

BASF INDIA LIMITED

Registered Office: 3rd Floor, VIBGYOR Towers, Plot No. C-62, 'G' Block,
Bandra Kurla Complex, Mumbai 400 098
CIN: L33112MH1943FLC003972, Website: www.basf.com/in, Tel: +91 22 66618000

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Member(s),

NOTICE is hereby given to the Members of BASF India Limited (hereinafter referred to as the "Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Equity Listing Agreement executed with the Stock Exchanges, as amended / replaced by the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for passing Special Resolutions by way of postal ballot & electronic voting (e-voting).

Pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company approved the proposal to align the Memorandum of Association with Table A of Schedule I of the Act and also alter the Object & Liability Clause of the Memorandum of Association of the Company by way of postal ballot. In terms of Clause 35B of the Equity Listing Agreement as amended / replaced by the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing an option of e-voting to its Members to cast their vote on the resolutions. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility to the Members. The Company has also appointed Mr. Taizoon Khumri, Practicing Company Secretary, T. M. Khumri & Co., Company Secretaries, 12-13, Esplanade, 3rd Floor, 3, Amrit Keshav Nayak Marg, Fort, Mumbai - 400001, having Membership No. FCS-993 & Certificate of Practice No. 88, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Explanatory Statement pertaining to the Special Resolutions setting out the relevant material facts concerning each item and the reasons thereof is annexed hereto along with a 'Postal Ballot Form' and postage-prepaid self-addressed Business Reply Envelope for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member, will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope, which also bears the name of the Scrutinizer appointed by the Board of Directors of the Company. The duly completed Form should reach the Scrutinizer not later than close of working hours on Monday, 11th January, 2016 (5.00 p.m. IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions printed in the Postal Ballot Form. References to postal ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result shall be announced on or before Wednesday, 13th January, 2016 and will be displayed on the notice board at the registered office of the Company. The said results will be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.basf.com/in and also on the website of NSDL.

SPECIAL BUSINESS

Item No. 1: Alteration of the Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT 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, consent of the Members be and is hereby accorded 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;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to consider the following clauses as the ‘THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY’ and ‘THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS’ of the Memorandum of Association, respectively:

3(A): ‘THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY’ are:-

- (1) To carry on in India and in abroad or elsewhere the business as manufacturers, processors, contractors, engineers, buyers, sellers, dealers, merchants, exporters, importers, consignees, consignors, principals, owners, hirers, brokers, agents of all kinds of chemicals, including but not limited to specialty chemicals, process chemicals, intermediates, leather chemicals, crop protection chemicals, colorants and finishing products, lubricants, dyestuffs, petrochemicals, chemicals used in coatings, inks, catalysts, vitamins, paints, oil and gas, fertilizers, refinery products or by products used for agriculture, construction, consumer products and other consumer necessities, building requisites, materials and equipment, insulation materials, rubber and rubber goods, furniture, electrical, electronics and household goods, glass machineries, sanitary ware and all other goods, articles, merchandise or things whether akin or adaptable or not to the nature of the business as aforesaid or any of them or connected therewith.
- (2) To carry on business to develop, produce and market selected high performance seeds and plants based on the most advanced genetics and related technologies, to carry on business as Seedsmen and to buy, sell, grow, prepare for market, import, export and deal in all kinds of seeds, vegetable seeds, field- crop seeds, hybrid and high- yielding varieties of seeds and plantlets, inbred lines, vegetable products, vanaspati oil, cereals, food grain seeds and their articles, product and merchandise of all kinds and description, to carry on business of researchers, developers, processors, producers, growers, planters, buyers, sellers, dealers in all kinds of tissues, plants, stems, roots, leaves for all agro-based products whether edible or non-edible, vegetation, forestry, to carry on business as horticulturists, agriculturists, floriculturists, acqaculturists, to perform analytical and research work, to buy, sell manufacture, refine, process, import, export and deal in all substances, preparations apparatus and things capable of being used in connection with such products, subject to such approvals as may be necessary.
- (3) To undertake, conduct, promote, carry on or to help to undertake, conduct, promote, carry on either scientific and/or industrial research and development activities in the field of Chemicals, Material Science, Agricultural Science, Plant Science including Biotechnology, Plant Breeding, Seed Processing either alone or in association with others in connection with the Company’s object or trade or businesses or any of them.
- (4) To do, perform, undertake, carry out and execute all activities, works, means and operations connected in whatsoever manner with agriculture, agricultural produce, agricultural operations, agro-industries, plant protection or directly or indirectly to promote, extend, improve, support or maintain the agriculturists, farmers and planters with respect to agriculture, agricultural produce, agro-chemicals or which may increase or facilitate the production or distribution of agricultural produce or agro-chemicals and to undertake such activities, works and means and operations in connection therewith and also to engage in the business of researching, breeding, transmitting, disseminating, developing, experimenting, producing, adapting, purchasing, marketing, commercializing, distributing and selling either wholesale or in retail of insect resistant hybrid/varieties or plants with other desirable traits, subject to such approvals as may be necessary.
- (5) To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently or advantageously carried on in connection with the Company’s objects or which it may be advisable to undertake with a view to developing, rendering, valuable, prospecting or turning to account or in which the Company may be interested.

3(B): 'THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS' are:-

- (6) To enter into contracts, agreements and arrangements with any other company, body or individual for the carrying out on behalf of the Company of any of objects for which the Company is formed.
- (7) To carry on the business of undertaking detailed feasibility and marketing analysis and to provide technical and management expertise in respect of any of the objects for which the Company is formed.
- (8) To purchase or otherwise acquire in order to provide on lease or on hire purchase basis every kind of industrial household or office plant, equipment, machinery, instruments, appliances, apparatus or accessories or goods, articles or commodities of all kind or description, buildings, premises or other real estate or immovable property required for or in connection with industrial manufacturing processing, trading, commercial, transport or servicing or other business, activities or operations of every kind and description and to import, export, buy, sell, barter, exchange, pledge, make advance upon supply or otherwise deal in goods, produce articles and merchandise for the business of the Company.
- (9) To establish, provide, maintain and conduct or, otherwise subsidize research laboratories and experimental workshops for scientific and technical research & development and experiments and to undertake and carry on scientific and technical research experiments, and tests of all kinds and to promote scientific and technical studies and research, investigations or invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward, studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
- (10) To buy, sell, purchase, lease or otherwise acquire any moveable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company either for residential, business, manufacturing or other purposes and any rights, easements, advantages and privileges relating thereto and either for investment or re-sale and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the land or immovable properties purchased or acquired by the Company.
- (11) To obtain a conveyance of right, title and interest for the land and building from its promoters, owners or occupiers and to receive all documents of title relative to the property which may be in their possession.
- (12) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (13) To purchase and acquire secret processes, methods and formulae in connection with any of the objects of the Company and specifications and designs for the apparatus and equipment related thereto and to pay for the same by the allotment of fully paid shares of the company or in any way under agreement or agreements for that purpose.
- (14) To obtain from any person, negotiate, enter into agreements and contracts with individuals, firms or corporate body, whether in India or elsewhere for technical information, formulations, know-how, assistance, processes, layout, blue prints and expert advice or financial accommodation for erection of plant and machinery importing, exporting, production, manufacture or marketing of any product herein above mentioned and any or all of the products, which the Company is authorised to manufacture or deal with and to pay to or to the order of such firm, company, corporate body, government authority or person any fee, royalty, shares, bonus, remuneration and otherwise re-compensate them in any other manner for the services rendered by them.
- (15) To engage, employ, suspend and dismiss executives, engineers, agents, managers, accountants, superintendents, assistants, clerks, and other employees and to remunerate any such persons at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity and/or other benefits to any such persons or to his widow or children or family and generally to provide for welfare of all employees.

- (16) To invest and deal with the moneys of the Company not immediately required for the business of the Company, including investment in fixed deposits with companies, firms or any organizations, in such manner as may from time to time be determined.
- (17) To insure the whole or any part of the property of the Company either fully or partially; to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
- (18) To manufacture, improve, develop, work, market, buy, import, export, sell, trade, fabricate and generally deal in all types of agricultural equipment including full lines of tractors, pedestrian controlled tractors, road tractors for semi-trailers, track-laying tractors, track type tractors, combine harvesters, tillage tools, seeding equipment, hay equipment, cotton pickers, strippers, cultivators, agricultural, horticultural or forestry machinery for soil preparation or cultivation, tractor ploughs, disc ploughs, harvesting or threshing machinery for other agricultural produce.
- (19) To carry on in India or elsewhere the business of manufacturers, dealers, importers, exporters, agents, repairers, assemblers of all kinds of accessories, machinery parts, stores, articles, things appertaining to the aforesaid business.
- (20) To purchase, take on lease or license or in exchange, hire or otherwise any real and/or personal property and any rights or privileges and advantages of any kind whatsoever which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company and, in particular, any land (freehold, leasehold or other tenure), tenements, building, and on any such lands to erect buildings, sheds, warehouse or other structures for the works and purpose of the Company and to purchase flats or apartment in co-operative society or in any other manner whatsoever for the purpose of the Company and also for the residence and amenity of its directors, employees, staff and other workmen.
- (21) To sell, improve, manage, construct, repair, develop, exchange, let on lease otherwise mortgage, charge, dispose of, grant license, option right, turn into account or otherwise deal with or privileges in respect of, all or any part of the property and rights of the Company.
- (22) To buy shares, stocks, debentures, securities, bonds, lands, buildings, courtyards, and to erect, construct, build, maintain, alter, extend, enlarge, purchase and sell, put down, remove, or replace, manage any houses, building, offices, warehouse, shops, roadways or other means of transport, sidings, bridges, reservoirs, tanks, water, courses, water systems, wharfs, electrical works, gas works or works operated, by any other kind of power and quarters on such land and/or to repair, improve or develop and put to perfection, as required, such buildings, etc. for the purpose of carrying on the business of the Company or as investments of the funds of the Company and for that purpose to develop and turn to account any land by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, maintaining, fitting up and improving buildings, and by painting, paving, draining, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (23) To manage land, buildings and other property both movable and immovable belonging to the Company or not, to collect rents and income and to supply to tenants, occupiers, attendants and servants, waiting rooms, reading rooms and other conveniences.
- (24) To build, lease, hire, or other acquire, foreclose, purchase on auction, to sell or let, out any lands, buildings, or any other property rights or things in action for the business of the company.
- (25) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company carrying on or proposing to carry on business which this Company is authorised to carry on, and to purchase, acquire, sell and deal in property, shares, stocks, debenture-stocks of any such persons, firm or Company.
- (26) To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company.

- (27) To sell or mortgage, grant licensees, easements, and other rights, over and in any other manner whatsoever, to transfer, deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof for such consideration as Company may think fit and in particular shares, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
- (28) To negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons, and other negotiable or transferable instruments, and securities.
- (29) Subject to the provisions of the Companies Act, 2013, to borrow and raise money in such manner as the Company shall think fit on such term and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, pledge, standard security lien or other security upon the whole or any part of the Company's property or assets or revenue or profits of the Company whether present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, and also by a similar mortgage, charge, pledge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (30) To apply for register, purchase, or by any other means acquire and protect, prolong and renew, whether in India or any part of the world any patents, patent rights, licenses, trademarks, formulas, designs, copyrights, industrial territorial rights, licenses, sub-licenses, know-how services, including consulting, designing and engineering services, protections or concessions and to disclaim, alter, modify, use and to manufacture under or grant license or privilege in respect of the same, and to expend money in research and development, experimenting upon, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention and to use exercise, develop or grant licences in respect of or otherwise turn to account, the property rights, testing and improving or securing any process or processes and seeking to improve any patents, or protecting any inventions or rights any of the aforesaid rights which the Company may acquire or propose to acquire.
- (31) To adopt such means of making known the business dealt in by or at the disposal of the Company as may seem expedient.
- (32) To appoint engineers, technicians, professionals, contractors, managers, brokers, canvassers, agents and other persons and to establish, undertake, transact, execute and maintain agencies or branches in any part of India or elsewhere for the purpose of the Company's business and to discharge and to discontinue the same.
- (33) To create any subscription fund, depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, replacing, reviewing, extending or maintaining any of the properties of the Company or the staff or labour or for any development fund or for any other purpose whatsoever deemed beneficial to the Company.
- (34) To acquire, purchase, takeover and/or amalgamate with any other company having objects altogether or in part similar to those of the Company, and to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (35) To establish or promote or concur or be interested in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purposes whatsoever and to transfer to any such company any property of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other Company and to subsidise or otherwise assist any other Company.
- (36) To appoint agents and constitute branches and agencies of the Company in India or in any part of the world and for the purposes aforesaid to act solely or jointly with any other person, Company, Corporation or body as the circumstances may require.

- (37) To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and of any assets, property or rights.
- (38) To provide and assist in the provision of training, education, and advice and to train or pay for the training in India or abroad for any of the Company's employees or any candidate in the interest of or for furtherance of the Company's object and to publish and distribute materials in respect of any matters connected with or incidental to the business of the Company.
- (39) To acquire from any person, firm or body corporate whether in India or elsewhere or to enter into collaboration agreement to acquire technical information, know-how operating, data plans, layouts and blue prints useful for the design, erection and operation of plants related to any of the business of the Company and to acquire any grant of licence and other rights and benefits in the foregoing matters and things.
- (40) To enter into any arrangements with any Government authority or Central, State, Municipal, Local or Foreign or Public body or company whether incorporated in India or outside India or firm or person or authority or from private individual that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, person, company or authority any concessions, decrees, rights, charters, contracts, licenses powers and privileges whatsoever which may seem to the Company capable of being turned to account, or in connection with its business, and to work, develop, carry out, exercise and turn to account the same.
- (41) To sub-contract all or to enter into, make and perform any contracts of every description, agreements and arrangements with any person, firm, association, corporation, municipality, state body or Government from time to time and upon such terms and conditions as may be thought expedient or dependency thereof for the business of the Company.
- (42) To apply for, promote, and obtain any statute, order, regulation or other authorization or enactment and to oppose any bills, proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.
- (43) To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary out of the funds of the Company.
- (44) To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and incorporation of the Company and the issue and subscription, of the share or loan capital including brokerage and/or commission for obtaining application for or placing or guaranteeing the placing of shares or any debentures, debenture-stock, other securities and deposits of this Company and all expenses relating to the issue of any circular or notice and the printing, stamping, circulating of proxies and forms to be filled up by the members of the Company and also all preliminary expenses of any company promoted by the Company or any Company in which the Company is or may contemplate being interested, including such preliminary expenses, all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (45) To apply for, promote and obtain any order or license of the Government or concerned authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings directly or indirectly likely to prejudice the Company's interests.
- (46) To guarantee the performance of any contract or obligation of any company, firm or persons and guarantee the payment of the capital and principal, dividend, interest or premium payable on any stock, shares and securities, debentures, debenture-stock, mortgage loan and other securities issued by any company, firm or persons and giving the fidelity of persons filing situations of trust or confidence or due performance of duties.
- (47) To open current or fixed account or other bank accounts with any banks, bankers or merchant to deposit money into and draw money from any such account and to draw, make, accept, endorse, seal, execute, negotiate, purchase, discount, hold and dispose of cheques, promissory notes, bills of exchange, hundis, drafts, charter parties, bills of lading warrants, and debentures and other negotiable documents and contracts and transferable instruments and to cancel and vary such instruments.

- (48) To invest the funds of the Company in Government securities or in other securities or shares in Joint Stock Companies or in such other manner as may from time to time be determined by the Directors, and from time to time to sell or vary all such investments and execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.
- (49) To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security, as Company may deem expedient.
- (50) To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferred rights in respect of dividend or repayment of capital or otherwise, or by any securities including the power to issue, on such terms as the Company may determine.
- (51) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds or any other funds for the welfare and benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or any Other pecuniary aid to any person who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time the Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise end subscribe to any institution, associations, clubs or funds calculated to the benefit of or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (52) To refer to or agree to refer any claims, demand, dispute any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their repartees, to arbitration and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- (53) To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means of or through the agency of any subsidiary company or not for that purpose to enter into any arrangements the Company may think fit.
- (54) To carry on any business or branch of business which this Company is authorized to carry on by means of or through the Agency of any subsidiary Company or companies and to enter into any arrangement with such subsidiary company for taking the profits and to bearing the losses of any business or branch, so carried on, or for financing any such subsidiary Company or guaranteeing its, liabilities, or to make any other arrangements, which may seem desirable with reference to the business or branches carried on, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to business or branch so carried on including power at any time either temporarily or permanently to close any business or branch and/or to appoint, directors or managers, of any such subsidiary Company.
- (55) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert to minimise financial disturbance, which might affect the Company.
- (56) To issue equity shares or stock options or to distribute as bonus, shares amongst the members or employees or Directors or to place as reserve as the Company may from time to time on such terms as may be deemed advisable either in cash or for consideration other than cash, and to determine any monies received in payment of forfeited shares and monies arising from the sale by the Company of forfeited shares or any monies received by way of premium on shares or debentures issued at a premium by the Company.
- (57) To sell any patent rights or privileges to the Company or which may be acquired by it, or any interest in the same, and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges on which the Company may be interested, or which may seem expedient for turning to account.

- (58) Subject to the provisions of the Companies Act, 2013 or any other law for the time being in force, to distribute in specie or otherwise as may be resolved any property or assets of the Company, of any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures, or other securities of any other Company formed to take over the whole or any part of the assets or liabilities of the Company.
- (59) To buy all kinds of machinery, plants, equipments, tools, implements, apparatus gadgets, appliances, accessories, spare parts as and when needed for the purpose of manufacturing, preparing or preserving any of the articles of business and to have the same replaced from time to time.
- (60) To buy, sell, import, export, convert, lease, let or hire, and deal in any or all the above, either for cash, or on credit, or for ready or forward delivery.
- (61) To lend money to such persons or companies and on such terms as may deem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies.
- (62) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (63) To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centres, exhibition centres, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the Company solely or jointly with any other person company, corporation or body as the circumstances may require.
- (64) To obtain, hire purchase or rent facilities for the purpose of any business of the Company.
- (65) To receive money, securities and valuables of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient subject to the provisions of Sections 73 and 74 of the Companies Act, 2013 and directives of Reserve Bank of India.
- (66) To adopt, carry out or give effect to any pre-incorporation or post-incorporation agreements, or arrangement or any modifications and amendments thereto, arrived at between the Company's shareholders, promoters and/or any government authority (Central, State, Municipal local or otherwise), Company (whether incorporated in India or outside India), firm or person for promotion of the Company, and or in respect of any matters concerning the affairs and business of the Company.
- (67) To engage any person, firm or company rendering professional, consultancy, advisory services to the Company and to remunerate any such person, firm or company as may be thought expedient.
- (68) To employ, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff, workmen and other employees and to remunerate them on such terms and conditions as shall be thought fit.
- (69) To procure the recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
- (70) To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations, associations for technical, financial or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the Company.
- (71) Subject to the provisions of the Companies Act, 2013, to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or which may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are have been Directors of or who are or have been employed by or who are serving or have served the Company or its holding company or any company which is a subsidiary of the Company or of the predecessors in business of the Company and to the wives, widows, children and other relatives and

dependants of such Directors or employees; end to set up, establish, support and maintain profit sharing or share of the Company or of any such subsidiary company or holding company and to lend money to any such Director or employees or trustees on their behalf to enable any such scheme to be established or maintained.

- (72) To sell or dispose of whole or any part of the business or property of the Company either or together in portion(s), for such consideration as the Company may deem it, and in particular for cash shares, debentures or other securities of any company purchasing the same having objects altogether or in part similar to those of the Company.
- (73) To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press or any media in whatever form or manner.
- (74) To become members of and communicate with trade, industry and business associations, chamber of commerce and other mercantile and public bodies throughout India and, in other parts of the world and to promote measures for the advancement of protection of the trade, industry and business in which the Company may be engaged.
- (75) To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organisation and industry.
- (76) To undertake research work and to expend money in experimenting upon and testing and in improving or seeking to improve and giving publicity to end placing upon the market any products which the Company may or may propose to manufacture, process, and any information or rights which the Company may acquire or lease or propose to acquire.
- (77) To carry on any scientific research or other research to conduct and carry on such other activities for the attainment of the above objects.
- (78) To take part in the supervision of the control of the business or operations of any company or undertaking and to appoint and remunerate any Directors, Accountants or other experts or agents.
- (79) To protect the members of the Company against persons whose character or circumstances render them unworthy of mercantile credit and facilitate the prompt and economical realisation of the estates of bankrupts and person making or seeking to make arrangements or compositions with their creditors.
- (80) To procure information for members as to the standing and responsibility of parties with whom they propose to transact business.
- (81) To pay for any technical know-how, rights, consulting and designing services or property acquired by the Company and to license, sublicense, transfer, provide or grant the said know-how rights, licences. or services and to remunerate any person or company for such know-how rights, licenses or services whether by cash payment or by the allotment of shares, debentures or other securities of the Company as paid up in full or part or otherwise.
- (82) To establish in India or elsewhere in the world branches, or appoint agencies for or in connection with any trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which can be carried on in connection with any of the objects of the Company and to procure the incorporation, registration or other recognition and to apply, to any Parliament, local Government, Municipality or any other authority or body to establish and maintain branches and agencies in any part of the world for the conduct of the business of the Company and to advertise and adopt such means of making known the business activities or the products of the as may seem expedient and in particular by advertising in the press, by circulars, purchase and exhibition of works of art or interest or by publication of books and periodicals and by granting prizes, rewards and donations.
- (83) To provide clean comfortable and inexpensive sleeping accommodation for workmen and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment and for the purchase, sale and consumption of provisions, both liquid and solid and for the safe custody of goods.

- (84) To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or by issue of debentures or debenture stock, subject to the provisions of laws for the time being in force.
- (85) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit worthiness of the Company and to obtain and justify public confidence and to avert or minimise financial losses which might affect the Company.
- (86) To subsidise, assist and guarantee the payment of money by or performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or Companies, with whom the Company may have or intended to have business relations.
- (87) Subject to the provisions of the Companies Act, 2013 to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (88) The Company may, at any time invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the shareholder or from any other person for all or any of the objects of the Company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company, subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including lands, buildings, and other immovable properties shall be treated as forming part of the property of the Company and be applied accordingly. The Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gifts, donations, grants, offerings, legacies or bequests, and they shall be at liberty to refuse any of them without giving any reason for such refusal.
- (89) To do all or any of the above things as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (90) To start, finance or participate in export based industries for any products.
- (91) To carry on the business of manufacturers of or dealers in papers of all kinds, pulp, materials used in the manufacture of paper and photographic films.
- (92) To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machinery stores and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, electrical motors, fans, furnaces, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind and generate, accumulate, distribute and supply heat, motive power and for all other purposes for which electrical energy can be employed.
- (93) To carry on the business of mechanical engineers, metal workers, machinists, iron and steel converters, smiths and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, industrial equipment, implements, rolling stocks and hardware of all kinds.
- (94) To carry on the business of warehousemen, removers, packers, haulers, transport, cartage and haulage contractors and agents, forwarding, transport and commission agents, wharfingers, cargo superintendents, accept valuables and goods and materials on deposit or for safe custody and to lend or give guarantee on security thereof.
- (95) To act as stockists, commission agents, manufacturers' representatives or agents selling and purchasing agents, distributors, brokers, trustees and attorneys subject to provisions of the Companies Act, 2013 for any other company, firm, corporation or person.
- (96) To purchase, charter, hire, equip and maintain ships, boats, barges, lighters, vessels, mills, warehouses, godowns, docks, piers, jetties, wharves and any other convenience or erections suitable for the purposes of the Company.

- (97) To equip, maintain or work by steam, electricity, gas, water or other power in factories for carrying on the business of manufacture of electrical machinery, apparatus, equipment and other factory or workshop belonging to the Company or which the Company may possess the right to work or manage.
- (98) To carry on the business as manufacturers of and dealers in all kinds of boxes and cases wholly or partly of card, wood, metal, leather or otherwise.
- (99) To carry on the business of iron founders of road and building construction, engineers and contractors, mechanical engineers and manufacturers of agricultural implements and other machinery, tool makers, brass founders, metal workers, boiler makers, mill wrights, machinists, smelters, iron and steel and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds.
- (100) To carry on the business of stationers, printers, lithographers, photographers, stereographers, stereotypers, photographic printers, photo lithographic printers, photo lithographers, chromo litho-engravers, blockmakers, die-sinkers, envelope manufacturers, book binders, designers, account-book manufacturers, machine rulers, numerical, printers, paper makers, paper beg and account book makers, box makers, cardboard, manufacturers, playing cards manufacturers, type founders, photographers, manufacturers of and dealers in playing, visiting, railway, festive complimentary and fancy cards and tickets and valentines, dealers in parchment, designers, manufacturers and dealers in stamps, agents for the payment of stamps and other duties and book sellers, publishers, paper manufacturers and dealers in materials used in the manufacture of ink and paper, photographic materials, engineers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
- (101) To carry on the business as printers and publishers of newspapers, journals, magazines, leaflets, books, pictures, periodicals, literary works and in particular to conduct, print, publish, sell and export for sale in all parts of the world, newspapers and periodicals in any language for the purpose of sponsoring and organising public opinion for the educational, cultural, social, economical, national, international, political and spiritual uplift by all peaceful and legitimate means and also for publicity and encouraging all kinds of literatures for the moral, material, economical spiritual and cultural benefit and literature dealing with history, art, science, trade, industry, culture, religious education and to purchase any machinery, plant, stores, paper, inks, stationery and other articles and things for all, or any of the objects or purposes of the company herein mentioned or conducive thereto.
- (102) To carry on in India or elsewhere all or any one or more of the following business, namely, buying, selling, letting on hire, hire-purchase or easy payment system or manufacturing and contractors of and dealers in motor lorries and wagons and motor cycles, motor coaches, carriages and all other vehicles of all kinds whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity or any mechanical or other power or device, agricultural implements and machinery of all sorts, airships, aeroplanes, hovercrafts, helicopters, gliders, balloons and all other machines, vehicles or devices now or hereafter used for travelling by air and all motors machinery, mechanical and other parts, tools, plants, implements, utensils, appliances, apparatus, requisites and accessories for all the classes of the above mentioned vehicles or any parts thereof, pianos and other musical instruments, furniture, wireless and television receivers, telephone or other apparatus and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.
- (103) To carry on the business of manufacturers, servicing, assemblers, body builders, fitters of engines, earthmoving equipments, vehicles, cars, buses, trucks and compressors contractors and builders of any vehicles, machinery and its parts and components and to act as agents of manufacturers of various parts and components and factories and dealers, importers, exporters merchants, stockists and distributors in metal sections, tubes and tubular goods of every description especially made of steel or any other metal or plastic or synthetic materiel and manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal with engineering, aircraft and ship building industries, locomotives, cycle and automobiles, flush and sanitary wares, furniture, boilers, transformers, conduits anything concerning military and defense purposes especially in which tubes or tubular products and metal sections are required.

- (104) To carry on the business of an investment company and to buy, underwrite, invest in and acquire and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India and/or out of India any debentures, debenture stock, bonds, obligations and securities, issued or guaranteed by any Government, State, Dominion, Sovereign Ruler, Commissioners, public body or authority supreme, municipal, local or otherwise, firm or person and to deal with and turn to account the same provided always that no investment imposing unlimited liability on the Company shall be made.
- (105) To purchase, take on lease, or otherwise acquire, any mines, mining rights and metaliferous land and to acquire Certificate of Approval in the Union of India and any interest therein, and to prospect, explore, work, exercise, develop. and turn to account the same.
- (106) To crush, win, get, quarry, smelt, calcine, refine, dress, beneficiate, amalgamate, manipulate, wash and convert into merchantable, sell, buy, import, export or deal in all types of ore, smelt and mineral substance of all kinds including rock salt, sea salt, inland like salt and all and any other salts, salts additives, manganese, barytes, iron ore, mica, coal, limestone and all other minerals and metals, cement glasses, oil products, clays, bricks, tiles, pipes, pottery, refractory and ceramic wares of all kinds.
- (107) To produce, manufacture, refine, prepare, import, export, buy, sell and to deal in iron and steel in all forms including producing bricks and bails from steel scraps and other scraps and/or by-products thereof and to carry on the trade or business of iron makers, steel makers, steel converters, rolled steel makers, miners, smelters, engineers, tinplate makers and iron founders in all their respective branches, manufacturers of all sorts of bars, rods and other sections, sheets and plates, wires and wire products of iron and steel and other metals and to search for, get, work, make merchantable steel and deal in in iron, steel and oche metals, ferrous or non-ferrous old or new, coal, minerals and substances.
- (108) To purchase and acquire any ginning, pressing, spinning, weaving, manufacturing factory, press, mill, business or concern.
- (109) To carry on the business of manufacture of cotton, silk, artificial silk, wool, flax, hemp and jute and similar fibres and of merchants, importers and growers of and dealers in cotton, silk wool, flax, hemp and jute and all products thereof; and the business of cotton spinners and doublers, silk, wool, flax, hemp, and jute spinners, cambers and weavers and or dyers, bleachers, cleaners and finishers and manufacturers of and dealers in dyeing and bleaching materials, and manufacturing and general chemists and druggists and to comb, spin, wind, weave, scour, clean, prepare, render, marketable and buy, sell or deal in cotton, silk, flax, hemp, jute, wood and other like substances, and to manufacture, work up, buy, sell and deal in linen, cloth, silk, satin, satinatte, plush, velvet, velveteen, yarn, thread and other goods and fabrics and to carry on the business of ginning and pressing.
- (110) To construct, purchase or take on lease cinematograph theatres, film studios, cinema halls and other buildings and works convenient for the purposes thereof and to open, manage, maintain and carry on such theatres, studios and other buildings, when so created.
- (111) To manufacture, purchase, import or otherwise acquire, hold, sell, mortgage, lease, hire dispose of, use, deal in and turn into account whether as principals or agents of all kinds of sound, motion picture recording and reproducing equipments and all kinds of machinery and apparatus for the production, recording, reproduction, projection and screening of sound motion picture photoplays of all descriptions and all materials and things necessary thereto.
- (112) To manufacture, sell, prepare or otherwise deal in import entitlements, packing materials of various types and forms made of wool, metal, corrugated sheets, tin-plates, craft and craft paper, rubber and glass used in the preparation of wooden boxes, ammunition covers, steel barrels, glass ampules and vials and other packing material required for use in the Defence Department or otherwise for transit of the goods and storage.
- (113) To manufacture, sell, and carry on business of industrial gases i.e. oxygen, acetylene, argon, nitrogen, carbondioxide, nitrousoxide, in gas and in liquid form or in any compounds thereof.

- (114) To carry on the manufacture and sale of patent medicines and preparations, health additives and mixtures and to carry on the business of manufacturers, buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents for them.
- (115) To carry on the business of manufacturers of or dealers in soap, cosmetics, perfumes and toilet requisite and to undertake such other business or activities as in the opinion of the Directors may be conveniently or profitably combined with the existing business of the Company.
- (116) To manufacture and deal in all chemical products such as coal and coal tar products, and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda ash, caustic soda and potash, chlorine, hydrogen, hydrogen chloride, ammonium chloride, aluminium chloride, ferric chloride and other metal chlorides, bleaching chemicals, calcium hypochlorite, sodium hypochlorite, chlorine dioxide, sodium and potassium chlorate, sodium bromate, hydrogen peroxide, perchlorates, persulphates, sodium and potassium carbonates, sulphides, sulphates, hydrosulphides, ethylates, methylates, sulphur dioxide, chlorated hydrocarbons, special agricultural and all other chemicals, all types of textile chemicals, and sizing and finishing materials, photographic chemicals, clay and boards, including straw boards, soap, glycerine and allied products, all industrial and pharmaceutical, organic and inorganic chemicals, fertilizers, pesticides, manures, fungicides, and allied products, fats, waxes and their products hides, skins and leather.
- (117) To carry on the business of manufacturers and dealers in all types of rubber, leather, celluloid, bakelite, plastic and all other chemical, rubber and plastic goods, particularly industrial rolls, rollers, sheet beltings and consumer goods such as EIS tyres, tubes and other allied products, chappals, shoes, medical and surgical goods.
- (118) To procure or develop and supply technical know-how for the manufacture or processing of goods materials, or in the installation or erection of machinery plant for such manufacture or processing, or in the working of mines, salt fields and quarries, oil wells or other sources of minerals, deposits, or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provisions of such technical know-how.
- (119) To engage in the business, of engineering, contracting, and construction, including design, manufacture, construction, erection, alteration, fabrication, repair and installation of plants, buildings, structures, ways, works, systems and mechanical, electrical and electronic machinery, equipment apparatus and devices.
- (120) To manufacture and deal in industrial machinery and equipments including precision machinery, sheet metal machinery, machine tools, rolling mills, engraving machinery, mechanical, structural and electrical machinery, injection moulding and extrusion machinery, welding equipments, hydraulic equipments, laboratory equipments, implements, pumps and valves for control of air, water, oil and fluid, engines, presses, apparatus, and other machinery, plum, accessories, tools, fittings, ancillaries, components and engineering goods of every description.
- (121) To repair, clean, alter, convert, recondition, improve, exchange, barter, prepare for sale, buy, sell, hire, import, export, let on hire trade and deal in all kinds of machineries plant accessories, apparatus, fittings, engineering, goods, substances, implements, tools, trailers, forgings, castings, rolling stocks and hardware for industrial, hospitality, buildings, snorting, or for any other purposes.
- (122) To carry on the business of importers, exporters, dealers, stockists, suppliers and manufactures of commercial industrial end domestic plastic products of any nature, substance and form, and of any raw material including styrene, polystyrene, vinyl acetate and copolymers and other allied materials, acrylics and polyesters, polycarbonates and polyethers and epoxy resins, ion exchange resins and composition silicon resin and compositions and other thermoplastic moulding compositions including prefabricated sections and shapes cellulosic plastics and other thermosetting and thermoplastic materials.
- (123) To manufacture medicines and pharmaceuticals and its products and deviations.
- (124) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (125) To formulate or assist in formulating definite plan of campaign on the basis of study, analysis, research, knowledge or information gathered by or supplied to the Company.
- (126) To carry on either as manufacturers, contractors, traders, exporters, importers, consignees, consignors, principals, owners, hirers, brokers, agents or factors and either wholesale or retail, all or any of the business following, that is to say: chemicals, building requisites material and equipments, insulation materials, plastics, colours and paints, rubber and rubber goods, furniture, electrical and household goods, glass, machineries, sanitary wares and engineers, contractors and businesses in all other goods, articles, merchandise or things whether akin or adaptable or not to the nature of the business aforesaid.
- (127) To undertake, carry out, promote and sponsor programmes for Rural Development including any programme for promoting the social and economic welfare or the uplift of the people in any rural area and to incur any expenditure on any such programme of rural development and to assist execution and promotion thereof, either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing, “ Programme for Rural Development” shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural area which the Directors may consider likely to promote and assist rural development and that the words “rural area” shall include such areas as may be regarded as rural areas under Section 35CC of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas, and in order to implement any of the above mentioned objects or purposes the Directors may at their discretion transfer without consideration or at such fair or concessional value as the Directors may think fit, and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds established under any law for the time being in force or approved by Central or State Government any authority specified in that behalf.
- (128) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social, economic and moral responsibilities of the Company to the public or any section of the public, as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the Public or any section of the public and in such manner and by such means as the Company may think fit and the Company may, at its discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Company may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local body or Authority or Central or State Government or any public institutions or Trusts or Funds established under any law for the time being in force or approved by Central or State Government or any authority specified in that behalf.
- (129) Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, or for organising lectures, conferences or seminars, workshops, training programmes, likely to advance the aforesaid objects or for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or other scholars or consultants or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects.
- (130) To do all such other things as are incidental or conducive to the attainment of the Main Objects;

RESOLVED FURTHER THAT the Board or the Company Secretary be and is hereby authorised to do all such acts, deeds and things and give such directions and authority to the executives of the Company or to any other person as may be considered necessary, expedient or desirable to give effect to the above Resolution and settle any questions or dispute that may arise in relation thereto.”

Item No. 2: Amendment of the Liability Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT 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), consent of the Members be

and is hereby accorded 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 following new Clause 4:

4: “The liability of the Members is limited to the extent of amount unpaid, if any, on shares held by them.”

RESOLVED FURTHER THAT the Board or the Company Secretary be and is hereby authorised to do all such acts, deeds and things and give such directions and authority to the executives of the Company or to any other person as may be considered necessary, expedient or desirable to give effect to the above Resolution and settle any questions or dispute that may arise in relation thereto.”

By Order of the Board of Directors
For BASF India Limited

PRADEEP CHANDAN
*Director–Legal, General Counsel
& Company Secretary*

Registered Office:

3rd Floor, VIBGYOR Towers,
Plot No. C-62, ‘G’ Block
Bandra Kurla Complex
Mumbai 400 098

CIN: L33112MH1943FLC003972

Dated:16th November, 2015

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 as on the close of business hours on Friday, 27th November, 2015. The Postal Ballot Notice is also being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participants or with Sharepro Services (India) Private Limited, Company's Registrar and Share Transfer Agents. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope through permitted mode. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the form from the website of the Company, i.e., www.basf.com/in or website of NSDL, i.e., www.evoting.nsdl.com or contact Mr. Kumaresan of Sharepro Services (India) Private Limited via e-mail at kumaresan@shareproservices.com or on Tel. No. 022-67720354
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, 27th November, 2015 will be considered for the purpose of voting.
3. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
4. The Members can opt for only one mode of voting i.e either physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Monday, 11th January, 2016, (5.00 p.m. IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
6. All documents referred in the Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of announcement of results of this postal ballot.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

The Company was incorporated in 1943 and the objects as provided in the Memorandum of Association of the Company are not in line with the present business scenario. Accordingly, the Board of Directors of the Company approved the proposal to align the Memorandum of Association with Table A of Schedule I and Section 4 of the Companies Act, 2013. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board of Directors of the Company also approved the proposal to replace the existing objects of the Memorandum of Association in its entirety with new clauses forming part of the 'MAIN OBJECTS TO BE PURSUED BY THE COMPANY' and 'THE OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF THE MAIN OBJECTS' as provided in the resolution above.

The proposed main objects as set out in the resolution are in accordance with the existing activities undertaken by the Company and new areas to be covered in future in line with Company's long-term growth strategy.

In terms of the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of Special Resolution is required for alteration of the objects of the Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a Special Resolution, alteration in the Object Clause of Memorandum of Association of the Company.

A copy of the draft of the altered Memorandum of Association is available for inspection of the members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of announcement of results of this postal ballot.

The Board of Directors recommends the passing of the resolution set out in the Item No. 1 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out in Item No. 1 of this Notice.

Item No. 2

In order to comply with the provisions of Sections 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association to align with Table A of Schedule I of the Companies Act, 2013. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

In terms of the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, approval of the shareholders of the Company by way of Special Resolution is required for alteration of the Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a Special Resolution, alteration in the Liability Clause of Memorandum of Association of the Company.

A copy of the draft of the altered Memorandum of Association is available for inspection of the members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of announcement of results of this postal ballot.

The Board of Directors recommends the passing of the resolution set out in Item No. 2 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out in Item No. 2 of this Notice.

By Order of the Board of Directors
For BASF India Limited

PRADEEP CHANDAN
*Director–Legal, General Counsel
& Company Secretary*

Registered Office:

3rd Floor, VIBGYOR Towers,
Plot No. C-62, 'G' Block
Bandra Kurla Complex
Mumbai 400 098

CIN: L33112MH1943FLC003972

Dated:16th November, 2015