973	1	-	NIL	NIL
Dr.	Ramku mar Dhruva <sup>s</sup>	<b>PAN</b> : (AE MP R16 16P) <b>DIN:</b> (002 232 37)	Non - Independent / Non - Executive	10 <sup>th</sup> August, 2018	10 <sup>th</sup> August, 2018	-	-	30-03-1968	1	-	NIL	NIL



We create chemistry

Mr.	R. A. Shah *	<b>PAN</b> : (ABI PS1 839 C) <b>DIN:</b> (000 098 51)	Independent Director	24 <sup>th</sup> April, 1968	1 <sup>st</sup> April, 2019 *	-	53 Years	07-07-1931	4	2	Audit Committee: 2	Audit Committee: 1 out of 2
Mr.	Arun Bewoor *	<b>PAN</b> : (AA APB 917 0E) <b>DIN:</b> (000 242 76)	Independent Director	19 <sup>th</sup> January, 2010	1 <sup>st</sup> April, 2019 *	-	11 Years	06-09-1942	2	2	Audit Committee: 4 Stakeholder Committee: 1	Stakeholder Committee: 1 out of 2
Mrs.	Shyamala Gopinath <sup>##</sup>	<b>PAN</b> : (AB LPG 507 6E) <b>DIN:</b> (023 629 21)	Independent Director	23 <sup>rd</sup> January, 2019	23 <sup>rd</sup> January, 2019 <sup>##</sup>	-	2 Years	20-06-1949	4	4	Stakeholder Committee: 1	Audit Committee: 4 out of 4 Stakeholder Committee: 1 out of 2
Mr.	Rajesh Naik	<b>PAN</b> : (AB APN 696 9L) <b>DIN:</b> (069 359 98)	Whole-time Director	1 <sup>st</sup> August, 2014	1 <sup>st</sup> April, 2019	-	-	27-07-1969	1	-	Stakeholder Committee: 1	NIL
Mr.	Dirk Bremm <sup>#</sup>	<b>PAN</b> : (N.A .) <b>DIN:</b> (085 118 47)	Non - Independent / Non - Executive	21 <sup>st</sup> July, 2019	21 <sup>st</sup> July, 2019	5 <sup>th</sup> August, 2021	-	17-01-1973	1	-	NIL	NIL
Whether Regular chairperson appointed										YES		
Whether Chairperson is related to managing director or CEO										NO		

\$ Dr. Ramkumar Dhruva (PAN: AEMPR1616P) (DIN:00223237), is a Non-Executive Non-Independent Director. Mr. Pradeep Chandan (PAN: AAFPC0417J) (DIN: 00200067), is appointed as an Alternate Director to Dr Ramkumar Dhruva with effect from 1<sup>st</sup> April, 2019 to represent 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. Pradeep Chandan 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. Pradeep Chandan in the above table.

\*Re-appointed as Independent Directors of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 after obtaining the approval of the Shareholders of the Company by way of Postal Ballot on 26<sup>th</sup> March, 2019.

\*\* Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2021 and any subsequent changes thereafter.

\*\*\* Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2021 and 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.

\$\$\$ Dr. Carola Richter (09197435) has been appointed as Non-Executive Non-Independent Director with effect from 6<sup>th</sup> August, 2021. She 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:



We create chemistry

ABDPB4863C) (DIN: 07005484), Alternate Director to Dr. Carola Richter represents her during her 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.

## Mrs. Shyamala Gopinath is appointed as an Independent Woman Director of the Company for a term of 5 years from 23<sup>rd</sup> January, 2019 to 22<sup>nd</sup> January, 2024 after obtaining the approval of the Shareholders of the Company by way of Postal Ballot on 26<sup>th</sup> March, 2019.

# Mr. Dirk Bremm resigned as a Non-Executive/ Non-Independent Director of the company with effect from 5<sup>th</sup> August, 2021.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairpers on appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of cessation</b>
1. Audit Committee	YES	Mrs. Shyamala Gopinath Mr. R. A. Shah Mr. Pradip P. Shah Mr. Arun Bewoor	Chairman - Independent Independent Independent Independent	1 <sup>st</sup> April, 2019 1 <sup>st</sup> March, 2001 1 <sup>st</sup> March, 2001 19 <sup>th</sup> January, 2010	-
2. Nomination & Remuneration Committee	YES	Mr. R. A. Shah Mrs. Shyamala Gopinath Mr. Pradip P. Shah	Chairman - Independent Independent Independent	29 <sup>th</sup> July, 2013 1 <sup>st</sup> April, 2019 29 <sup>th</sup> July, 2013	-
3. Stakeholders' Relationship Committee	YES	Mr. Arun Bewoor Mrs. Shyamala Gopinath Mr. Narayan Krishnamohan Mr. Rajesh Naik	Chairman - Independent Independent Executive Executive	19 <sup>th</sup> January, 2010 1 <sup>st</sup> April, 2019 1 <sup>st</sup> April, 2019 15 <sup>th</sup> May, 2017	-
4. Risk Management Committee	YES	Mr. Narayan Krishnamohan Mr. Pradip P. Shah Mr. Arun Bewoor Mrs. Shyamala Gopinath Mr. Narendranath J. Baliga	Chairman - Executive Independent Independent Independent CFO (Member)	1 <sup>st</sup> April, 2019 1 <sup>st</sup> April, 2019 1 <sup>st</sup> April, 2019 1 <sup>st</sup> April, 2019 1 <sup>st</sup> April, 2019	-
<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
May 11, 2021	August 06, 2021	Yes (Chairman & all the members were present)	8	4	May 11, 2021 to August 06, 2021: 86 Days
-	-	-	-	-	
* to be filled in only for the current quarter meetings.					
<b>IV. Meeting of Committees</b>					
<b>Date(s) of meeting of the Audit committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
August 06, 2021	YES (Chairman & all the members were present)	4	4	May 11, 2021	86 Days



We create chemistry

<i>Date(s) of meeting of the Nomination &amp; Remuneration committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</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>
August 06, 2021	YES (Chairman & all the members were present)	3	3	May 11, 2021	86 Days
<i>Date(s) of meeting of the Stakeholders' Relationship committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</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	N/A	N/A	N/A	NIL	N.A.
<i>Date(s) of meeting of the Risk Management committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</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	N/A	N/A	N/A	May 11, 2021	N.A.

#### 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

#### VI. Affirmations


- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk Management Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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



We create chemistry

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	YES
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<p><b>Note</b> In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>For BASF India Limited</b></p>  <p><b>Pradeep Chandan</b> Director- Legal, General Counsel (South Asia) &amp; Company Secretary</p>		

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMP or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0



We create chemistry

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**For BASF India Limited**

A handwritten signature in black ink, appearing to read "Pradeep Chandan", written over a horizontal line.

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

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..