

SCRUTINIZERS' REPORT

ON THE POSTAL BALLOT CONDUCTED PURSUANT TO THE

NOTICE DATED 16TH NOVEMBER, 2015

TAIZOON M. KHUMRI

Practising Company Secretary

12-13, Esplanade, 3rd Floor,

3, Amrit Keshav Nayak Marg, Fort,

Mumbai 400 001.

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**TAIZOON M. KHUMRI
T.M. KHUMRI & CO.**

Company Secretaries
12/13, Esplanade, 3rd Floor,
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Email: taizoonkhumri@gmail.com Website: www.tmkhumri.com

Date: 12th January, 2016

To,
Mr. Raman Ramachandran
The Chairman,
BASF India Limited
3rd Floor, Vibgyor Towers, Plot No. C-62, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400098

Dear Sir,

RE : SCRUTINIZERS' REPORT

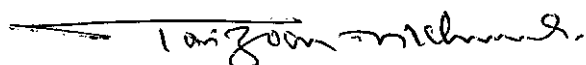
I refer to my appointment as Scrutinizer made on 16th November, 2015 by the Board of Directors of BASF India Limited for conducting the Postal Ballot process for seeking members assent / or dissent in respect of the Special Resolutions in respect of:

- i. Alteration of the Object Clause of the Memorandum of Association of the Company under the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), and
- ii. Amendment of the Liability Clause of the Memorandum of Association of the Company under the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof).

I have carried out the work as Scrutinizer on 11th and 12th January, 2016. In this connection I need to bring to your attention the following aspects:-



1. All the Specimen Signatures of the members who have voted through physical mode have been verified with the specimen signature records maintained by the Company's Registrar and Share Transfer Agents viz. Sharepro Services (India) Private Limited, 13AB Samhita Warehousing Complex, 2nd Floor, Andheri-Kurla Road, Behind Sakinaka Telephone Exchange, Andheri East, Mumbai- 400072 (SSIPL) and I have relied on the certification given by them for the same.
2. I enclose the Scrutinizer's Report along with the relevant listings.



TAIZOON M. KHUMRI
F.C.S No.993,
Certificate of Practice No. 88
Practising Company Secretary

Place : Mumbai
Date : 12th January, 2016

REPORT

I, Taizoon M. Khumri, Practising Company Secretary, appointed by the Board of Directors of the Company as Scrutinizer for the purpose of conducting the Postal Ballot Process do hereby report, by way of separate note as follows :-

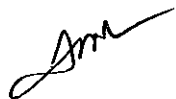
MINUTES

12th January, 2016

1. The Company had on 10th December, 2015 completed the dispatch of the Notice under Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) ('Rules') and the Equity Listing Agreement executed with the Stock Exchanges, as amended/replaced by the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, for passing Special Resolutions by way of postal ballot & electronic voting (e-voting).
2. The Notice of Postal Ballot alongwith the Postal Ballot Form had been duly sent by e-mail to the Members whose e-mail addresses were registered in the records of the Depository Participant/ Company and through physical mode, alongwith the postage/prepaid self-addressed business reply envelope, to all the other Members at their registered address, as per the names appearing in the Register of Members as on the cut-off date i.e. Friday, 27th November, 2015. The dispatches were completed on 10th December, 2015 and a Public Notice to that effect was released in The Indian Express, Mumbai (English Edition) and in Navshakti, Mumbai (Regional language) newspapers on 11th December, 2015.
3. The Company had provided electronic voting ('e-voting') facility to the Members to cast their votes electronically on the Special Resolutions set forth in the Postal Ballot Notice and had engaged the services of National Security Depository Limited (NSDL) to provide the e-voting facility. The e-voting period commenced on Saturday, 12th December,

2015 (9.00 a.m. IST) and ended on Monday, 11th January, 2016 (5.00 p.m. IST).

4. As per the information available on record and explanations given to me, the Company has paid proper and due postage wherever required with reference to the above.
5. Out of the total 44,923 Registered Members as on 27th November, 2015:
 - (a) 28,462 Registered Members were sent Postal Ballot Forms under Speed Post/Registered Post at their respective Registered Postal Address.
 - (b) 16,461 Registered Members were sent Postal Ballot Forms at their respective registered e-mail addresses.
 - (c) In 39 cases the transmission through e-mail had failed. As certified by the Director-Legal General Counsel & Company Secretary, the Company had taken adequate steps to send the Notices of the Postal Ballot through Physical Form by Speed Post/ Registered Post at their respective Registered Postal Address.
 - (d) There were 2216 undelivered envelopes containing the postal ballot notice, draft resolution, explanatory statement, postal ballot form and postage prepaid business reply envelope.
 - (e) The Company has not issued any duplicate Postal Ballot Form.
6. Particulars of all the Physical Postal Ballot Forms received from Members and e-voting data received from NSDL have been entered in a register separately maintained for the purpose.
7. At the office of the Company's Registrar and Share Transfer Agents viz Sharepro Services (India) Private Limited, 13AB Samhita Warehousing Complex, 2nd Floor, Andheri-Kurla Road, Behind Sakinaka Telephone Exchange, Andheri East, Mumbai- 400072 (SSIPL), the Physical Ballot Forms referred to above were opened on my instructions and the necessary data was updated by SSIPL for my verification.



8.
 - a) After sequentially numbering and initialing the 662 Physical Postal Ballot Forms, I duly arranged them into 7 set(s).
 - b) The votes cast on NSDL e-voting platform have been sequentially numbered 100001 to 100199.

9. I have been provided with the adequate computer support at the office of the Company's Registrar and Transfer Agents and the data from the Postal Ballot Forms were duly entered.

10. All Postal Ballot Forms (including the physical Postal Ballot forms received at the Registered Office of the Company) and the e-voting data received up to 17.00 hours on 11th January, 2016, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny. On Monday, 11th January, 2016 at 17.14 hours the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Fatema Fatehi and Mr. Husain Wagh who acted as the witnesses, as prescribed in sub rule 4(xii) of Rule 20 of the said Rules.

11. Envelopes containing Postal Ballot forms received after 11th January, 2016 (17.00 hrs) have not been considered for the purpose of scrutiny.

12. There are no mutilated Postal Ballot Forms.

13. After all the necessary information and data was recorded, I verified the names of the Members, the number of shares and checked the signatures on the Postal Ballot Forms signed by the Members from the necessary records maintained by SSIPL. In determining the validity or otherwise of the Ballots received, I have adopted the following criteria :
 - (a) Where the date and place has been left blank the signed ballot has been treated as valid;
 - (b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicated by the member;
 - (c) Where the member has left the ballot blank or not indicated his vote, the ballot has been treated as invalid / not voted as the case may be;
 - (d) Where the signatures do not tally or the ballot paper bears no signatures, the ballot has been treated as invalid;



- (e) In respect of certain ballot forms, the members have exercised their voting rights by partially voting for 'assent' / 'dissent'. In such cases the votes have been considered on the basis of votes cast and such ballot papers have been included in the valid postal ballot form with both assent and dissent to the resolution respectively;
- (f) In respect of certain ballot forms, where the ballot has been exercised by bodies corporate, Institutional Members (FIs/ Trust/ Mutual Funds/ Banks etc.); I have tallied the signature of the authorized person(s) from the specimen signature(s) available with the Registrar and Share Transfer Agents and from the Power of Attorney /Authorizations / Certifications attached to the Postal Ballot Forms and have treated there votes subject to (a) to (d) above at my discretion;
- (g) Member who have exercised the vote in physical as well as electronic mode, the vote by electronic mode only has been considered and voting by Postal Ballot will be treated as invalid.
14. The data for the purpose of verification of the number of shares in physical form and in dematerialized form have been taken as 27th November, 2015 which was the cut-off date and recognized by the Company for dispatch of the Notice under Section 110 of the Companies Act, 2013 along with the Postal Ballot Form.
15. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records.
16. I obtained certain statements from the data entered and on the basis of these Statements/Reports I have carried out such further checks / verification as I considered necessary.
17. I gave final touches to the documentation, which was the result of the data/information entered into the computers. On the basis of Statements generated, I have prepared my Report. I enclose a copy of such statements duly signed by me for the purpose of identification.
18. I completed my work by 17.30 hours on 12th January, 2016
19. The charge of the Postal Ballot Forms, Registers, Envelopes and other records was handed over to Mr. Pradeep Chandan, Director-Legal,



General Counsel & Company Secretary on 12th January, 2016 and he has taken possession, custody and charge of the same.

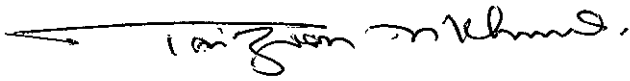
The particulars relating to the Equity Share Capital of the Company is as under:

AUTHORISED SHARE CAPITAL :

54,359,715 Equity Shares of Rs.10/- each aggregating to INR 543,597,150

ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL :

43,285,640 Equity Shares of Rs.10/- each aggregating to INR 432,856,400



TAIZOON M. KHUMRI
F.C.S No.993,
Certificate of Practice No. 88
Practising Company Secretary

Place : Mumbai
Date : 12th January, 2016

SCRUTINIZERS' REPORT

To,
Mr. Raman Ramachandran
The Chairman,
BASF India Limited
3rd Floor, Vibgyor Towers, Plot No. C-62, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400098

I, Taizoon M Khumri the undersigned, being the Scrutinizer appointed by the Board of Directors of the Company on 16th November, 2015 for conducting the Postal Ballot Process for considering the following Special Resolutions, hereby report to you the result of the Postal Ballot.

ITEM NO.1

Alteration of the Object Clause of the Memorandum of Association of the Company viz. Special Resolution pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and subject to necessary approval(s) if any, from the competent authorities, according consent by the Members to the Board of Directors of the Company ("the Board" which expression shall also include the Committee thereof) to align the Memorandum of Association of the Company with Table A of Schedule I and Section 4 of the Companies Act, 2013.



The result of the Postal Ballot :-

ITEM NO.1

Sr. No	Particulars	Postal Ballot Forms			No. of Shares Voted Upon			Aggregate in value (Rs.)	Percentage of total paid up Equity Capital	Percentage of Net Valid votes cast	Percentage to valid Postal Ballot Forms
		Through Physical	Through NSDL e-voting Platform	Total	Through Physical	Through NSDL e-voting Platform	Total				
(a)	Total Postal Ballot Forms received	662	199	861	107,691	32,801,357	32,909,048	329,090,480			
(b)	Less : Invalid/Abstained Postal Ballot Forms	48	3	51	8,179	61	8,240	82,400			
(c)	Net Valid Postal Ballot Forms (a-b)	614	196	810	99,512	32,801,296	32,900,808	329,008,080			
(d)	Less Voted*	2	1	3	800	177	977	9,770			
(e)	Net Valid Votes (c-d)	-	-	-	98,712	32,801,119	32,899,831	328,998,310			
(f)	Postal Ballot Forms with Assent for the Resolution	603	182	785	95,358	32,800,791	32,896,149	328,961,490	76.00	99.99	96.91
	Postal Ballot Forms with Dissent for the Resolution	11	14	25	3,354	328	3,682	36,820	0.01	0.01	3.09

(*) Includes 3 members who have less voted in respect of their shareholding.

Based on the foregoing, the Resolution No. 1 for the Alteration of the Object Clause of the Memorandum of Association of the Company under the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, may be considered as carried by the requisite majority.

[Signature]

ITEM NO.2

Amendment of the Liability Clause of the Memorandum of Association of the Company viz Special Resolution pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), according consent by the Members to the Board of Directors of the Company ("the Board" which expression shall also include the Committee thereof) to replace the existing Clause 4 of the Memorandum of Association of the Company with the new Clause 4.

A handwritten signature in black ink, appearing to be 'Jmm', is written below the main text.

The result of the Postal Ballot :-

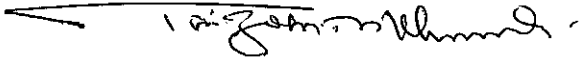
ITEM NO.2

Sr. No	Particulars	Postal Ballot Forms			No. of Shares Voted Upon			Aggregate in value (Rs.)	Percentage of total paid up Equity Capital	Percentage of Net Valid votes cast	Percentage to valid Postal Ballot Forms
		Through Physical	Through NSDL e-voting Platform	Total	Through Physical	Through NSDL e-voting Platform	Total				
(a)	Total Postal Ballot Forms received	662	199	861	107,691	32,801,357	32,909,048	329,090,480			
(b)	Less : Invalid/Abstained Postal Ballot Forms	71	1	72	10,108	99	10,207				
(c)	Net Valid Postal Ballot Forms (a-b)	591	198	789	97,583	32,801,258	32,898,664	328,986,640			
(d)	Less Voted*	2	1	3	1100	177	1277	9,770			
(e)	Net Valid Votes (c-d)	-	-	-	96,483	32,801,081	32,897,564	328,946,870			
(f)	Postal Ballot Forms with Assent for the Resolution	578	182	760	92,905	32,800,596	32,893,501	328,935,010	75.99	99.99	96.32
(g)	Postal Ballot Forms with Dissent for the Resolution	13	16	29	3,578	485	4,063	40,630	0.01	0.01	3.68

(*) Includes 3 members who have less voted in respect of their shareholding.



Based on the foregoing, the Resolution No. 2 for the Amendment of the Liability Clause of the Memorandum of Association of the Company under the provisions of Sections 4, 13 of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) may be considered as carried by the requisite majority.



TAIZOON M. KHUMRI
F.C.S No.993,
Certificate of Practice No. 88
Practising Company Secretary
Date: 12th January, 2016