

**TAIZOON M. KHUMRI**  
**T.M. KHUMRI & CO.**  
Company Secretaries  
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3, Amrit Keshav Nayak Marg, Fort,  
Mumbai 400 001.  
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**FORM NO. MGT-13**

**REPORT OF SCRUTINIZER**

**[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman

70<sup>th</sup> Annual General Meeting of the Equity Shareholders BASF India Limited, to be held on Wednesday, 27th August, 2014 at 3:00 p.m. at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021.

Dear Sir,

I, Taizoon Khumri, Practicing Company Secretary (COP : 88) appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned Ordinary / Special Resolutions, at the 70<sup>th</sup> Annual General Meeting of the Equity Shareholders of BASF India Limited, held on Wednesday, 27th August, 2014 at 3:00 p.m. at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company viz. Sharepro Services (India) Private Limited ("Sharepro"), 13AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off.

Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072 and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. **The result of the Poll is as under :**

(A) As an Ordinary Resolution - Item No. 1.

**Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended 31st March, 2014:**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
57	42,810	99.88

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.12

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(B) As an Ordinary Resolution - Item No. 2.

**Declaration of dividend for financial year 2013-2014.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
57	39,611	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
2	52	0.13

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(C ) As an Ordinary Resolution - Item No. 3.

**Re-appointment of Dr.Rainer Diercks (DIN: 01725080) as Director, who retires by rotation.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176





(D) As an Ordinary Resolution - Item No. 4.

**Re-appointment of Mr. Andrew Postlethwaite (DIN: 03532678) as Director, who retires by rotation.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(E) As an Ordinary Resolution - Item No. 5.

**Re-appointment of M/s. B S R & Co. LLP, as Statutory Auditors of the Company for a period of 3 years.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(F) As an Ordinary Resolution - Item No. 6.

**Appointment of Mr. Gops Pillay (DIN: 06599533) as a Director.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(G) As an Ordinary Resolution - Item No. 7.

**Appointment of Dr.Raman Ramachandran (DIN: 00200297) as the Managing Director and fixation of remuneration.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87



(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(H) As an Ordinary Resolution - Item No. 8.

**Revision in the maximum limits of perquisites payable to the Managing Director.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
55	39,585	99.80

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
4	78	0.20

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176





(I) As an Ordinary Resolution - Item No. 9.

**Extension in tenure of appointment of Mr. S. Regunathan (DIN: 01437534) as Wholetime Director.**

(i) Voted in favour of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes against the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) Invalid Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(J) As an Ordinary Resolution - Item No. 10.

**Appointment of Mr.Rajesh Naik (DIN: 06935998) as Wholetime Director and fixation of remuneration.**

(i) Voted in favour of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes against the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13



(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(K) As an Ordinary Resolution - Item No. 11.

**Appointment of Mr. R. A. Shah (DIN: 00009851) as Independent Director.**

(i) **Voted in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,586	99.81

(ii) **Votes against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	77	0.19

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(L) As an Ordinary Resolution - Item No. 12.

**Appointment of Mr.R. R. Nair (DIN: 00202551) as Independent Director.**

(i) **Voted in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
57	39,611	99.87





(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
2	52	0.13

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(M) As an Ordinary Resolution - Item No. 13.

**Appointment of Mr.Pradip P. Shah (DIN: 00066242) as Independent Director.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,511	99.62

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	152	0.38

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176



(N) As an Ordinary Resolution - Item No. 14.

**Appointment of Mr.Arun Bewoor (DIN: 00024276) as Independent Director.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
57	39,611	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
2	52	0.13

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(O) As a Special Resolution - Item No. 15.

**Payment of commission to the Independent Directors.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13



(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(P) As an Ordinary Resolution - Item No. 16.

**Ratification of remuneration payable to Cost Auditor, M/s. R. Nanabhoy & Co., Cost Accountants, for the financial year ending 31<sup>st</sup> March, 2015.**

(i) Voted in favour of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
56	39,610	99.87

(ii) Votes against the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
3	53	0.13

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(Q) As a Special Resolution - Item No.17.

**Special Resolution for increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013.**

(i) Voted in favour of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
55	39,585	99.80



(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
4	78	0.20

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(R) As a Special Resolution - Item No. 18.

**Special Resolution for creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
55	39,585	99.80

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
4	78	0.20

(iii) **Invalid Votes:**

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

(S) As a Special Resolution - Item No. 19.

**Special Resolution for payment of minimum remuneration to Managing Director and Whole time Directors, in case of inadequacy of profits.**

(i) Voted **in favour** of the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
54	39,575	99.80

(ii) Votes **against** the Resolution:

Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded of to 2 decimals)
4	78	0.20

(iii) **Invalid** Votes:

Number of members (in person or by proxy) whose votes were declared invalid.	Number of Votes cast by them
8	176

5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to Mr. Pradeep Chandan, Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



**TAIZOON M. KHUMRI**  
F.C.S No.993,  
Certificate of Practice No. 88  
Practicing Company Secretary  
Place : Mumbai  
Date : 27<sup>th</sup> August, 2014