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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 - 400051
CIN: L33112MH1943FLC003972, Website: www.basf.com/in, Tel: +91 22 62785600

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 read with Section 108 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**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standards as applicable to General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**") 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, 22/2020, 33/2020, 39/2020, 10/2021 and 57/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021 and 8th December, 2021, respectively (collectively referred to as "**MCA Circulars**") and subject to other applicable laws and regulations, that the Resolutions appended below are proposed for approval by the Members by way of Postal Ballot, by voting, through remote e-voting.

In view of the COVID-19 pandemic, the MCA has *vide* the above referred MCA Circulars advised the Companies to seek Members' approval on all proposals, 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 framed thereunder, without holding a general meeting requiring physical presence of the 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 business(es) by way of Postal Ballot up to 30th June, 2022.

In pursuance of and 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/ Registrar & Share Transfer Agent/ 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).

As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI 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).

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

In compliance with the provisions of Section 108, 110 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 resolutions proposed in this Notice of the Postal Ballot. For this purpose, the Company has engaged the services of NSDL to provide the e-voting facility to the Members.

Members are requested to carefully follow the instructions under the Section 'Instructions for Remote E-voting' for exercising their votes.

The Board of Directors of the Company at their meeting held on 30th March, 2022 have appointed Mr. Hemant Shetye, Practicing Company Secretary, (Membership No. FCS-2827 & Certificate of Practice No. 1483), Designated Partner of HSPN & Associates LLP, having office at 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, opposite Lodha Excelus, Lower Parel (East), Mumbai 400011, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

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 of the e-voting shall be announced on or before Monday, 16th May, 2022. 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 on the website of NSDL.

ITEM OF SPECIAL BUSINESS

Item No. 1: Increase in the limit of maximum performance linked incentives (short-term and long-term incentives) payable to Mr. Narayan Krishnamohan, Managing Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification to an earlier resolution passed by the Members of the Company at its 77th Annual General Meeting held on 6th August, 2021 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (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 and subject to such approvals, as may be applicable and to the extent required in this regard, the consent of the Members of the Company be and is hereby accorded to increase the limit of maximum performance linked incentives (short-term and long-term incentives) i.e., from the existing limits of an amount not exceeding Rs. 3 crore per annum to an amount not exceeding Rs. 5 crore per annum, payable to Mr. Narayan Krishnamohan (DIN 08350849), Managing Director of the Company, for the period 1st April, 2021 to 31st March, 2024;

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 decide and finalise the amount of performance linked incentives (short-term and long-term incentives) payable to Mr. Narayan Krishnamohan per annum, provided, however, that the remuneration payable to Mr. Narayan Krishnamohan shall be within the overall limits as approved by the Members of the Company and in accordance with the provisions specified in Sections 196, 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 where, in any financial year i.e. the period beginning from 1st April, 2021 till 31st March, 2024, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities including performance linked incentives (short-term and long term incentives) to Mr. Narayan Krishnamohan, within the limits as approved by the Members of the Company from time to time, 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 196, 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 for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

Item No. 2: Increase in the limit of maximum performance linked incentives (short-term and long-term incentives) payable to Mr. Narendranath J. Baliga, Chief Financial Officer & Alternate Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification to an earlier resolution passed by the Members of the Company at its 75th Annual General Meeting held on 19th July, 2019 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (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 and subject to such approvals, as may be applicable and to the extent required in this regard, the consent of the Members of the Company be and is hereby accorded to increase the limits of maximum performance linked incentives (short-term and long-term incentives) i.e., from the existing limits of an amount not exceeding Rs. 1 crore per annum to an amount not exceeding Rs. 2 crore per annum payable to Mr. Narendranath J. Baliga (DIN 07005484), Chief Financial Officer & Alternate Director of the Company and being in whole-time employment of the Company, deemed as a Whole-time Director, for the period 1st January, 2021 to 31st December, 2024;

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 decide and finalise the amount of performance linked incentives (short-term and long-term incentives) payable to Mr. Narendranath J. Baliga per annum, provided, however, that the remuneration payable to Mr. Narendranath J. Baliga shall be within the overall limits as approved by the Members of the Company and in accordance with the provisions specified in Sections 196, 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 where in any financial year covered during the period of 3 years between 1st January, 2021 till 31st December, 2024, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities including performance linked incentives (short-term and long term incentives) to Mr. Narendranath J. Baliga, within the limits as approved by the Members of the Company from time to time, 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 196, 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 for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

By Order of the Board of Directors
For BASF India Limited

Manohar Kamath
*Director-Legal, General Counsel (India) &
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: 30th March, 2022

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, 8th April, 2022.
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, 8th April, 2022 will be considered for the purpose of e-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, 8th April, 2022. A person who is not a Member as on Friday, 8th April, 2022 should treat this Notice for information purposes only.
3. Corporate Members are entitled to appoint their authorised representatives to vote through e-voting on their behalf, pursuant to the provisions of Section 113 of the Companies Act, 2013.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses to be transacted is annexed hereto and forms part of this Notice.
5. The documents referred to in the Notice are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of completion of the postal ballot. Members seeking to inspect such documents can send an email to **investor-grievance-india@basf.com** or **pankaj.bahl@basf.com**.
6. Every client ID no./folio no. will have one vote, irrespective of number of joint holders.
7. 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 their Depository Participant in case they hold shares in demat form and with the Company/ their RTA by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, the communications will be sent to the e-mail address of the member registered with the Company.
8. Members are requested to notify any change in their communication 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 (hereinafter referred as "**TSR Darashaw**") at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case of shares held in physical form.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
10. As per Regulation 40 of the SEBI Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or TSR Darashaw for assistance in this regard.
11. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, 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.

12. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed alongwith the hard copy of the following self-attested documents to TSR Darashaw for registration against their respective folio(s):

- **Identity Proof:** Copy of PAN Card/ Aadhar Card
- **Address Proof:** Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old
- **Bank Details:** Copy of the cancelled cheque stating the name of the Member as account holder
- **Contact Details:** Mobile no., email ID
- **Nomination:** Please provide Form SH13 duly filled and signed to TSR Darashaw.

In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment as per the direction under the aforesaid Circular.

13. The Form ISR1, ISR2, Nomination forms are available on the website of the Company i.e., **www.basf.com/in** and on the website TSR Darashaw Consultants Private Limited, our Registrar and Transfer Agent at <https://www.tcplindia.co.in> → Investor Services → Downloads → Forms → Formats for KYC. 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**.
14. Resolutions passed by the Members through postal ballot i.e., through remote e-voting process are deemed to have been passed as if they have been passed at a General Meeting of the Members.
15. The e-voting period commences on Friday, 15th April, 2022 (9.00 a.m. IST) and ends on Saturday, 14th May, 2022 (5.00 p.m. IST).
16. The resolutions under this Notice of Postal Ballot, if approved the requisite majority shall be deemed to have been passed on Saturday, 14th May, 2022 i.e., the last date specified for receipt of votes through the remote e-voting process.

INSTRUCTIONS FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, upon e-Voting facility being provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

| Type of Members | Login Method |
|--|---|
| Individual Members holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> I. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. II. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. IV. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> |

| Type of Members | Login Method |
|---|---|
| Individual Members holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress. |
| Individual Members (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---|--|
| Individual Members holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Members holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in 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 CDSL) or Physical | Your User ID is: |
|--|--|
| 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 Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 119647 then user ID is 119647001*** |

5. Password details for Members other than Individual Members 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 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 the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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) 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 aforesaid two 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 etc.
- 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, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

- I. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- II. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. 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” and also “Confirm” when prompted.
- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **investor-grievance-india@basf.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **investor-grievance-india@basf.com**. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., [Login method for e-Voting](#).
3. Alternatively, Members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab on this screen or 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@hspnassociates.in** with a copy marked to **evoting@nsdl.co.in**.
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 Members and e-voting user manual for Members available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at **evoting@nsdl.co.in**, or contact Ms. Pallavi Mhatre, 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 on toll free no.: 1800 1020 990 /1800 224 430 who will also address grievances connected with voting by electronic means.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013.

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

Item No. 1

Mr. Narayan Krishnamohan was appointed as the Managing Director of the Company for a period of five years from 1st April, 2019 to 31st March, 2024 by the Board of Directors of the Company at their meeting held on 23rd January, 2019. The said appointment was subsequently approved by the Members of the Company by way of Postal Ballot on 27th March, 2019 and by the Central Government (Ministry of Corporate Affairs) on 23rd August, 2019, as Mr. Narayan Krishnamohan was not staying in India for a continuous period of 12 months prior to the date of the appointment.

Further, the Members of the Company, by way of a Special Resolution, at the 77th Annual General Meeting held on 6th August, 2021 had revised the limits of maximum remuneration payable to Mr. Narayan Krishnamohan, as follows: -

- Basic Salary of an amount not exceeding Rs. 3.5 crore per annum
- Perquisite & Allowances of an amount not exceeding Rs. 2 crore per annum
- Performance Linked Incentives (Short Term and Long-Term Incentives) of an amount not exceeding Rs. 3 crore per annum

Considering the Company's financial performance, BASF Group's return on capital employed and Mr. Narayan Krishnamohan's performance against pre-agreed targets and based on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors of the Company at its Meeting held on 30th March, 2022 has approved the amount of performance linked incentives (short-term and long-term incentives) of Rs. 4.91 crore payable to Mr. Narayan Krishnamohan, Managing Director of the Company for the calendar year 2021, subject to the approval of the Members of the Company.

As the proposed amount of performance linked incentives (short-term and long-term incentives) to Mr. Narayan Krishnamohan for the calendar year 2021 exceeds the limit of maximum performance linked incentives (short-term and long-term incentives) approved by the Members on 6th August, 2021, the Board of Directors of the Company at its Meeting held on 30th March, 2022, based on the recommendation of the Nomination & Remuneration Committee, has also approved the increase in the limit of maximum performance linked incentives (short-term and long-term incentives)) i.e., from the existing limit of an amount not exceeding Rs. 3 crore per annum to an amount not exceeding Rs. 5 crore per annum, of Mr. Narayan Krishnamohan for the consecutive period of 3 years, effective 1st April, 2021, subject to the approval of the Members of the Company.

Short Term Incentive is based on Company's financial performance, BASF Group's Return on Capital Employed and Mr. Narayan Krishnamohan's performance against pre-agreed targets. The short-term incentive is payable to Mr. Narayan Krishnamohan every year in April for the previous calendar year.

In addition to the short-term incentive, long-term incentive is offered to Mr. Narayan Krishnamohan by BASF SE, Germany (Ultimate Holding Company) and is based on BASF Group's strategic economic targets viz. growth in sales volumes and profitability and sustainability targets i.e., growth in CO2 neutrally until 2030. The long-term incentive target amount is defined as a percentage of individual base salary and is subject to participation and compliance with a required share-holding obligation of BASF SE, Germany. Long Term Incentives are designed as a Performance Share Plan by BASF SE and enables sustainable monetary incentives. Further, the performance is aligned with strategic performance indicators (financial and non-financial performance targets) taking into account BASF SE share price development and dividends. Long Term Incentive has a fixed four-year performance period and are accrued every year and shall be payable to Mr. Narayan Krishnamohan at the end of 4 years.

If in any financial year between 1st April, 2021 and 31st March, 2024, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities including performance linked incentives (short-term and long-term incentives) to Mr. Narayan Krishnamohan within the above revised limits of maximum remuneration, 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 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

The total remuneration payable to Mr. Narayan Krishnamohan by way of salary, performance linked incentives (short-term and long-term incentives), perquisites and any other allowances, contribution to provident fund, superannuation fund / allowance and benefits under the Company's pension scheme shall be within the overall limits as approved by the Members of the Company, as may be approved from time to time, and shall be in accordance with the limits prescribed under Sections 196, 197, 198 and Schedule V of the Companies Act, 2013.

Apart from the limits of maximum performance linked incentives, the other terms and conditions of appointment including remuneration of Mr. Narayan Krishnamohan as Managing Director of the Company, as approved by the Members of the Company on 27th March, 2019 and 6th August, 2021, shall remain unchanged.

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

In compliance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Special Resolution in terms as set out at Item No. 1 of this Notice is now being placed before the Members for their approval.

The 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. 1 of this Notice i.e., increase in the limits of maximum performance linked incentives (short-term and long-term incentives) to Mr. Narayan Krishnamohan, Managing Director of the Company has been given under Item No. 2 of this Notice.

A copy of the Amendment Agreement to be executed between the Company and Mr. Narayan Krishnamohan for increase in the limits of maximum performance linked incentives (short-term and long-term incentives) will be available for inspection electronically, without any fee by the Members from the date of circulation of this Notice up to the date of completion of the postal ballot. Members seeking to inspect such documents can send an email to investor-grievance-india@basf.com or pankaj.bahl@basf.com.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 1 of this Notice as a Special Resolution.

Except Mr. Narayan Krishnamohan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 1 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Item No. 2

Mr. Narendranath J. Baliga was re-appointed as the Chief Financial Officer & Alternate Director and being in whole-time employment of the Company, deemed Whole-time Director of the Company for a period of five years from 1st January, 2020 to 31st December, 2024 by the Board of Directors of the Company at their meeting held on 6th June, 2019.

The said appointment including his remuneration was subsequently approved by the Members of the Company at the 75th Annual General Meeting of the Company held on 19th July, 2019. The limits of maximum managerial remuneration payable to Mr. Narendranath J. Baliga for a period of five years from 1st January, 2020 to 31st December, 2024, as approved by the Members, were as follows: -

- Basic Salary of an amount not exceeding Rs. 2.25 crore per annum
- Perquisite & Allowances of an amount not exceeding Rs. 1.5 crore per annum
- Performance Linked Incentives of an amount not exceeding Rs. 1 crore per annum

Considering the Company's financial performance, BASF Group's return on capital employed and Mr. Narendranath J. Baliga's performance against pre-agreed targets and based on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors of the Company at its Meeting held on 30th March, 2022 has approved the amount of performance linked incentives (short-term and long-term incentives) of Rs. 1.12 crore payable to Mr. Narendranath J. Baliga for the calendar year 2021, subject to the approval of the Members of the Company.

As the proposed amount of performance linked incentives (short-term and long-term incentives) to Mr. Narendranath J. Baliga for the calendar year 2021 exceeds the existing limit of maximum performance linked incentives (short-term and long-term incentives) approved by the Members on 19th July, 2019, the Board of Directors of the Company at its Meeting held on 30th March, 2022, based on the recommendation of the Nomination & Remuneration Committee, has also approved the increase in the limit of maximum performance linked incentives (short-term and long-term incentives) i.e., from the existing limits of an amount not exceeding Rs. 1 crore per annum to an amount not exceeding Rs. 2 crore per annum, of Mr. Narendranath J. Baliga for the consecutive period of 4 years, effective 1st January, 2021, subject to the approval of the Members of the Company.

Short Term Incentive is based on Company's financial performance, BASF Group's Return on Capital Employed and Mr. Narendranath J. Baliga's performance against pre-agreed targets. The short-term incentive is payable to Mr. Narendranath J. Baliga every year in April for the previous calendar year.

In addition to the short-term incentive, long-term incentive is offered to Mr. Narendranath J. Baliga by BASF SE, Germany (Ultimate Holding Company) and is based on BASF Group's strategic economic targets viz. growth in sales volumes and profitability and sustainability targets i.e., growth in CO2 neutrally until 2030. The long-term incentive target amount is defined as a percentage of individual base salary and is subject to participation and compliance with a required share-holding obligation of BASF SE, Germany. Long Term Incentives are designed as a Performance Share Plan by BASF SE and enables sustainable monetary incentives. Further, the performance is aligned with strategic performance indicators (financial and non-financial performance targets) taking into account BASF SE share price development and dividends. Long Term Incentive has a fixed four-year performance period and are accrued every year and shall be payable to Mr. Narendranath J. Baliga at the end of 4 years.

If in any financial year covered during the period of 3 years between 1st January, 2021 till 31st December, 2024, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities including performance linked incentives (short-term and long-term incentives) to Mr. Narendranath J. Baliga, within the above revised limits of maximum remuneration, 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 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

The total remuneration payable to Mr. Narendranath J. Baliga by way of salary, performance linked incentives (short-term and long-term incentives), perquisites and any other allowances, contribution to provident fund, superannuation fund / allowance and benefits under the Company's pension scheme shall be within the overall limits as approved by the Members of the Company, as may be approved from time to time, and shall be in accordance with the limits prescribed under Sections 196, 197, 198 and Schedule V of the Companies Act, 2013.

Apart from the limits of maximum Performance Linked Incentives, the other terms and conditions of re-appointment of Mr. Narendranath J. Baliga as Chief Financial Officer and Alternate Director of the Company, as approved by the Members of the Company on 19th July, 2019, shall remain unchanged.

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

ADDITIONAL INFORMATION FOR ITEM NO. 1 & 2 OF THE NOTICE:

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. 1 and 2 of this Notice.

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 crore)

| Particulars | 2020-21 | 2019-20* | 2018-19 |
|--------------------------|----------------|-----------------|----------------|
| Revenues from Operations | 9,558.3 | 7,594.5 | 6025.6 |
| Profit before Tax | 839.9 | 9.9 | 71.8 |
| Profit after Tax | 552.6 | 22.8 | 81.7 |
| Dividend on Equity% | 100% | 30% | 50% |

* The results for the financial year ended 31st March, 2020, include results of erstwhile BASF Performance Polyamides India Private Limited ('BPPIPL') from 1st February, 2020 (i.e., the common control acquisition date) and are therefore not strictly comparable.

- (iv) Foreign investments or collaborations, if any: BASF SE along with its Group Companies holds 73.33% of the share 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.

Information about the Directors:

- (i) Background Details –

- Mr. Narayan Krishnamohan, presently 49 years of age, has completed his Bachelors in Chemical Engineering from Laxminarayan Institute of Technology, Nagpur University. Mr. Krishnamohan joined BASF in January, 1995. He has been with BASF for more than 26 years, having started his journey in BASF India Limited and subsequently handled various regional and global leadership responsibilities in Singapore, Germany, and Hong Kong. His leadership experience cuts across multiple operating divisions like Leather Chemicals, Specialty Chemicals, Petrochemicals, Acrylics & Dispersions, Paper Chemicals, Human Nutrition and Chemical Intermediates, amongst others. Mr. Krishnamohan has valuable experience of over 24 years in commodity basic chemicals as well as specialty chemicals. Prior to his appointment as Managing Director of the Company, effective 1st April, 2019, Mr. Krishnamohan was the Senior Vice President, Intermediates Division, Asia Pacific. He does not hold any other Directorship/Committee positions in any other Public Company in India and is not related to any other Director of the Company. Mr. Narayan Krishnamohan holds 50 Equity Shares in the Company and is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authority.

- Mr. Narendranath J. Baliga, aged 54 years is a Chartered Accountant and a graduate in Business Management. He joined BASF in 1994 and during his 27 years tenure with the Company, he has managed regional and global responsibilities in India, Singapore, China & Germany in the areas of Finance, Controlling, Supply Chain and Process & Enterprise Architecture. Mr. Narendranath J. Baliga is the Chief Financial Officer of the Company since January 1, 2015 and is also Vice President – Global Business Services. He does not hold any other Directorship/Committee positions in any other Public Company in India and is not related to any other Director of the Company. Mr. Narendranath J. Baliga does not hold any equity shares in the Company and is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authority.

- (ii) Past Remuneration – Mr. Narayan Krishnamohan was appointed as Managing Director of the Company from 1st April, 2019.

The remuneration paid to him for the FY 2020-21 and FY 2019-20 was as follows:-

(Rs. in crore)

| Particulars | 2020-21 | 2019-20 |
|--|----------------|----------------|
| Salary & Perquisites / Allowances | 3.87 | 3.61 |
| Performance Linked Incentive (Short Term Incentives) | 0.87 | 0.92 |
| Total | 4.74 | 4.53 |

Notes: -

- Performance Linked Incentive (Short Term Incentive) is based on Company's performance, BASF Group's Return on Capital Employed, Mr. Narayan Krishnamohan's achievements against pre-agreed targets. The Performance Linked Incentive (Short Term Incentive) is paid at actuals in April every year proportionately apportioned for 9 months (April - December) & the Performance Linked Incentive provisions created in the books of accounts proportionately for 3 months (January – March) based on the Target Short Term Incentive for the respective calendar year.
- The Ultimate Holding Company ('BASF SE') offers Share Price based compensation program ('Long Term Incentive') for Senior Executives of BASF Group. Mr. Narayan Krishnamohan is eligible for this program. The long-term incentive of Rs. 0.41 crore has been accrued by the Company for the financial year 2020-21 for Mr. Narayan Krishnamohan.

The remuneration paid to Mr. Narendranath J. Baliga during the last 3 financial years i.e., FY 2020-21, FY 2019-20 and FY 2018-19 is as follows: -

(Rs. in crore)

| Particulars | 2020-21 | 2019-20 | 2018-19 |
|--|----------------|----------------|----------------|
| Salary & Perquisites / Allowances | 1.75 | 1.61 | 1.52 |
| Performance Linked Incentive (Short Term Incentives) | 0.28 | 0.39 | 0.50 |
| Total | 2.03 | 2.00 | 2.02 |

Notes: -

- Performance Linked Incentive (Short Term Incentive) is based on Company's performance, BASF Group's Return on Capital Employed, Mr. Narendranath J. Baliga's achievements against pre-agreed targets. The Performance Linked Incentive (Short Term Incentive) is paid at actuals in April every year proportionately apportioned for 9 months (April - December) & the Performance Linked Incentive provisions created in the books of accounts proportionately for 3 months (January – March) based on the Target Short Term Incentive for the respective calendar year.

- The Ultimate Holding Company ('BASF SE') offers BASF SE Share Price based compensation program ('Long Term Incentive') for Senior Executives of BASF Group. Mr. Narendranath J. Baliga is eligible for this program. The long-term incentive of Rs. 0.17 crore has been accrued by the Company for the financial year 2020-21 for Mr. Narendranath J. Baliga.

(iii) Recognition or Awards – N.A.

(iv) Job Profile and suitability –

- The Members of the Company had by way of Postal Ballot on 23rd March, 2019 had appointed Mr. Narayan Krishnamohan as the Managing Director of the Company for a period of 5 years from 1st April, 2019 to 31st March, 2024. During the term of his office as Managing Director, Mr. Narayan Krishnamohan shall exercise and perform all such powers and duties as the Board of Directors of the Company shall determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company.
- The Members of the Company had on 19th July, 2019 re-appointed Mr. Narendranath J. Baliga as the Chief Financial Officer & Alternate Director of the Company and being in whole-time employment, deemed as Whole-time Director, for a period of 5 years from 1st January, 2020 to 31st December, 2024. During the term of his office as Chief Financial Officer, 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.

(v) Remuneration proposed: It is only proposed to increase the limits of maximum performance linked incentives (short-term and long-term incentives) payable to Mr. Narayan Krishnamohan and Mr. Narendranath J. Baliga, respectively. The increased limits of maximum performance linked incentives are detailed in the resolutions. The other terms and conditions of remuneration as approved by the Members, from time to time, remains unchanged.

(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. Narayan Krishnamohan and Mr. Narendranath J. Baliga and the industry benchmarks, the revised limits of maximum performance linked incentives (short-term and long-term incentives) commensurate with the performance linked incentives 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. Narayan Krishnamohan has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of Managing Director of the Company with effect from 1st April, 2019 and holding 50 equity shares of the Company.
- 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 of the Company with effect from 1st January, 2015.

(viii) OTHER INFORMATION:

- (a) Reason for expected losses or inadequacy of profits: Not Applicable
- (b) Steps taken or proposed to be taken for improvement: Not Applicable
- (c) Expected increase in productivity and profit in measurable terms: Not Applicable

In compliance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Special Resolution in terms as set out at Item No. 2 of this Notice is now being placed before the Members for their approval.

A copy of the Amendment Agreement to be executed between the Company and Mr. Narendranath J. Baliga for increase in the limits of maximum performance linked incentives (short-term and long-term incentives) will be available for inspection electronically, without any fee by the Members from the date of circulation of this Notice up to the date of postal ballot. Members seeking to inspect such documents can send an email to **investor-grievance-india@basf.com** or **pankaj.bahl@basf.com**.

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 2 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 resolution set out at Item No. 2 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

By Order of the Board of Directors
For BASF India Limited

Manohar Kamath
*Director-Legal, General Counsel (India) &
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: 30th March, 2022