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BASF India Limited, Mumbai - 400 051, India

July 10, 2019

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

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

Dear Sir/Madam,

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

We refer to the SEBI circular No. CIR/CFD/CMD/5/ 2015 dated 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 30.06.2019 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

**Registered Office**  
**BASF India Limited**  
The Capital  
'A' Wing, 1204-C, 12th Floor,  
Plot No. C - 70, 'G' Block,  
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Mumbai - 400 051, India

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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: **BASF India Limited**  
 Quarter Ended : **June 30, 2019**

<b>I. Composition of Board of Directors</b>								
(Mr. / Dr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity **	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ***	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ***
Mr.	Pradip Shah *	<b>PAN:</b> (AAE PS05 92F) <b>DIN:</b> (000 6624 2)	Chairman & Independent Director	1 <sup>st</sup> April, 2019 *	19 Years	7	Audit Committee: 7	Audit Committee: 1 out of 7
Mr.	Narayan Krishnamohan <sup>^</sup>	<b>PAN:</b> (ABM PN60 87B) <b>DIN:</b> (083 5084 9)	Managing Director	1 <sup>st</sup> April, 2019	-	1	Stakeholder Committee: 1	NIL
Mr.	Raimar Jahn <sup>\$\$</sup>	<b>PAN:</b> (N.A.) <b>DIN:</b> (078 1951 7)	Non - Independent / Non - Executive	1 <sup>st</sup> April, 2017	-	1	NIL	NIL
Dr.	Ramkumar Dhruva <sup>§</sup>	<b>PAN:</b> (AEM PR16 16P) <b>DIN:</b> (002 2323 7)	Non - Independent / Non - Executive	10 <sup>th</sup> August, 2018	-	1	NIL	NIL
Mr.	R. A. Shah *	<b>PAN:</b> (ABI PS18 39C) <b>DIN:</b> (000 0985 1)	Independent Director	1 <sup>st</sup> April, 2019 *	51 Years	#8	Audit Committee: 6	Audit Committee: 3 out of 6



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Mr.	Arun Bewoor *	<b>PAN:</b> (AAA PB91 70E) <b>DIN:</b> (000 2427 6)	Independent Director	1 <sup>st</sup> April, 2019 *	9 Years	2	Audit Committee: 2  Stakeholder Committee: 1	Audit Committee:1 out of 2
Mrs.	Shyamala Gopinath <sup>##</sup>	<b>PAN:</b> (ABL PG5 076E ) <b>DIN:</b> (023 6292 1)	Independent Director	23 <sup>rd</sup> January, 2019 <sup>##</sup>	0.5 Years	4	Audit Committee: 5  Stakeholder Committee: 2	Audit Committee:2 out of 5  Stakeholder Committee: 2 out of 2
Mr.	Rajesh Naik <sup>###</sup>	<b>PAN:</b> (ABA PN69 69L) <b>DIN:</b> (069 3599 8)	Whole-time Director	1 <sup>st</sup> April, 2019	-	1	Stakeholder Committee: 1	NIL

Mr. Pradip P. Shah was appointed as the Chairman of the Company with effect from 1<sup>st</sup> April, 2019.

<sup>^</sup> Appointed as the Managing Director of the Company for a period of five 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.

<sup>\$</sup> 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.

<sup>\*</sup>Reappointed 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.

<sup>\*\*</sup> Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2019 and any subsequent changes thereafter.

<sup>\*\*\*</sup> Based on the declaration/disclosure of interest received from the Directors as on 31<sup>st</sup> March, 2019 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.

<sup>\*</sup> As per declaration, Mr. R. A. Shah is acting as Independent Director in 6 Listed Companies and as Non-Executive Non-Independent Director in 2 Listed Companies.

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

<sup>##</sup> 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.

<sup>###</sup> Mr. Rajesh Naik was re-appointed as a Whole-time Director of the Company with effect from 1<sup>st</sup> April, 2019 after obtaining the approval of the Shareholders of the Company by way of Postal Ballot on 26<sup>th</sup> March, 2019.


<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	
1. Audit Committee	Mrs. Shyamala Gopinath Mr. R. A. Shah Mr. Pradip P. Shah Mr. Arun Bewoor	Chairperson - Independent Independent Independent Independent	
2. Nomination & Remuneration Committee	Mr. R. A. Shah Mrs. Shyamala Gopinath Mr. Pradip P. Shah	Chairman - Independent Independent Independent	
3. Stakeholders' Relationship Committee	Mrs. Shyamala Gopinath Mr. Arun Bewoor Mr. Narayan Krishnamohan Mr. Rajesh Naik	Chairperson - Independent Independent Executive Executive	
4. Risk Management Committee	Mr. Narayan Krishnamohan Mr. Pradip P. Shah Mrs. Shyamala Gopinath Mr. Arun Bewoor Mr. Narendranath J. Baliga	Chairman Independent Independent Independent CFO (Member)	
<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>Maximum gap between any two consecutive meetings (in number of days)</b>	
January 23, 2019	April 30, 2019	January 23, 2019 to March 28, 2019: 63 Days	
March 28, 2019	June 6, 2019	March 28, 2019 to April 30, 2019: 32 Days	
		April 30, 2019 to June 6, 2019: 36 Days	
<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>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>
April 30, 2019	YES (Chairman & all the members were present)	January 23, 2019	96 Days
<b>Date(s) of meeting of the Nomination &amp; Remuneration committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</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>
June 6, 2019	YES (Chairman & all the members were present)	January 23, 2019 March 28, 2019	January 23, 2019 to March 28, 2019: 63 Days March 28, 2019 to June 6, 2019: 69 Days
<b>Date(s) of meeting of the Stakeholders' Relationship committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</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>
NIL	YES (Chairman & all the members were present)	March 28, 2019	-



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<i>Date(s) of meeting of the Risk Management Committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
June 6, 2019	YES (Chairman & all the members were present)	N.A.	N.A.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

<b>VI. Affirmations</b>
<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015<ol style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration Committee</li><li>c. Stakeholders' Relationship Committee.</li><li>d. Risk Management Committee.</li></ol></li><li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>5. This report and/or the report submitted in the previous quarter shall be/has been placed before Board of Directors.</li></ol>
<p>For BASF India Limited</p>   <p>Pradeep Chandan Director – Legal, General Counsel (South Asia) &amp; Company Secretary</p>

**DETAILS OF MATERIAL TRANSACTION WITH RELATED PARTIES FOR QUARTER ENDED 30<sup>TH</sup> JUNE, 2019**

Name of the Company: **BASF India Limited**  
 Quarter ended on : **June 30, 2019**

<b>Name of the Related Party</b>	<b>Nature of services</b>	<b>Consideration</b>
BASF South East Asia Pte. Ltd., Singapore	Sales and/or purchase of Chemicals Support services availed / provided	As the unaudited financial results of the Company for the quarter ended June 30, 2019 are being reviewed by the Statutory Auditors, the figures are not provided.
BASF SE, Germany	Sales and/or purchase of Chemicals Support services availed / provided	
	Payment of Royalty for Contract Products Manufactured by use of Technology/Know-how	
BASF Belgium Co-Ordination Centre	Repayment of ECB Loan and Interest on the said Loan	
BASF Hong Kong Limited	Sales and/or purchase of Chemicals/ materials	
	Support services availed / provided	
BASF Company Limited	Sales and/or purchase of Chemicals/ materials	
	Availing or rendering of services.	
BASF Petronas Chemicals Sdn Bhd	Sales and/or purchase of Chemicals/ materials	
	Availing or rendering of services.	
BASF Ireland Limited	External Commercial Borrowing (ECB) Loan (including Assignment of Loan)	
	Interest on ECB Loan	
	Repayment of ECB Loan as per arrangement.	

**Note:**

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



