

POSTAL BALLOT NOTICE

To,
The Member(s),

NOTICE is hereby given to the Members of BASF India Limited (hereinafter referred to as the "Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circular nos. 14/2020, 17/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, September 28, 2020 and December 31, 2020 respectively (collectively referred to as "MCA Circulars") and subject to other applicable laws and regulations, that the Special Resolution appended below is proposed to be passed by the Members by way of Postal Ballot through remote e-voting.

In view of the global outbreak of the COVID-19 pandemic, the MCA has vide the above referred MCA Circulars advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting requiring physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for Companies that are required to provide e-voting facility under the Act while they are transacting any special business(es) by way of Postal Ballot up to June 30, 2021.

In compliance with the said MCA Circulars, notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Physical copy of notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the notice will also be available on the Company's website, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited respectively and website of National Securities Depository Ltd (NSDL).

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto.

The Board of Directors of the Company at their meeting held on 9th February, 2021 have appointed Mr. Hemant Shetye, Practicing Company Secretary, HS Associates, 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, opposite Lodha Excelus, Lower Parel (East), Mumbai 400011, having Membership No. FCS-2827 & Certificate of Practice No. 1483, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is providing e-voting to its Members to cast their vote on the resolution proposed in the Notice of Postal Ballot. For this purpose, the Company has engaged the services of NSDL to provide the e-voting facility to the Members.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions under the Section 'Voting through Electronic Means' in this Notice of Postal Ballot.

References to Postal Ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the remote e-voting. The result shall be announced on or before Monday, April 5, 2021. The said results will be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.basf.com/in and also on the website of NSDL.

As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

ITEM OF SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 185, 186 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company [the "Board", which expression shall also include any Committee of the Board and / or Authorised Representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution] to advance loan and / or place Inter-Corporate Deposits with BASF Chemicals India Private Limited and / or BASF Catalysts India Private Limited and / or any other BASF Group Companies or any other body corporate in which any of the Directors of the Company are interested / deemed to be interested, upto an aggregate amount not exceeding Rs. 750 crore (Rupees Seven Hundred Fifty Crore) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed."

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: 9th February, 2021

NOTES:

1. The Postal Ballot Notice is being sent to those Members whose name appears in the Company's Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, February 26, 2021.
2. Members whose names appear in the Company's Register of Members / List of Beneficial Owners as on the close of business hours on Friday, February 26, 2021 will be considered for the purpose of voting. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the close of business hours on Friday, February 26, 2021. A person who is not a Member as on Friday, February 26, 2021 should treat this Notice for information purposes only.
3. Every client ID no. / folio no. will have one vote, irrespective of number of joint holders.
4. 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 Consultants Private Limited ("TSR Darashaw" and / or "Registrar and Share Transfer Agent") 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.
5. Members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no. / folio no., which may be used for sending future communication(s).
6. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.basf.com/in and on the website of NSDL, i.e., www.evoting.nsdl.com.
7. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
8. The e-voting period commences on Friday, March 5, 2021 (9.00 a.m. IST) and ends on Saturday, April 3, 2021 (5.00 p.m. IST).
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on Saturday, April 3, 2021 i.e., the last date specified for receipt of votes through the remote e-voting process.

INSTRUCTIONS FOR REMOTE E-VOTING

Step 1 : Login to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL's e-voting system.

Details on Step 1 are mentioned below:

How to login to the NSDL e-voting website?

1. Visit the e-voting website of NSDL by opening your web browser and typing the URL: <https://www.evoting.nsdl.com/>
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member section'.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2, i.e., cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares, i.e. Demat {NSDL or Central Depository Services (India) Limited (CDSL)} or Physical	User ID
a) For Members who hold shares in demat account with NSDL.	8-character DP ID followed by 8 digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16-digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN, followed by Folio Number registered with the Company. For example, if EVEN is 115787 and your folio number is 001***, then your user ID is 115787001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL's e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and change your password, as prompted by the system.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment (pdf file). The password to open the file is your 8 digit client ID for NSDL account or the last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned in process for those shareholders whose email IDs are not registered.

6. If you have not received the 'initial password' or are unable to retrieve it, or have forgotten your password, then:

- a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**
- c) If you are still unable to get the password by aforementioned options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number / folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, agree to the terms and conditions by checking the box.

8. Then click on “Login” button.

9. After you click on the “Login” button, home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

2. After clicking the Active Voting Cycles, you will be able to see the “EVEN” of all the Companies in which you are holding shares and whose voting cycle is in active status.

3. Select the “EVEN” of the Company for which you wish to cast your vote.

4. Now you are ready for e-voting as the voting page opens.

5. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit”. Also click on “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. in favour of authorised signatories who are authorized to vote, to the Scrutinizer by e-mail to **hs@hsassociates.net** with a copy marked to **evoting@nsdl.co.in**, latest by Saturday, April 3, 2021.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at **evoting@nsdl.co.in**, or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail address: **evoting@nsdl.co.in** or at toll free no.: 1800 1020 990 and 1800 22 44 30 who will also address grievances connected with voting by electronic means.

Important update regarding measures taken by SEBI to increase the efficiency of the e-voting provided by the Company in respect of all shareholders' resolutions:

Securities and Exchange Board of India (SEBI) vide its circular dated SEBI/HO/CFD/CMD/ CIR/P/2020/242 December 9, 2020, in order to increase the efficiency of the e-voting process, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. The SEBI circular *inter-alia* intimating implementation schedule of process for e-voting is available on the following link: https://www.sebi.gov.in/legal/circulars/dec-2020/e-votingfacility-provided-by-listed-entities_48390.html

Therefore, to support the above initiative undertaken by SEBI for the benefit of shareholders having demat accounts for increasing the efficiency of e-voting process on all the shareholders' resolution, Members are requested to intimate / update changes, if any, pertaining to their email address & Mobile numbers with the respective Depositories / Depository Participants.

Shareholders holding shares in physical form and who want to avail the above initiatives of SEBI undertaken for enhancing ease and convenience of participating in e-voting facility provided by the Company on the shareholders' resolutions are requested to convert their physical holdings into Demat form. Holding of shares in Demat also eliminate all risks associated with physical shares and for ease of portfolio management Members can contact the Company or Registrar & Share Transfer Agent for any assistance in this regard.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013.

The following explanatory statement sets out all material facts relating to the special business mentioned in this notice:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the substituted Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

BASF India Ltd, BASF Chemicals India Pvt Ltd, BASF Catalysts India Pvt Ltd are BASF Group Companies (Related Parties). BASF SE, Germany is the ultimate holding company of all BASF Group Companies worldwide. Mr. Narayan Krishnamohan, Managing Director, Mr. Narendranath J. Baliga, Chief Financial Officer and Mr. Pradeep Chandan, Director – Legal, General Counsel (South Asia) & Company Secretary are Directors on the Board of BASF Chemicals India Pvt Ltd. Further, Mr. Narayan Krishnamohan and Mr. Pradeep Chandan are Directors on the Board of BASF Catalysts India Pvt Ltd.

Accordingly, the placement of Inter-Corporate Deposits by the Company with BASF Chemicals India Pvt Ltd and / or BASF Catalysts India Pvt Ltd requires prior approval of the Members of the Company by way of a Special Resolution in compliance with the provisions of Section 185 of the Companies Act, 2013.

The Board of Directors of the Company at its Meeting held on 9th February, 2021 decided to seek prior approval of the shareholders to advance any loan / place Inter-Corporate Deposits with BASF Chemicals India Pvt Ltd and / or BASF Catalysts India Pvt Ltd and / or any other BASF Group Company, having common Directors, or to any other body corporate(s) in which the Directors of the Company are interested / deemed to be interested, as and when required, upto an aggregate amount not exceeding Rs. 750 crore (Rupees Seven Hundred Fifty Crore), outstanding at any point of time and on such terms and conditions including interest and tenure, as may be beneficial in the interest of the Company.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of the Company to evaluate proposals and provide such loan / Inter-Corporate Deposits to BASF Group Companies through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for their principal business activities, on such terms and conditions including interest and tenure, as they may in their absolute discretion deem necessary in the best interest of the Company. The rate of interest on Inter-Corporate Deposits shall be calculated based on the Government Security Rates for the respective tenure and the applicable spread i.e. premium for business / financial risk. In any event, the rate of interest on the Inter-Corporate Deposits will not be lower than the prevailing yield of Government Security closest to the tenor of the Inter-Corporate Deposits and would be on arm's length basis.

As the aggregate value of transactions in a financial year, including the Inter-Corporate Deposits proposed to be placed with BASF Chemicals India Pvt Ltd and / or BASF Catalysts India Pvt Ltd and / or any other BASF Group Companies, are likely to exceed 10% of the consolidated turnover of the Company as per the audited financial statements of the Company for the financial year ended March 31, 2020, the same would be considered as material related party transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015.

Accordingly, the Board of Directors recommend the resolution as set out above for approval of the unrelated members of the Company by way of passing a Special Resolution. The Members are also requested to approve all the actions, decisions and approvals accorded by the Audit Committee and the Board of Directors of the Company in connection with the aforementioned transaction.

Except Mr. Narayan Krishnamohan, Mr. Narendranath J. Baliga and Mr. Pradeep Chandan, who are also Directors on the Board of the above mentioned borrowing companies, none of the other Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

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: 9th February, 2021